

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 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>THIRTY-ONE GIFTS 401(K) PLAN</u>		1b Three-digit plan number (PN) ▶	<u>001</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>THIRTY-ONE GIFTS, LLC</u> <u>THIRTY-ONE GIFTS, LLC</u> <u>8131 SMITH'S MILL RD</u> <u>NEW ALBANY, OH 43054</u>		1c Effective date of plan <u>04/01/2012</u> 2b Employer Identification Number (EIN) <u>87-0726627</u> 2c Plan Sponsor's telephone number <u>614-414-4897</u> 2d Business code (see instructions) <u>453220</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.	07/02/2019	ANISSA PRICE
	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
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 1026
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) 882 6a(2) 894 6b 0 6c 152 6d 1046 6e 0 6f 1046 6g 715 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2T 3B 3D 2E 2F 2G 2J 2K 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)** ☐ 0 **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 THIRTY-ONE GIFTS 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 THIRTY-ONE GIFTS, LLC	D Employer Identification Number (EIN) 87-0726627	

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	10263	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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 INST REALTY SHS - BOSTON FINAN 52-2269240	0.10%	
(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.	
DODGE & COX INCOME - DST ASSET MAN PO BOX 219432 KANSAS CITY, MO 64121	0.08%	
(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.	
DODGE & COX INTL STK - DST ASSET M PO BOX 219432 KANSAS CITY, MO 64121	0.10%	

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.	
DODGE & COX STOCK - DST ASSET MANA PO BOX 219432 KANSAS CITY, MO 64121	0.10%	
(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.	
FED INST HIGH YLD IS - STATE STREE 04-0025081	0.15%	
(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.	
HARBOR CAP APP INST - HARBOR SERVI 34-1953399	0.10%	

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.	
LOOMIS SM CP GRTH IS - DST ASSET M PO BOX 219432 KANSAS CITY, MO 64121	0.15%	
(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 INTL GRTH Y - OFI GLOBAL AS 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.	
VI SM-CAP VAL Y - FIS INVESTOR SER 4249 EASTON WAY, SUITE 400 COLUMBUS, OH 43219	0.25%	

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 THIRTY-ONE GIFTS 401(K) PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 THIRTY-ONE GIFTS, LLC	D Employer Identification Number (EIN) 87-0726627

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)	0	0
(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)	537588	757682
(9) Value of interest in common/collective trusts	1c(9)	0	0
(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)	20541570	20796498
(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	21079158	21554180

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	21079158	21554180
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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)	1349339	
(B) Participants	2a(1)(B)	2425119	
(C) Others (including rollovers)	2a(1)(C)	546594	
(2) Noncash contributions	2a(2)	0	4321052
(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)	0	37878
(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)	37878	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		37878
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	799851
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	799851	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		799851
(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)		0
(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)		-2264106
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		2894675

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2408713	
(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)		2408713
f Corrective distributions (see instructions)	2f		677
g Certain deemed distributions of participant loans (see instructions)	2g		0
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)	10263	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		10263
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2419653

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		475022
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: D.G. KRAUSE LLC

(2) EIN: 20-2621108

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		1667
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		1000000
4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

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.
---	---	--

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>THIRTY-ONE GIFTS 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THIRTY-ONE GIFTS, LLC</u>	D Employer Identification Number (EIN) <u>87-0726627</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):

Financial Statements and Supplemental Information

Thirty-One Gifts 401(k) Plan

*December 31, 2018 and 2017 and for the year ended
December 31, 2018 with Independent Auditor's Report*

C O N T E N T S

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DG Krause LLC
7862 Shady Woods Dr
Indianapolis, Indiana 46259

Phone: (317) 245-7932
www.dgkllc.com

To the Plan Administrator of
Thirty-One Gifts 401(k) Plan

Independent Auditor's Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thirty-One Gifts 401(k) 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure 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 H, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee 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 trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2018 and Schedule H, Line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2018, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "AG Kianse LLC". The signature is written in a cursive, flowing style.

Indianapolis, Indiana
June 28, 2019

THIRTY-ONE GIFTS 401(k) PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2018	2017
Assets		
Investments, at fair value	\$ 20,796,498	\$ 20,541,570
Receivables:		
Notes receivable from participants	<u>757,682</u>	<u>537,588</u>
Total receivables	<u>757,682</u>	<u>537,588</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 21,554,180</u></u>	<u><u>\$ 21,079,158</u></u>

See Independent Auditor's Report and accompanying notes are an integral part of the financial statements.

THIRTY-ONE GIFTS 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2018

Additions to Net Assets Attributed To:

	Total
Interest and dividend income	\$ 799,851
Interest income on notes receivable from participants	37,878
Contributions:	
Participants	2,425,119
Employer	1,349,339
Rollovers	546,594
Total contributions	<u>4,321,052</u>
 Total additions	 <u>5,158,781</u>

Deductions from Net Assets Attributed To:

Benefits paid to participants	2,409,390
Net depreciation in fair value of investments	2,264,106
Administrative expenses	<u>10,263</u>
 Total deductions	 <u>4,683,759</u>
 Net increase	 475,022

Net Assets Available for Benefits:

Beginning of year	<u>21,079,158</u>
End of year	<u><u>\$ 21,554,180</u></u>

See Independent Auditor's Report and accompanying notes are an integral part of the financial statements.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

A. Plan Description

The following description of the Thirty-One Gifts 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees who are age 21 and older with at least 60 days of service with Thirty-One Gifts LLC (the Company and Plan Sponsor). Employees covered by a collective bargaining unit, non-resident aliens, employees working less than 1,000 hours, leased employees and reclassified employees are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may elect to defer up to 100% of their eligible compensation, as defined in the plan agreement, through payroll deductions. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans, which are reported as rollovers in the Statement of Changes in Net Assets Available for Benefits. The annual contributions made by the participants are limited to a maximum amount pursuant to the applicable code section of the Internal Revenue Code (IRC).

