

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 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2018</div> 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: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☒ a single-employer plan </div> <div> ☐ a DFE (specify) ____ </div> </div>	
B This return/report is: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☐ the first return/report </div> <div> ☐ the final return/report </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☐ an amended return/report </div> <div> ☐ a short plan year return/report (less than 12 months) </div> </div>	
C If the plan is a collectively-bargained plan, check here. ☐	
D Check box if filing under: <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div> ☒ Form 5558 </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div> <div style="margin-top: 5px;"> ☐ special extension (enter description) </div>	

Part II	Basic Plan Information—enter all requested information		
1a Name of plan <u>VISION GROUP HOLDINGS 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>VISION GROUP HOLDINGS</u> <u>1555 PALM BEACH LAKES BLVD.</u> <u>SUITE 600</u> <u>WEST PALM BEACH, FL 33401</u>		1c Effective date of plan <u>10/01/1998</u>	
		2b Employer Identification Number (EIN) <u>51-0487674</u>	
		2c Plan Sponsor's telephone number <u>561-965-9110</u>	
		2d Business code (see instructions) <u>446130</u>	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2019	SHARON WAY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 1222
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) 1057 6a(2) 1038 6b 0 6c 244 6d 1282 6e 0 6f 1282 6g 1201 6h 31
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: 2E 2F 2G 2J 2K 2S 2T 3D 3F b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan VISION GROUP HOLDINGS 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 VISION GROUP HOLDINGS	D Employer Identification Number (EIN) 51-0487674	

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
AMERICAN CENTURY INVESTMENTS
44-6006315

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN FUNDS
95-1411037

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
COHEN & STEERS
14-1904657

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FEDERATED
25-1111467

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

HARTFORD MUTUAL FUNDS

13-3317783

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

JPMORGAN

13-2624428

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

PRUDENTIAL INVESTMENTS

22-3703799

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

T. ROWE PRICE

52-2264646

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

VANGUARD

23-1945930

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

LEGG MASON/WESTERN

52-1200960

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 37 50 62 64	SERVICE PROVIDER	62694	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

THE CENTURION GROUP, LLC

20-8394397

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	35000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2018</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018					
A Name of plan VISION GROUP HOLDINGS 401(K) PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 VISION GROUP HOLDINGS				D Employer Identification Number (EIN) 51-0487674	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: RELIANCE METLIFE SERIES 25053 CL O					
b Name of sponsor of entity listed in (a): RELIANCE TRUST COMPANY					
c EIN-PN 46-6625485-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 268706	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 10	

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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 VISION GROUP HOLDINGS 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 VISION GROUP HOLDINGS	D Employer Identification Number (EIN) 51-0487674	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	331384	379640
(9) Value of interest in common/collective trusts	1c(9)	1865744	268706
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	21912259	21906620
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	24109387 22554966
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	24109387 22554966

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	425664
	(B) Participants	2a(1)(B)	3048346
	(C) Others (including rollovers)	2a(1)(C)	309264
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	3783274
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	16790
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	16790
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	601184
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	601184
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6372
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-2702463
c Other income.....	2c		-1992
d Total income. Add all income amounts in column (b) and enter total	2d		1703165

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3130061	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		3130061
f Corrective distributions (see instructions)	2f		22350
g Certain deemed distributions of participant loans (see instructions)	2g		7481
h Interest expense	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	97694	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		97694
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3257586

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1554421
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

☒ Yes ☐ No

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

(1) Name: GRANT THORNTON

(2) EIN: 36-6055558

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	
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	
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	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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	
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	
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		
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	
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	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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

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

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

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

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

A Name of plan <u>VISION GROUP HOLDINGS 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>VISION GROUP HOLDINGS</u>	D Employer Identification Number (EIN) <u>51-0487674</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	<u>0</u>
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>57-1198022</u> <u>41-6257133</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 Report of Independent
Certified Public Accountants

Vision Group Holdings 401(k) Plan

December 31, 2018 and 2017

Contents

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Statement of changes in net assets available for benefits	4
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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Trustees

Vision Group Holdings 401(k) Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Vision Group Holdings 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note C, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entities meet the requirements of 29 CFR 2520.103-8. The Plan administrator obtained certifications from these entities as of December 31, 2018 and 2017, and for the year ended December 31, 2018, stating that the certified information provided to the Plan administrator 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.