The Plan provides for a non-discretionary matching contribution at a contribution rate of 100% of a participant's salary, up to a maximum of 4% of a participant's salary.

Participants direct the investment of all contributions into various investment options offered by the Plan.

Participant Accounts

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

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

A. Plan Description (continued)

Vesting

Participants are immediately vested in their contributions and earnings and in all employer contributions.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 2% when the loan is executed. Outstanding participant loans as of December 31, 2018, bear interest at 5.25-7.25%. Principal and interest are paid ratably through payroll deductions. Loan repayment terms are not to exceed five years, unless the loan will be used by the participant to acquire the participant's principal residence.

Payment of Benefits

A participant may receive the value of his or her vested account upon retirement, disability or termination of employment with the Company. Upon death or disability of a participant or upon reaching retirement age, which is 65 years of age, the participant, or beneficiary, shall be entitled to the full value of the account. Distributions are made in a full lump-sum or partial payment. Terminated participants who do not request a lump-sum distribution and have a vested account balance less than \$5,000 will have their account rolled over into an individual retirement account. Vested account balances less than \$1,000 will be paid directly to the participant in the form of a lump-sum payment. Hardship withdrawals, as defined in the plan agreement, are also available to participants only from the pre-tax deferral portion of their accounts, plus earnings thereon. The Plan also provides for in-service distributions of a participant's vested interest in his or her account for employees who reach age 59½ while still employed with the Company.

Forfeited Accounts

At December 31, 2018 and 2017, there were \$9,245 and \$7,270, respectively, of forfeited non-vested accounts and unclaimed checks. Forfeitures are used to (1) reduce employer contributions, (2) restore any prior participant forfeitures or (3) to pay any reasonable Plan expenses. During 2018, no forfeitures were used to reduce employer contributions.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

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.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recognized on the ex-dividend date and interest is recognized on the accrual basis. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. Delinquent participant loans are reclassified as distributions based upon the terms of the plan agreement.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged to the participants. Investment related expenses are included in net depreciation of fair value of investments.

Subsequent Events

The Plan Administrator has evaluated subsequent events through June 28, 2019, the date the financial statements were available to be issued. See Note I.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

C. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | <p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets.• Quoted prices for identical or similar assets or liabilities in inactive markets.• Inputs other than quoted prices that are observable for the asset or liability.• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |

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

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

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

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

Mutual Funds: Valued at the net asset value of shares held by the Plan at year-end.

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

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

C. Fair Value Measurements (continued)

The following table set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017.

Assets at Fair Value as of December 31, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$20,796,498	\$ -	\$ -	\$20,796,498
Total assets at fair value	<u>\$20,796,498</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$20,796,498</u>

Assets at Fair Value as of December 31, 2017:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$20,541,570	\$ -	\$ -	\$20,541,570
Total assets at fair value	<u>\$20,541,570</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$20,541,570</u>

D. Income Tax Status

The underlying volume submitter profit sharing plan with CODA has received an opinion letter from the IRS dated March 31, 2014 stating that the form of the plan is qualified under section 401 of the Internal Revenue Code, and therefore the related trust is tax exempt. In accordance with Revenue Procedure 2011-49, 2011-44 I.R.B. 608 the Company has determined that it is eligible to and has chosen to rely on the current and previously applicable IRS volume submitter opinion letters. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes that the Plan is designed in compliance with the applicable requirements of the Code. The Plan Sponsor intends to maintain the qualified status of the Plan.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

E. Plan Termination

Although it has not expressed any intention 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 set forth in ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

F. Related Party and Party-in-Interest Transactions

One Plan investment represents shares of a mutual fund managed by Fidelity. Fidelity Management Trust Company was the trustee as defined by the Plan and therefore these transactions qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net depreciation in fair value of the investment, as they are paid through revenue sharing rather than a direct payment. As described in Note B, participants were charged directly for payments to the third party administrator of \$10,263 for administration of notes receivable from participants, which was not covered by revenue sharing. The Plan Sponsor pays directly most other fees related to the Plan's operation.

G. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such change could materially affect participants' account balances and the amounts reported in the accompanying 2018 statement of net assets available for benefits.

H. Certified Information

All investment information disclosed in the accompanying financial statements and schedules, including investments held at December 31, 2018 and 2017, notes receivable from participants at December 31, 2018 and 2017 and interest and dividend income, net depreciation in fair value of investments and interest income on notes receivable from participants 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, the trustee of the Plan.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

I. Subsequent Events

The Company's Columbus, Ohio corporate and warehouse lease expires in August 2019. As a result, in October 2018, the Company announced a restructuring plan to relocate its Columbus, Ohio distribution center to Flower Mound, Texas and its corporate headquarters to New Albany, Ohio. In connection with the closure of the distribution center, most employees were extended offers to transfer their employment to Texas along with a relocation package. Those not eligible for transfer or who did not elect to transfer were offered severance benefits.

As of June 28, 2019, it is estimated that approximately 475 employees, 221 of whom were active participants of the Plan with individual participant account balances as of December 31, 2018, will no longer be employed by the Company after July 2019 in connection with the restructuring plan. Under the terms of the Plan such participants are already 100% vested in their entire individual participant account balances, nevertheless collectively this event represents a partial termination of the Plan.

SUPPLEMENTAL INFORMATION

THIRTY-ONE GIFTS 401(k) PLAN
 EIN: 87-0726627 PLAN #: 001

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

Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002- 51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 1,667	\$ -	\$ 1,667	\$ -	\$ -

See Independent Auditor's Report.

THIRTY-ONE GIFTS 401(k) PLAN
 EIN: 87-0726627 PLAN #: 34500

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

December 31, 2018

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	<i>Mutual Funds:</i>		
	DFA	Emerging Markets Value Institutional	\$ 390,886
	Vanguard	Vanguard Target Retirement 2015 Inv	67,643
	Vanguard	Vanguard Target Retirement 2020 Inv	770,590
	Vanguard	Vanguard Target Retirement 2025 Inv	732,226
	Vanguard	Vanguard Target Retirement 2030 Inv	1,235,732
	Vanguard	Vanguard Target Retirement 2035 Inv	1,720,173
	Vanguard	Vanguard Target Retirement 2040 Inv	2,172,886
	Vanguard	Vanguard Target Retirement 2045 Inv	2,000,569
	Vanguard	Vanguard Target Retirement 2050 Inv	1,911,925
	Vanguard	Vanguard Target Retirement 2055 Inv	626,246
	Vanguard	Vanguard Target Retirement 2060 Inv	33,325
	Vanguard	Inflation Protected Securities Admiral	411,570
	Vanguard	Total Bond Market Index Admiral	43,611
	Vanguard	Target Retirement Income Investor	74,981
	Oppenheimer	International Growth Fund Class Y	285,312
	Cohen & Steers	Institutional Realty	596,555
	Loomis Sayles	Small Cap Growth Institutional	822,076
	Vanguard	FTSE All World ex-US Index Fund Admiral	38,729
	Harbor Capital	Appreciation Institutional	693,333
	Dodge & Cox	Stock	745,081
	Vanguard	Wellington Admiral	752,774
	Federated Institutional	High Yield Bond Fund Institutional	240,154
	Dodge & Cox	International Stock	370,641
*	Fidelity	Federated U.S. Treasury Cash Reserves I	266,160
	Vanguard	500 Index Admiral	1,738,015
	Vanguard	Mid Cap Index Admiral	1,149,809
	Victory Integrity	Small Cap Value Class Y	297,008
	Dodge & Cox	Income Fund	608,488
			20,796,498
*	<i>Notes Receivable from Participants</i>	Interest of 5.25% - 7.25% due at various maturity dates through 2028	757,682
			\$ 21,554,180

* Denotes party-in-interest

See Independent Auditor's Report.

Financial Statements and Supplemental Information

Thirty-One Gifts 401(k) Plan

*December 31, 2018 and 2017 and for the year ended
December 31, 2018 with Independent Auditor's Report*

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To the Plan Administrator of
Thirty-One Gifts 401(k) Plan

Independent Auditor's Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thirty-One Gifts 401(k) 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure 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 H, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee 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 trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2018 and Schedule H, Line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2018, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "AG Kianse LLC". The signature is written in a cursive, flowing style.

Indianapolis, Indiana
June 28, 2019

THIRTY-ONE GIFTS 401(k) PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2018	2017
Assets		
Investments, at fair value	\$ 20,796,498	\$ 20,541,570
Receivables:		
Notes receivable from participants	757,682	537,588
Total receivables	<u>757,682</u>	<u>537,588</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 21,554,180</u></u>	<u><u>\$ 21,079,158</u></u>

See Independent Auditor's Report and accompanying notes are an integral part of the financial statements.

THIRTY-ONE GIFTS 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2018

Additions to Net Assets Attributed To:

	Total
Interest and dividend income	\$ 799,851
Interest income on notes receivable from participants	37,878
Contributions:	
Participants	2,425,119
Employer	1,349,339
Rollovers	546,594
Total contributions	<u>4,321,052</u>
 Total additions	 <u>5,158,781</u>

Deductions from Net Assets Attributed To:

Benefits paid to participants	2,409,390
Net depreciation in fair value of investments	2,264,106
Administrative expenses	<u>10,263</u>
 Total deductions	 <u>4,683,759</u>
 Net increase	 475,022

Net Assets Available for Benefits:

Beginning of year	<u>21,079,158</u>
End of year	<u><u>\$ 21,554,180</u></u>

See Independent Auditor's Report and accompanying notes are an integral part of the financial statements.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

A. Plan Description

The following description of the Thirty-One Gifts 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees who are age 21 and older with at least 60 days of service with Thirty-One Gifts LLC (the Company and Plan Sponsor). Employees covered by a collective bargaining unit, non-resident aliens, employees working less than 1,000 hours, leased employees and reclassified employees are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may elect to defer up to 100% of their eligible compensation, as defined in the plan agreement, through payroll deductions. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans, which are reported as rollovers in the Statement of Changes in Net Assets Available for Benefits. The annual contributions made by the participants are limited to a maximum amount pursuant to the applicable code section of the Internal Revenue Code (IRC).