Supplementary information

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on form and content in compliance with DOL rules and regulations

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



Fort Lauderdale, Florida
October 4, 2019

Vision Group Holdings 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2018</u>	<u>2017</u>
ASSETS		
Investments, at fair value	\$ 22,175,327	\$ 23,778,003
Receivables:		
Participant contributions	-	106,695
Employer contributions	115,313	119,569
Notes receivable from participants	<u>379,640</u>	<u>331,384</u>
Total receivables	<u>494,953</u>	<u>557,648</u>
Total assets	<u>22,670,280</u>	<u>24,335,651</u>
LIABILITIES		
Excess contributions payable	<u>75,129</u>	<u>17,894</u>
Net assets available for benefits	<u>\$ 22,595,151</u>	<u>\$ 24,317,757</u>

The accompanying notes are an integral part of these financial statements.

Vision Group Holdings 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:

Investment (loss) income:

Net depreciation in fair value of investments	\$ (2,696,091)
Interest and dividend income	601,184
Other loss	<u>(1,993)</u>
Net investment loss	(2,096,900)

Interest income on notes receivable from participants	16,791
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Contributions:

Participant	2,884,416
Employer	421,408
Rollover	<u>309,264</u>

Total contributions	<u>3,615,088</u>
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Total additions	1,534,979
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Deductions from net assets attributed to:

Benefit payments to participants	3,159,891
Administrative expenses	<u>97,694</u>
Total deductions	<u>3,257,585</u>

Net decrease in net assets available for benefits	(1,722,606)
---	-------------

Net assets available for benefits:

Beginning of year	<u>24,317,757</u>
End of year	<u>\$ 22,595,151</u>

The accompanying notes are an integral part of this financial statement.

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

NOTE A - DESCRIPTION OF PLAN

The following description of Vision Group Holdings 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a prototype defined contribution plan. The original effected date of the Plan was October 1, 1998, but was restated by a new prototype plan that was effective October 1, 2000. Furthermore the Plan was amended and restated effective March 1, 2009 to remove EyeGlass World LLC as a participating affiliate. On January 1, 2011, The LASIK Vision Institute, LLC became the “Plan Sponsor”. Effective January 1, 2011, the Plan was amended and the legal name was changed to The LASIK Vision Institute, LLC 401(k) Plan. In January 2015, the Plan was amended to allow for the change in Plan Sponsor and legal name of the Plan. As part of the amendment, the Plan Sponsor changed to LVI Intermediate Holdings, Inc., and in conjunction with the change of sponsor, the legal name of the Plan was changed to Vision Group Holdings 401(k) Plan. In June 2015, the Plan was amended to adopt a new prototype base plan document to comply with changes in laws and regulations over the last several years. The underlying prototype plan has received an opinion letter from the Internal Revenue Service dated July 8, 2014, stating the form of the Plan is acceptable under section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. Effective March 1, 2017, the Plan was amended and the name of the Plan Sponsor was changed to Vision Group Holdings (the “Company”).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Eligibility and Contributions

All employees of the Company who have completed at least three months of service and have attained the age of 21 are auto enrolled to participate at a 3% deferral rate unless the employee opts for a contribution rate between 1% and 90% or not to participate in the Plan.

Each year, participants may elect to make pretax contributions to the Plan up to 90% of pretax annual compensation, as defined in the Plan document. Effective January 1, 2002, each eligible participant may elect to make catch-up contributions to the Plan, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified plans (“rollovers”). Employee contributions are recorded in the period during which the Company makes payroll deductions from the Plan participants’ earnings. For the year ended December 31, 2018, the total maximum allowable tax-deferred contribution to the Plan under the Internal Revenue Code (“IRC”) from employee sources was \$18,500, plus catch-up contributions of \$6,000 for eligible employees.

The Company may elect to make a discretionary matching contribution up to a specified percentage of compensation or a specified dollar amount. For the year ended December 31, 2018, the Company made discretionary matching contributions of \$421,408.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE A - DESCRIPTION OF PLAN - Continued

Participants Accounts

Each participant's account is credited with participant contributions, the Company's discretionary matching contributions, if any, and investment earnings and losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow, for any purpose, up to the lesser of 50% of the participant's vested account balance or \$50,000. Loan terms range from one to five years, except in the case of a loan for the purpose of acquiring a primary residence. The loans are secured by the balance in the participant's account and bear interest at the current prime rate plus two percent. Interest rates on these loans range from 4.25% to 7.00% at December 31, 2018 and 2017, respectively. All loans, principal plus interest, are repaid through participant payroll deductions. Participants must repay all outstanding loans before obtaining a new loan. Accordingly, participants may not exceed one outstanding loan at any given time.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest 100% in Company contributions after three years of credited service.