The Plan provides for a non-discretionary matching contribution at a contribution rate of 100% of a participant's salary, up to a maximum of 4% of a participant's salary.

Participants direct the investment of all contributions into various investment options offered by the Plan.

Participant Accounts

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

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

A. Plan Description (continued)

Vesting

Participants are immediately vested in their contributions and earnings and in all employer contributions.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 2% when the loan is executed. Outstanding participant loans as of December 31, 2018, bear interest at 5.25-7.25%. Principal and interest are paid ratably through payroll deductions. Loan repayment terms are not to exceed five years, unless the loan will be used by the participant to acquire the participant's principal residence.

Payment of Benefits

A participant may receive the value of his or her vested account upon retirement, disability or termination of employment with the Company. Upon death or disability of a participant or upon reaching retirement age, which is 65 years of age, the participant, or beneficiary, shall be entitled to the full value of the account. Distributions are made in a full lump-sum or partial payment. Terminated participants who do not request a lump-sum distribution and have a vested account balance less than \$5,000 will have their account rolled over into an individual retirement account. Vested account balances less than \$1,000 will be paid directly to the participant in the form of a lump-sum payment. Hardship withdrawals, as defined in the plan agreement, are also available to participants only from the pre-tax deferral portion of their accounts, plus earnings thereon. The Plan also provides for in-service distributions of a participant's vested interest in his or her account for employees who reach age 59½ while still employed with the Company.

Forfeited Accounts

At December 31, 2018 and 2017, there were \$9,245 and \$7,270, respectively, of forfeited non-vested accounts and unclaimed checks. Forfeitures are used to (1) reduce employer contributions, (2) restore any prior participant forfeitures or (3) to pay any reasonable Plan expenses. During 2018, no forfeitures were used to reduce employer contributions.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

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.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recognized on the ex-dividend date and interest is recognized on the accrual basis. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. Delinquent participant loans are reclassified as distributions based upon the terms of the plan agreement.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged to the participants. Investment related expenses are included in net depreciation of fair value of investments.

Subsequent Events

The Plan Administrator has evaluated subsequent events through June 28, 2019, the date the financial statements were available to be issued. See Note I.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

C. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | <p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets.• Quoted prices for identical or similar assets or liabilities in inactive markets.• Inputs other than quoted prices that are observable for the asset or liability.• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |

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

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

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

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

Mutual Funds: Valued at the net asset value of shares held by the Plan at year-end.

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

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

C. Fair Value Measurements (continued)

The following table set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017.

Assets at Fair Value as of December 31, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$20,796,498	\$ -	\$ -	\$20,796,498
Total assets at fair value	<u>\$20,796,498</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$20,796,498</u>

Assets at Fair Value as of December 31, 2017:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$20,541,570	\$ -	\$ -	\$20,541,570
Total assets at fair value	<u>\$20,541,570</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$20,541,570</u>

D. Income Tax Status

The underlying volume submitter profit sharing plan with CODA has received an opinion letter from the IRS dated March 31, 2014 stating that the form of the plan is qualified under section 401 of the Internal Revenue Code, and therefore the related trust is tax exempt. In accordance with Revenue Procedure 2011-49, 2011-44 I.R.B. 608 the Company has determined that it is eligible to and has chosen to rely on the current and previously applicable IRS volume submitter opinion letters. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes that the Plan is designed in compliance with the applicable requirements of the Code. The Plan Sponsor intends to maintain the qualified status of the Plan.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

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The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such change could materially affect participants' account balances and the amounts reported in the accompanying 2018 statement of net assets available for benefits.

H. Certified Information

All investment information disclosed in the accompanying financial statements and schedules, including investments held at December 31, 2018 and 2017, notes receivable from participants at December 31, 2018 and 2017 and interest and dividend income, net depreciation in fair value of investments and interest income on notes receivable from participants 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, the trustee of the Plan.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

I. Subsequent Events

The Company's Columbus, Ohio corporate and warehouse lease expires in August 2019. As a result, in October 2018, the Company announced a restructuring plan to relocate its Columbus, Ohio distribution center to Flower Mound, Texas and its corporate headquarters to New Albany, Ohio. In connection with the closure of the distribution center, most employees were extended offers to transfer their employment to Texas along with a relocation package. Those not eligible for transfer or who did not elect to transfer were offered severance benefits.

As of June 28, 2019, it is estimated that approximately 475 employees, 221 of whom were active participants of the Plan with individual participant account balances as of December 31, 2018, will no longer be employed by the Company after July 2019 in connection with the restructuring plan. Under the terms of the Plan such participants are already 100% vested in their entire individual participant account balances, nevertheless collectively this event represents a partial termination of the Plan.

SUPPLEMENTAL INFORMATION

THIRTY-ONE GIFTS 401(k) PLAN
EIN: 87-0726627 PLAN #: 001

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

Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002- 51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 1,667	\$ -	\$ 1,667	\$ -	\$ -

See Independent Auditor's Report.

THIRTY-ONE GIFTS 401(k) PLAN
 EIN: 87-0726627 PLAN #: 34500

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

December 31, 2018

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	<i>Mutual Funds:</i>		
	DFA	Emerging Markets Value Institutional	\$ 390,886
	Vanguard	Vanguard Target Retirement 2015 Inv	67,643
	Vanguard	Vanguard Target Retirement 2020 Inv	770,590
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	Vanguard	Vanguard Target Retirement 2050 Inv	1,911,925
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	Vanguard	Vanguard Target Retirement 2060 Inv	33,325
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	Loomis Sayles	Small Cap Growth Institutional	822,076
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	Federated Institutional	High Yield Bond Fund Institutional	240,154
	Dodge & Cox	International Stock	370,641
*	Fidelity	Federated U.S. Treasury Cash Reserves I	266,160
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	Vanguard	Mid Cap Index Admiral	1,149,809
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			20,796,498
*	Notes Receivable from Participants	Interest of 5.25% - 7.25% due at various maturity dates through 2028	757,682
			\$ 21,554,180

* Denotes party-in-interest

See Independent Auditor's Report.

Financial Statements and Supplemental Information

Thirty-One Gifts 401(k) Plan

*December 31, 2018 and 2017 and for the year ended
December 31, 2018 with Independent Auditor's Report*

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To the Plan Administrator of
Thirty-One Gifts 401(k) Plan

Independent Auditor's Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thirty-One Gifts 401(k) 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure 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 H, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee 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 trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2018 and Schedule H, Line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2018, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "AG Kianse LLC". The signature is written in a cursive, flowing style.

Indianapolis, Indiana
June 28, 2019

THIRTY-ONE GIFTS 401(k) PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2018	2017
Assets		
Investments, at fair value	\$ 20,796,498	\$ 20,541,570
Receivables:		
Notes receivable from participants	<u>757,682</u>	<u>537,588</u>
Total receivables	<u>757,682</u>	<u>537,588</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 21,554,180</u></u>	<u><u>\$ 21,079,158</u></u>

See Independent Auditor's Report and accompanying notes are an integral part of the financial statements.

THIRTY-ONE GIFTS 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2018

Additions to Net Assets Attributed To:

	Total
Interest and dividend income	\$ 799,851
Interest income on notes receivable from participants	37,878
Contributions:	
Participants	2,425,119
Employer	1,349,339
Rollovers	546,594
Total contributions	<u>4,321,052</u>
 Total additions	 <u>5,158,781</u>

Deductions from Net Assets Attributed To:

Benefits paid to participants	2,409,390
Net depreciation in fair value of investments	2,264,106
Administrative expenses	<u>10,263</u>
 Total deductions	 <u>4,683,759</u>
 Net increase	 475,022

Net Assets Available for Benefits:

Beginning of year	<u>21,079,158</u>
End of year	<u><u>\$ 21,554,180</u></u>

See Independent Auditor's Report and accompanying notes are an integral part of the financial statements.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

A. Plan Description

The following description of the Thirty-One Gifts 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees who are age 21 and older with at least 60 days of service with Thirty-One Gifts LLC (the Company and Plan Sponsor). Employees covered by a collective bargaining unit, non-resident aliens, employees working less than 1,000 hours, leased employees and reclassified employees are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may elect to defer up to 100% of their eligible compensation, as defined in the plan agreement, through payroll deductions. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans, which are reported as rollovers in the Statement of Changes in Net Assets Available for Benefits. The annual contributions made by the participants are limited to a maximum amount pursuant to the applicable code section of the Internal Revenue Code (IRC).

The Plan provides for a non-discretionary matching contribution at a contribution rate of 100% of a participant's salary, up to a maximum of 4% of a participant's salary.

Participants direct the investment of all contributions into various investment options offered by the Plan.

Participant Accounts

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

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

A. Plan Description (continued)

Vesting

Participants are immediately vested in their contributions and earnings and in all employer contributions.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 2% when the loan is executed. Outstanding participant loans as of December 31, 2018, bear interest at 5.25-7.25%. Principal and interest are paid ratably through payroll deductions. Loan repayment terms are not to exceed five years, unless the loan will be used by the participant to acquire the participant's principal residence.

Payment of Benefits

A participant may receive the value of his or her vested account upon retirement, disability or termination of employment with the Company. Upon death or disability of a participant or upon reaching retirement age, which is 65 years of age, the participant, or beneficiary, shall be entitled to the full value of the account. Distributions are made in a full lump-sum or partial payment. Terminated participants who do not request a lump-sum distribution and have a vested account balance less than \$5,000 will have their account rolled over into an individual retirement account. Vested account balances less than \$1,000 will be paid directly to the participant in the form of a lump-sum payment. Hardship withdrawals, as defined in the plan agreement, are also available to participants only from the pre-tax deferral portion of their accounts, plus earnings thereon. The Plan also provides for in-service distributions of a participant's vested interest in his or her account for employees who reach age 59½ while still employed with the Company.