Employee deferral and rollover account balances (balances resulting from transfers of benefits from another qualified Plan) and earnings thereon are 100% vested at all times.

Payment of Benefits

Participants' vested account balances are payable upon termination, retirement, disability, death, or upon request at the attainment of age 65. Payments are received in either a lump sum or installments. Participants may also withdraw funds from their account when they reach the age of 59 ½ or in the event of financial hardship (as defined in the IRC). Benefits are recorded as deductions from net assets available for benefits when paid.

Application of Forfeitures

Forfeitures occur when a participant terminates employment and has not vested in a portion of the Company contribution amount. Forfeitures of non-vested account balances may be used to reduce the Company's contributions or pay Plan expenses, as defined in the Plan document. In 2018, forfeitures of \$46,140 were used to reduce the Company's contributions or pay administrative expenses under the Plan. At December 31, 2018 and 2017, unallocated forfeited accounts totaled \$0 and \$25,860, respectively.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE A - DESCRIPTION OF PLAN - Continued

Investment Options

Upon enrollment in the Plan, a participant may direct their contributions plus actual earnings thereon to be invested in any of the investment options offered by the Plan. Participants may change their investment options daily.

Plan Administration

Effective January 1, 2018, the plan changed its record keeper and Trustee from ADP Retirement Services ("ADP") to Wells Fargo, N.A Bank ("Wells Fargo"). ADP and Wells Fargo collectively are referred to as Trustees.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America using 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, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for investment options in a variety of investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market volatility, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

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 in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

Net Depreciation in Fair Value of Investments

Net realized and unrealized depreciation of investments is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation in fair value of investments and includes realized gains and losses on investments bought and sold during the year, as well as unrealized gains and losses on investments held as of the end of the year.

Administration of the Plan

Certain administrative functions are performed by employees of the Company. No such employees receive compensation from the Plan. Certain administrative expenses, such as professional fees, are paid directly by the Company. The Company paid \$0 in administrative expenses during 2018, on behalf of the Plan. Fees paid by the Plan were \$97,694 for 2018. The administrative expenses incurred and borne by the Plan consist of administrative fees, withdrawal fees, third party fees (Centurion Advisors) and participant fees.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2018 and 2017.

Excess Contributions Payable

Amounts payable to participants in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. Refunds payable to participants at December 31, 2018 and 2017 was \$75,129 and \$17,894, respectively. These refunds were due to excess contributions, which were refunded to participants subsequent to the respective year-end.

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustees, have certified that the following data included in the financial statements and supplemental schedule is complete and accurate.

- Investments, at fair value and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2018 and 2017, respectively.
- Net investment loss and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2018.
- Schedule H, Line 4i - Schedule of Assets (Held at End of Year), as of December 31, 2018.

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information certified by the Trustees to the related information included in the financial statements and supplemental schedule.

NOTE D - FAIR VALUE MEASUREMENTS

FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, provides the 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 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

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

Mutual Funds – Valued based on quoted market prices which represents the net asset value (“NAV”) of shares held by the Plan at year end. The mutual funds provide for daily redemptions by the Plan at reported NAV with no advance notice requirement.

Common/Collective Trust – The Plan holds an interest in a collective investment trust (Reliance MetLife Series 25053 Cl 0), valued at NAV of units held, to maintain a portion of the Plan contributions in guaranteed investment contracts, synthetic guaranteed investments contracts, and separate account investment contracts. The NAV is used as a practical expedient to estimate fair value. The account is credited with contributions and earnings on the underlying investments and charges for participant withdrawals and administrative expenses charged by the trustee of the collective investment trust. The guaranteed investment contract issuers are contractually obligated to repay the principal and a specific interest rate that is guaranteed to the Plan. There are no participant redemption restrictions or unfunded commitments. Redemption can occur daily.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's 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	<u>\$ 21,906,621</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,906,621</u>
Total assets in the fair value hierarchy	<u>\$ 21,906,621</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,906,621</u>
Investments measured at NAV				<u>268,706</u>
Investments at fair value				<u>\$ 22,175,327</u>

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE D - FAIR VALUE MEASUREMENTS - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's 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	<u>\$ 21,912,259</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,912,259</u>
Total assets in the fair value hierarchy	<u>\$ 21,912,259</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,912,259</u>
Investments measured at NAV				<u>1,865,744</u>
Investments at fair value				<u>\$ 23,778,003</u>

NOTE E - PARTY-IN-INTEREST TRANSACTIONS

Wells Fargo Bank, N.A. is the Recordkeeper as defined by the Plan. Fees paid by the Plan to the Recordkeeper for administrative services were \$97,694 for 2018. Notes receivable from participants are also considered to be party-in-interest transactions because they are transacted with Plan participants.