Forfeited Accounts

At December 31, 2018 and 2017, there were \$9,245 and \$7,270, respectively, of forfeited non-vested accounts and unclaimed checks. Forfeitures are used to (1) reduce employer contributions, (2) restore any prior participant forfeitures or (3) to pay any reasonable Plan expenses. During 2018, no forfeitures were used to reduce employer contributions.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

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.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recognized on the ex-dividend date and interest is recognized on the accrual basis. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. Delinquent participant loans are reclassified as distributions based upon the terms of the plan agreement.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged to the participants. Investment related expenses are included in net depreciation of fair value of investments.

Subsequent Events

The Plan Administrator has evaluated subsequent events through June 28, 2019, the date the financial statements were available to be issued. See Note I.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

C. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | <p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets.• Quoted prices for identical or similar assets or liabilities in inactive markets.• Inputs other than quoted prices that are observable for the asset or liability.• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |

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

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

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

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

Mutual Funds: Valued at the net asset value of shares held by the Plan at year-end.

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

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

C. Fair Value Measurements (continued)

The following table set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017.

Assets at Fair Value as of December 31, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$20,796,498	\$ -	\$ -	\$20,796,498
Total assets at fair value	<u>\$20,796,498</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$20,796,498</u>

Assets at Fair Value as of December 31, 2017:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$20,541,570	\$ -	\$ -	\$20,541,570
Total assets at fair value	<u>\$20,541,570</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$20,541,570</u>

D. Income Tax Status

The underlying volume submitter profit sharing plan with CODA has received an opinion letter from the IRS dated March 31, 2014 stating that the form of the plan is qualified under section 401 of the Internal Revenue Code, and therefore the related trust is tax exempt. In accordance with Revenue Procedure 2011-49, 2011-44 I.R.B. 608 the Company has determined that it is eligible to and has chosen to rely on the current and previously applicable IRS volume submitter opinion letters. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes that the Plan is designed in compliance with the applicable requirements of the Code. The Plan Sponsor intends to maintain the qualified status of the Plan.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

E. Plan Termination

Although it has not expressed any intention 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 set forth in ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

F. Related Party and Party-in-Interest Transactions

One Plan investment represents shares of a mutual fund managed by Fidelity. Fidelity Management Trust Company was the trustee as defined by the Plan and therefore these transactions qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net depreciation in fair value of the investment, as they are paid through revenue sharing rather than a direct payment. As described in Note B, participants were charged directly for payments to the third party administrator of \$10,263 for administration of notes receivable from participants, which was not covered by revenue sharing. The Plan Sponsor pays directly most other fees related to the Plan's operation.

G. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such change could materially affect participants' account balances and the amounts reported in the accompanying 2018 statement of net assets available for benefits.

H. Certified Information

All investment information disclosed in the accompanying financial statements and schedules, including investments held at December 31, 2018 and 2017, notes receivable from participants at December 31, 2018 and 2017 and interest and dividend income, net depreciation in fair value of investments and interest income on notes receivable from participants 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, the trustee of the Plan.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

I. Subsequent Events

The Company's Columbus, Ohio corporate and warehouse lease expires in August 2019. As a result, in October 2018, the Company announced a restructuring plan to relocate its Columbus, Ohio distribution center to Flower Mound, Texas and its corporate headquarters to New Albany, Ohio. In connection with the closure of the distribution center, most employees were extended offers to transfer their employment to Texas along with a relocation package. Those not eligible for transfer or who did not elect to transfer were offered severance benefits.

As of June 28, 2019, it is estimated that approximately 475 employees, 221 of whom were active participants of the Plan with individual participant account balances as of December 31, 2018, will no longer be employed by the Company after July 2019 in connection with the restructuring plan. Under the terms of the Plan such participants are already 100% vested in their entire individual participant account balances, nevertheless collectively this event represents a partial termination of the Plan.

SUPPLEMENTAL INFORMATION

THIRTY-ONE GIFTS 401(k) PLAN
 EIN: 87-0726627 PLAN #: 001

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

Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002- 51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 1,667	\$ -	\$ 1,667	\$ -	\$ -

See Independent Auditor's Report.

THIRTY-ONE GIFTS 401(k) PLAN
 EIN: 87-0726627 PLAN #: 34500

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

December 31, 2018

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	<i>Mutual Funds:</i>		
	DFA	Emerging Markets Value Institutional	\$ 390,886
	Vanguard	Vanguard Target Retirement 2015 Inv	67,643
	Vanguard	Vanguard Target Retirement 2020 Inv	770,590
	Vanguard	Vanguard Target Retirement 2025 Inv	732,226
	Vanguard	Vanguard Target Retirement 2030 Inv	1,235,732
	Vanguard	Vanguard Target Retirement 2035 Inv	1,720,173
	Vanguard	Vanguard Target Retirement 2040 Inv	2,172,886
	Vanguard	Vanguard Target Retirement 2045 Inv	2,000,569
	Vanguard	Vanguard Target Retirement 2050 Inv	1,911,925
	Vanguard	Vanguard Target Retirement 2055 Inv	626,246
	Vanguard	Vanguard Target Retirement 2060 Inv	33,325
	Vanguard	Inflation Protected Securities Admiral	411,570
	Vanguard	Total Bond Market Index Admiral	43,611
	Vanguard	Target Retirement Income Investor	74,981
	Oppenheimer	International Growth Fund Class Y	285,312
	Cohen & Steers	Institutional Realty	596,555
	Loomis Sayles	Small Cap Growth Institutional	822,076
	Vanguard	FTSE All World ex-US Index Fund Admiral	38,729
	Harbor Capital	Appreciation Institutional	693,333
	Dodge & Cox	Stock	745,081
	Vanguard	Wellington Admiral	752,774
	Federated Institutional	High Yield Bond Fund Institutional	240,154
	Dodge & Cox	International Stock	370,641
*	Fidelity	Federated U.S. Treasury Cash Reserves I	266,160
	Vanguard	500 Index Admiral	1,738,015
	Vanguard	Mid Cap Index Admiral	1,149,809
	Victory Integrity	Small Cap Value Class Y	297,008
	Dodge & Cox	Income Fund	608,488
			20,796,498
*	Notes Receivable from Participants	Interest of 5.25% - 7.25% due at various maturity dates through 2028	757,682
			\$ 21,554,180