NOTE F - TAX STATUS

The Company adopted a Prototype Non-Standardized Profit Sharing Plan with a deferral arrangement which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2014, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the opinion letter. Plan management believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC, and accordingly, is tax exempt.

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 and 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan will recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE G - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become fully vested in their accounts.

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2018 and 2017, respectively:

	<u>2018</u>	<u>2017</u>
Net assets available for benefits per the financial statements	\$ 22,595,151	\$ 24,317,757
Less: Contributions receivable from participants	-	(106,695)
Less: Contributions receivable from employers	(115,313)	(119,569)
Add: Excess contributions payable	<u>75,129</u>	<u>17,894</u>
Net assets available for benefits per the Form 5500	<u>\$ 22,554,967</u>	<u>\$ 24,109,387</u>

The following is a reconciliation of net decrease in net assets available for benefits per the financial statements for the year ended December 31, 2018 to amounts reported in the Form 5500:

	<u>Year ended December 31, 2018</u>
Net decrease in net assets available for benefits per the financial statements	\$ (1,722,606)
Less: Contributions receivable from employers	(115,313)
Less: Prior year's excess contributions payable	(17,894)
Add: Excess contributions payable	75,129
Add: Prior year's contributions receivable from participants	106,695
Add: Prior year's contributions receivable from employers	<u>119,569</u>
Net decrease in net assets available for benefits per the Form 5500	<u>\$ (1,554,420)</u>

NOTE I - SUBSEQUENT EVENTS

The Plan evaluated its December 31, 2018 financial statements for subsequent events through October 4, 2019, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

Vision Group Holdings 401(k) Plan

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

December 31, 2018

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	Reliance MetLife Series 25053 CI 0	Common / Collective Trust	**	\$ 268,706
	American Century Emerging Markets R6	Mutual Fund	**	224,300
	American Funds American Balanced R6	Mutual Fund	**	97,312
	American Funds EuroPacific Growth R6	Mutual Fund	**	250,631
	Cohen & Steers Real Estate Securities Z	Mutual Fund	**	42,696
	Federated Instl High Yield Bond R6	Mutual Fund	**	60,106
	Hartford MidCap R6	Mutual Fund	**	152,852
	JPMorgan Inflation Managed Bond R6	Mutual Fund	**	9,354
	JPMorgan SmartRetirement 2020 R6	Mutual Fund	**	1,021,308
	JPMorgan SmartRetirement 2025 R6	Mutual Fund	**	2,814,023
	JPMorgan SmartRetirement 2030 R6	Mutual Fund	**	3,203,365
	JPMorgan SmartRetirement 2035 R6	Mutual Fund	**	3,355,366
	JPMorgan SmartRetirement 2040 R6	Mutual Fund	**	3,297,043
	JPMorgan SmartRetirement 2045 R6	Mutual Fund	**	2,037,462
	JPMorgan SmartRetirement 2050 R6	Mutual Fund	**	1,072,039
	JPMorgan SmartRetirement 2055 R6	Mutual Fund	**	630,549
	JPMorgan SmartRetirement 2060 R6	Mutual Fund	**	139,603
	JPMorgan SmartRetirement Income R6	Mutual Fund	**	1,390,450
	PGIM QMA Small-Cap Value Fund CL Z	Mutual Fund	**	59,702
	T. Rowe Price Blue Chip Growth	Mutual Fund	**	372,446
	Templeton Global Bond R6	Mutual Fund	**	37,710
	Vanguard 500 Index Admiral	Mutual Fund	**	812,389
	Vanguard Equity Income Adm	Mutual Fund	**	280,453
	Vanguard Explorer Adm	Mutual Fund	**	202,722
	Vanguard Extended Market Idx Adm	Mutual Fund	**	236,107
	Western Asset Core Plus Bond Fund I	Mutual Fund	**	106,633
*	Notes receivable from participants	Participant loans, earning interest between range 4.25% to 7.00%	**	<u>379,640</u>
				<u><u>\$ 22,554,967</u></u>

* Represents a party-in-interest.

** Not applicable as the Plan is participant directed.



Financial Statements and Report of Independent
Certified Public Accountants

Vision Group Holdings 401(k) Plan

December 31, 2018 and 2017

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Trustees

Vision Group Holdings 401(k) Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Vision Group Holdings 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note C, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entities meet the requirements of 29 CFR 2520.103-8. The Plan administrator obtained certifications from these entities as of December 31, 2018 and 2017, and for the year ended December 31, 2018, stating that the certified information provided to the Plan administrator 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.