* Denotes party-in-interest

See Independent Auditor's Report.

Financial Statements and Supplemental Information

Thirty-One Gifts 401(k) Plan

*December 31, 2018 and 2017 and for the year ended
December 31, 2018 with Independent Auditor's Report*

C O N T E N T S

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DG Krause LLC
7862 Shady Woods Dr
Indianapolis, Indiana 46259

Phone: (317) 245-7932
www.dgkllc.com

To the Plan Administrator of
Thirty-One Gifts 401(k) Plan

Independent Auditor's Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thirty-One Gifts 401(k) 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure 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 H, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee 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 trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2018 and Schedule H, Line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2018, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "AG Kianse LLC". The signature is written in a cursive, flowing style.

Indianapolis, Indiana
June 28, 2019

THIRTY-ONE GIFTS 401(k) PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2018	2017
Assets		
Investments, at fair value	\$ 20,796,498	\$ 20,541,570
Receivables:		
Notes receivable from participants	<u>757,682</u>	<u>537,588</u>
Total receivables	<u>757,682</u>	<u>537,588</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 21,554,180</u></u>	<u><u>\$ 21,079,158</u></u>

See Independent Auditor's Report and accompanying notes are an integral part of the financial statements.

THIRTY-ONE GIFTS 401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2018

Additions to Net Assets Attributed To:

	Total
Interest and dividend income	\$ 799,851
Interest income on notes receivable from participants	37,878
Contributions:	
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Deductions from Net Assets Attributed To:

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Net depreciation in fair value of investments	2,264,106
Administrative expenses	<u>10,263</u>
 Total deductions	 <u>4,683,759</u>
 Net increase	 475,022

Net Assets Available for Benefits:

Beginning of year	<u>21,079,158</u>
End of year	<u><u>\$ 21,554,180</u></u>

See Independent Auditor's Report and accompanying notes are an integral part of the financial statements.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

A. Plan Description

The following description of the Thirty-One Gifts 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees who are age 21 and older with at least 60 days of service with Thirty-One Gifts LLC (the Company and Plan Sponsor). Employees covered by a collective bargaining unit, non-resident aliens, employees working less than 1,000 hours, leased employees and reclassified employees are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

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The Plan provides for a non-discretionary matching contribution at a contribution rate of 100% of a participant's salary, up to a maximum of 4% of a participant's salary.

Participants direct the investment of all contributions into various investment options offered by the Plan.

Participant Accounts

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

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

A. Plan Description (continued)

Vesting

Participants are immediately vested in their contributions and earnings and in all employer contributions.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 2% when the loan is executed. Outstanding participant loans as of December 31, 2018, bear interest at 5.25-7.25%. Principal and interest are paid ratably through payroll deductions. Loan repayment terms are not to exceed five years, unless the loan will be used by the participant to acquire the participant's principal residence.

Payment of Benefits

A participant may receive the value of his or her vested account upon retirement, disability or termination of employment with the Company. Upon death or disability of a participant or upon reaching retirement age, which is 65 years of age, the participant, or beneficiary, shall be entitled to the full value of the account. Distributions are made in a full lump-sum or partial payment. Terminated participants who do not request a lump-sum distribution and have a vested account balance less than \$5,000 will have their account rolled over into an individual retirement account. Vested account balances less than \$1,000 will be paid directly to the participant in the form of a lump-sum payment. Hardship withdrawals, as defined in the plan agreement, are also available to participants only from the pre-tax deferral portion of their accounts, plus earnings thereon. The Plan also provides for in-service distributions of a participant's vested interest in his or her account for employees who reach age 59½ while still employed with the Company.

Forfeited Accounts

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THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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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.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recognized on the ex-dividend date and interest is recognized on the accrual basis. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. Delinquent participant loans are reclassified as distributions based upon the terms of the plan agreement.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged to the participants. Investment related expenses are included in net depreciation of fair value of investments.

Subsequent Events

The Plan Administrator has evaluated subsequent events through June 28, 2019, the date the financial statements were available to be issued. See Note I.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

C. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | <p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets.• Quoted prices for identical or similar assets or liabilities in inactive markets.• Inputs other than quoted prices that are observable for the asset or liability.• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |

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

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

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

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

Mutual Funds: Valued at the net asset value of shares held by the Plan at year-end.

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

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

C. Fair Value Measurements (continued)

The following table set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017.

Assets at Fair Value as of December 31, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$20,796,498	\$ -	\$ -	\$20,796,498
Total assets at fair value	<u>\$20,796,498</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$20,796,498</u>

Assets at Fair Value as of December 31, 2017:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$20,541,570	\$ -	\$ -	\$20,541,570
Total assets at fair value	<u>\$20,541,570</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$20,541,570</u>

D. Income Tax Status

The underlying volume submitter profit sharing plan with CODA has received an opinion letter from the IRS dated March 31, 2014 stating that the form of the plan is qualified under section 401 of the Internal Revenue Code, and therefore the related trust is tax exempt. In accordance with Revenue Procedure 2011-49, 2011-44 I.R.B. 608 the Company has determined that it is eligible to and has chosen to rely on the current and previously applicable IRS volume submitter opinion letters. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes that the Plan is designed in compliance with the applicable requirements of the Code. The Plan Sponsor intends to maintain the qualified status of the Plan.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

E. Plan Termination

Although it has not expressed any intention 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 set forth in ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

F. Related Party and Party-in-Interest Transactions

One Plan investment represents shares of a mutual fund managed by Fidelity. Fidelity Management Trust Company was the trustee as defined by the Plan and therefore these transactions qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net depreciation in fair value of the investment, as they are paid through revenue sharing rather than a direct payment. As described in Note B, participants were charged directly for payments to the third party administrator of \$10,263 for administration of notes receivable from participants, which was not covered by revenue sharing. The Plan Sponsor pays directly most other fees related to the Plan's operation.

G. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such change could materially affect participants' account balances and the amounts reported in the accompanying 2018 statement of net assets available for benefits.

H. Certified Information

All investment information disclosed in the accompanying financial statements and schedules, including investments held at December 31, 2018 and 2017, notes receivable from participants at December 31, 2018 and 2017 and interest and dividend income, net depreciation in fair value of investments and interest income on notes receivable from participants 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, the trustee of the Plan.

THIRTY-ONE GIFTS 401(k) PLAN

Notes to Financial Statements

December 31, 2018

I. Subsequent Events

The Company's Columbus, Ohio corporate and warehouse lease expires in August 2019. As a result, in October 2018, the Company announced a restructuring plan to relocate its Columbus, Ohio distribution center to Flower Mound, Texas and its corporate headquarters to New Albany, Ohio. In connection with the closure of the distribution center, most employees were extended offers to transfer their employment to Texas along with a relocation package. Those not eligible for transfer or who did not elect to transfer were offered severance benefits.

As of June 28, 2019, it is estimated that approximately 475 employees, 221 of whom were active participants of the Plan with individual participant account balances as of December 31, 2018, will no longer be employed by the Company after July 2019 in connection with the restructuring plan. Under the terms of the Plan such participants are already 100% vested in their entire individual participant account balances, nevertheless collectively this event represents a partial termination of the Plan.

SUPPLEMENTAL INFORMATION

THIRTY-ONE GIFTS 401(k) PLAN
EIN: 87-0726627 PLAN #: 001

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

Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002- 51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 1,667	\$ -	\$ 1,667	\$ -	\$ -

See Independent Auditor's Report.

THIRTY-ONE GIFTS 401(k) PLAN
 EIN: 87-0726627 PLAN #: 34500

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

December 31, 2018

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	<i>Mutual Funds:</i>		
	DFA	Emerging Markets Value Institutional	\$ 390,886
	Vanguard	Vanguard Target Retirement 2015 Inv	67,643
	Vanguard	Vanguard Target Retirement 2020 Inv	770,590
	Vanguard	Vanguard Target Retirement 2025 Inv	732,226
	Vanguard	Vanguard Target Retirement 2030 Inv	1,235,732
	Vanguard	Vanguard Target Retirement 2035 Inv	1,720,173
	Vanguard	Vanguard Target Retirement 2040 Inv	2,172,886
	Vanguard	Vanguard Target Retirement 2045 Inv	2,000,569
	Vanguard	Vanguard Target Retirement 2050 Inv	1,911,925
	Vanguard	Vanguard Target Retirement 2055 Inv	626,246
	Vanguard	Vanguard Target Retirement 2060 Inv	33,325
	Vanguard	Inflation Protected Securities Admiral	411,570
	Vanguard	Total Bond Market Index Admiral	43,611
	Vanguard	Target Retirement Income Investor	74,981
	Oppenheimer	International Growth Fund Class Y	285,312
	Cohen & Steers	Institutional Realty	596,555
	Loomis Sayles	Small Cap Growth Institutional	822,076
	Vanguard	FTSE All World ex-US Index Fund Admiral	38,729
	Harbor Capital	Appreciation Institutional	693,333
	Dodge & Cox	Stock	745,081
	Vanguard	Wellington Admiral	752,774
	Federated Institutional	High Yield Bond Fund Institutional	240,154
	Dodge & Cox	International Stock	370,641
*	Fidelity	Federated U.S. Treasury Cash Reserves I	266,160
	Vanguard	500 Index Admiral	1,738,015
	Vanguard	Mid Cap Index Admiral	1,149,809
	Victory Integrity	Small Cap Value Class Y	297,008
	Dodge & Cox	Income Fund	608,488
			20,796,498
*	Notes Receivable from Participants	Interest of 5.25% - 7.25% due at various maturity dates through 2028	757,682
			\$ 21,554,180

* Denotes party-in-interest

See Independent Auditor's Report.