Supplementary information

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on form and content in compliance with DOL rules and regulations

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



Fort Lauderdale, Florida
October 4, 2019

Vision Group Holdings 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2018</u>	<u>2017</u>
ASSETS		
Investments, at fair value	\$ 22,175,327	\$ 23,778,003
Receivables:		
Participant contributions	-	106,695
Employer contributions	115,313	119,569
Notes receivable from participants	<u>379,640</u>	<u>331,384</u>
Total receivables	<u>494,953</u>	<u>557,648</u>
Total assets	<u>22,670,280</u>	<u>24,335,651</u>
LIABILITIES		
Excess contributions payable	<u>75,129</u>	<u>17,894</u>
Net assets available for benefits	<u>\$ 22,595,151</u>	<u>\$ 24,317,757</u>

The accompanying notes are an integral part of these financial statements.

Vision Group Holdings 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:

Investment (loss) income:

Net depreciation in fair value of investments	\$ (2,696,091)
Interest and dividend income	601,184
Other loss	<u>(1,993)</u>
Net investment loss	(2,096,900)

Interest income on notes receivable from participants	16,791
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Contributions:

Participant	2,884,416
Employer	421,408
Rollover	<u>309,264</u>

Total contributions	<u>3,615,088</u>
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Total additions	1,534,979
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Deductions from net assets attributed to:

Benefit payments to participants	3,159,891
Administrative expenses	<u>97,694</u>
Total deductions	<u>3,257,585</u>

Net decrease in net assets available for benefits	(1,722,606)
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Net assets available for benefits:

Beginning of year	<u>24,317,757</u>
End of year	<u>\$ 22,595,151</u>

The accompanying notes are an integral part of this financial statement.

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

NOTE A - DESCRIPTION OF PLAN

The following description of Vision Group Holdings 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a prototype defined contribution plan. The original effected date of the Plan was October 1, 1998, but was restated by a new prototype plan that was effective October 1, 2000. Furthermore the Plan was amended and restated effective March 1, 2009 to remove EyeGlass World LLC as a participating affiliate. On January 1, 2011, The LASIK Vision Institute, LLC became the “Plan Sponsor”. Effective January 1, 2011, the Plan was amended and the legal name was changed to The LASIK Vision Institute, LLC 401(k) Plan. In January 2015, the Plan was amended to allow for the change in Plan Sponsor and legal name of the Plan. As part of the amendment, the Plan Sponsor changed to LVI Intermediate Holdings, Inc., and in conjunction with the change of sponsor, the legal name of the Plan was changed to Vision Group Holdings 401(k) Plan. In June 2015, the Plan was amended to adopt a new prototype base plan document to comply with changes in laws and regulations over the last several years. The underlying prototype plan has received an opinion letter from the Internal Revenue Service dated July 8, 2014, stating the form of the Plan is acceptable under section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. Effective March 1, 2017, the Plan was amended and the name of the Plan Sponsor was changed to Vision Group Holdings (the “Company”).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Eligibility and Contributions

All employees of the Company who have completed at least three months of service and have attained the age of 21 are auto enrolled to participate at a 3% deferral rate unless the employee opts for a contribution rate between 1% and 90% or not to participate in the Plan.

Each year, participants may elect to make pretax contributions to the Plan up to 90% of pretax annual compensation, as defined in the Plan document. Effective January 1, 2002, each eligible participant may elect to make catch-up contributions to the Plan, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified plans (“rollovers”). Employee contributions are recorded in the period during which the Company makes payroll deductions from the Plan participants’ earnings. For the year ended December 31, 2018, the total maximum allowable tax-deferred contribution to the Plan under the Internal Revenue Code (“IRC”) from employee sources was \$18,500, plus catch-up contributions of \$6,000 for eligible employees.

The Company may elect to make a discretionary matching contribution up to a specified percentage of compensation or a specified dollar amount. For the year ended December 31, 2018, the Company made discretionary matching contributions of \$421,408.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE A - DESCRIPTION OF PLAN - Continued

Participants Accounts

Each participant's account is credited with participant contributions, the Company's discretionary matching contributions, if any, and investment earnings and losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow, for any purpose, up to the lesser of 50% of the participant's vested account balance or \$50,000. Loan terms range from one to five years, except in the case of a loan for the purpose of acquiring a primary residence. The loans are secured by the balance in the participant's account and bear interest at the current prime rate plus two percent. Interest rates on these loans range from 4.25% to 7.00% at December 31, 2018 and 2017, respectively. All loans, principal plus interest, are repaid through participant payroll deductions. Participants must repay all outstanding loans before obtaining a new loan. Accordingly, participants may not exceed one outstanding loan at any given time.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest 100% in Company contributions after three years of credited service.

Employee deferral and rollover account balances (balances resulting from transfers of benefits from another qualified Plan) and earnings thereon are 100% vested at all times.

Payment of Benefits

Participants' vested account balances are payable upon termination, retirement, disability, death, or upon request at the attainment of age 65. Payments are received in either a lump sum or installments. Participants may also withdraw funds from their account when they reach the age of 59 ½ or in the event of financial hardship (as defined in the IRC). Benefits are recorded as deductions from net assets available for benefits when paid.

Application of Forfeitures

Forfeitures occur when a participant terminates employment and has not vested in a portion of the Company contribution amount. Forfeitures of non-vested account balances may be used to reduce the Company's contributions or pay Plan expenses, as defined in the Plan document. In 2018, forfeitures of \$46,140 were used to reduce the Company's contributions or pay administrative expenses under the Plan. At December 31, 2018 and 2017, unallocated forfeited accounts totaled \$0 and \$25,860, respectively.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE A - DESCRIPTION OF PLAN - Continued

Investment Options

Upon enrollment in the Plan, a participant may direct their contributions plus actual earnings thereon to be invested in any of the investment options offered by the Plan. Participants may change their investment options daily.

Plan Administration

Effective January 1, 2018, the plan changed its record keeper and Trustee from ADP Retirement Services ("ADP") to Wells Fargo, N.A Bank ("Wells Fargo"). ADP and Wells Fargo collectively are referred to as Trustees.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America using 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, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for investment options in a variety of investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market volatility, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

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 in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

Net Depreciation in Fair Value of Investments

Net realized and unrealized depreciation of investments is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation in fair value of investments and includes realized gains and losses on investments bought and sold during the year, as well as unrealized gains and losses on investments held as of the end of the year.

Administration of the Plan

Certain administrative functions are performed by employees of the Company. No such employees receive compensation from the Plan. Certain administrative expenses, such as professional fees, are paid directly by the Company. The Company paid \$0 in administrative expenses during 2018, on behalf of the Plan. Fees paid by the Plan were \$97,694 for 2018. The administrative expenses incurred and borne by the Plan consist of administrative fees, withdrawal fees, third party fees (Centurion Advisors) and participant fees.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2018 and 2017.

Excess Contributions Payable

Amounts payable to participants in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. Refunds payable to participants at December 31, 2018 and 2017 was \$75,129 and \$17,894, respectively. These refunds were due to excess contributions, which were refunded to participants subsequent to the respective year-end.

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustees, have certified that the following data included in the financial statements and supplemental schedule is complete and accurate.

- Investments, at fair value and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2018 and 2017, respectively.
- Net investment loss and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2018.
- Schedule H, Line 4i - Schedule of Assets (Held at End of Year), as of December 31, 2018.

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information certified by the Trustees to the related information included in the financial statements and supplemental schedule.

NOTE D - FAIR VALUE MEASUREMENTS

FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, provides the 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 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

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

Mutual Funds – Valued based on quoted market prices which represents the net asset value (“NAV”) of shares held by the Plan at year end. The mutual funds provide for daily redemptions by the Plan at reported NAV with no advance notice requirement.

Common/Collective Trust – The Plan holds an interest in a collective investment trust (Reliance MetLife Series 25053 Cl 0), valued at NAV of units held, to maintain a portion of the Plan contributions in guaranteed investment contracts, synthetic guaranteed investments contracts, and separate account investment contracts. The NAV is used as a practical expedient to estimate fair value. The account is credited with contributions and earnings on the underlying investments and charges for participant withdrawals and administrative expenses charged by the trustee of the collective investment trust. The guaranteed investment contract issuers are contractually obligated to repay the principal and a specific interest rate that is guaranteed to the Plan. There are no participant redemption restrictions or unfunded commitments. Redemption can occur daily.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's 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	<u>\$ 21,906,621</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,906,621</u>
Total assets in the fair value hierarchy	<u>\$ 21,906,621</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,906,621</u>
Investments measured at NAV				<u>268,706</u>
Investments at fair value				<u>\$ 22,175,327</u>

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE D - FAIR VALUE MEASUREMENTS - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's 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	<u>\$ 21,912,259</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,912,259</u>
Total assets in the fair value hierarchy	<u>\$ 21,912,259</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,912,259</u>
Investments measured at NAV				<u>1,865,744</u>
Investments at fair value				<u>\$ 23,778,003</u>

NOTE E - PARTY-IN-INTEREST TRANSACTIONS

Wells Fargo Bank, N.A. is the Recordkeeper as defined by the Plan. Fees paid by the Plan to the Recordkeeper for administrative services were \$97,694 for 2018. Notes receivable from participants are also considered to be party-in-interest transactions because they are transacted with Plan participants.

NOTE F - TAX STATUS

The Company adopted a Prototype Non-Standardized Profit Sharing Plan with a deferral arrangement which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2014, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the opinion letter. Plan management believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC, and accordingly, is tax exempt.

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 and 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan will recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE G - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become fully vested in their accounts.

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2018 and 2017, respectively:

	<u>2018</u>	<u>2017</u>
Net assets available for benefits per the financial statements	\$ 22,595,151	\$ 24,317,757
Less: Contributions receivable from participants	-	(106,695)
Less: Contributions receivable from employers	(115,313)	(119,569)
Add: Excess contributions payable	<u>75,129</u>	<u>17,894</u>
Net assets available for benefits per the Form 5500	<u>\$ 22,554,967</u>	<u>\$ 24,109,387</u>

The following is a reconciliation of net decrease in net assets available for benefits per the financial statements for the year ended December 31, 2018 to amounts reported in the Form 5500:

	<u>Year ended December 31, 2018</u>
Net decrease in net assets available for benefits per the financial statements	\$ (1,722,606)
Less: Contributions receivable from employers	(115,313)
Less: Prior year's excess contributions payable	(17,894)
Add: Excess contributions payable	75,129
Add: Prior year's contributions receivable from participants	106,695
Add: Prior year's contributions receivable from employers	<u>119,569</u>
Net decrease in net assets available for benefits per the Form 5500	<u>\$ (1,554,420)</u>

NOTE I - SUBSEQUENT EVENTS

The Plan evaluated its December 31, 2018 financial statements for subsequent events through October 4, 2019, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

Vision Group Holdings 401(k) Plan

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

December 31, 2018

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	Reliance MetLife Series 25053 CI 0	Common / Collective Trust	**	\$ 268,706
	American Century Emerging Markets R6	Mutual Fund	**	224,300
	American Funds American Balanced R6	Mutual Fund	**	97,312
	American Funds EuroPacific Growth R6	Mutual Fund	**	250,631
	Cohen & Steers Real Estate Securities Z	Mutual Fund	**	42,696
	Federated Instl High Yield Bond R6	Mutual Fund	**	60,106
	Hartford MidCap R6	Mutual Fund	**	152,852
	JPMorgan Inflation Managed Bond R6	Mutual Fund	**	9,354
	JPMorgan SmartRetirement 2020 R6	Mutual Fund	**	1,021,308
	JPMorgan SmartRetirement 2025 R6	Mutual Fund	**	2,814,023
	JPMorgan SmartRetirement 2030 R6	Mutual Fund	**	3,203,365
	JPMorgan SmartRetirement 2035 R6	Mutual Fund	**	3,355,366
	JPMorgan SmartRetirement 2040 R6	Mutual Fund	**	3,297,043
	JPMorgan SmartRetirement 2045 R6	Mutual Fund	**	2,037,462
	JPMorgan SmartRetirement 2050 R6	Mutual Fund	**	1,072,039
	JPMorgan SmartRetirement 2055 R6	Mutual Fund	**	630,549
	JPMorgan SmartRetirement 2060 R6	Mutual Fund	**	139,603
	JPMorgan SmartRetirement Income R6	Mutual Fund	**	1,390,450
	PGIM QMA Small-Cap Value Fund CL Z	Mutual Fund	**	59,702
	T. Rowe Price Blue Chip Growth	Mutual Fund	**	372,446
	Templeton Global Bond R6	Mutual Fund	**	37,710
	Vanguard 500 Index Admiral	Mutual Fund	**	812,389
	Vanguard Equity Income Adm	Mutual Fund	**	280,453
	Vanguard Explorer Adm	Mutual Fund	**	202,722
	Vanguard Extended Market Idx Adm	Mutual Fund	**	236,107
	Western Asset Core Plus Bond Fund I	Mutual Fund	**	106,633
*	Notes receivable from participants	Participant loans, earning interest between range 4.25% to 7.00%	**	<u>379,640</u>
				<u><u>\$ 22,554,967</u></u>

* Represents a party-in-interest.

** Not applicable as the Plan is participant directed.



Financial Statements and Report of Independent
Certified Public Accountants

Vision Group Holdings 401(k) Plan

December 31, 2018 and 2017

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Trustees

Vision Group Holdings 401(k) Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Vision Group Holdings 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note C, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entities meet the requirements of 29 CFR 2520.103-8. The Plan administrator obtained certifications from these entities as of December 31, 2018 and 2017, and for the year ended December 31, 2018, stating that the certified information provided to the Plan administrator 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.

Supplementary information

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on form and content in compliance with DOL rules and regulations

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



Fort Lauderdale, Florida
October 4, 2019

Vision Group Holdings 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2018</u>	<u>2017</u>
ASSETS		
Investments, at fair value	\$ 22,175,327	\$ 23,778,003
Receivables:		
Participant contributions	-	106,695
Employer contributions	115,313	119,569
Notes receivable from participants	<u>379,640</u>	<u>331,384</u>
Total receivables	<u>494,953</u>	<u>557,648</u>
Total assets	<u>22,670,280</u>	<u>24,335,651</u>
LIABILITIES		
Excess contributions payable	<u>75,129</u>	<u>17,894</u>
Net assets available for benefits	<u>\$ 22,595,151</u>	<u>\$ 24,317,757</u>

The accompanying notes are an integral part of these financial statements.

Vision Group Holdings 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:

Investment (loss) income:

Net depreciation in fair value of investments	\$ (2,696,091)
Interest and dividend income	601,184
Other loss	<u>(1,993)</u>
Net investment loss	(2,096,900)

Interest income on notes receivable from participants	16,791
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Contributions:

Participant	2,884,416
Employer	421,408
Rollover	<u>309,264</u>

Total contributions	<u>3,615,088</u>
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Total additions	1,534,979
-----------------	-----------

Deductions from net assets attributed to:

Benefit payments to participants	3,159,891
Administrative expenses	<u>97,694</u>
Total deductions	<u>3,257,585</u>

Net decrease in net assets available for benefits	(1,722,606)
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Net assets available for benefits:

Beginning of year	<u>24,317,757</u>
End of year	<u>\$ 22,595,151</u>

The accompanying notes are an integral part of this financial statement.

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

NOTE A - DESCRIPTION OF PLAN

The following description of Vision Group Holdings 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a prototype defined contribution plan. The original effected date of the Plan was October 1, 1998, but was restated by a new prototype plan that was effective October 1, 2000. Furthermore the Plan was amended and restated effective March 1, 2009 to remove EyeGlass World LLC as a participating affiliate. On January 1, 2011, The LASIK Vision Institute, LLC became the “Plan Sponsor”. Effective January 1, 2011, the Plan was amended and the legal name was changed to The LASIK Vision Institute, LLC 401(k) Plan. In January 2015, the Plan was amended to allow for the change in Plan Sponsor and legal name of the Plan. As part of the amendment, the Plan Sponsor changed to LVI Intermediate Holdings, Inc., and in conjunction with the change of sponsor, the legal name of the Plan was changed to Vision Group Holdings 401(k) Plan. In June 2015, the Plan was amended to adopt a new prototype base plan document to comply with changes in laws and regulations over the last several years. The underlying prototype plan has received an opinion letter from the Internal Revenue Service dated July 8, 2014, stating the form of the Plan is acceptable under section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. Effective March 1, 2017, the Plan was amended and the name of the Plan Sponsor was changed to Vision Group Holdings (the “Company”).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Eligibility and Contributions

All employees of the Company who have completed at least three months of service and have attained the age of 21 are auto enrolled to participate at a 3% deferral rate unless the employee opts for a contribution rate between 1% and 90% or not to participate in the Plan.

Each year, participants may elect to make pretax contributions to the Plan up to 90% of pretax annual compensation, as defined in the Plan document. Effective January 1, 2002, each eligible participant may elect to make catch-up contributions to the Plan, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified plans (“rollovers”). Employee contributions are recorded in the period during which the Company makes payroll deductions from the Plan participants’ earnings. For the year ended December 31, 2018, the total maximum allowable tax-deferred contribution to the Plan under the Internal Revenue Code (“IRC”) from employee sources was \$18,500, plus catch-up contributions of \$6,000 for eligible employees.

The Company may elect to make a discretionary matching contribution up to a specified percentage of compensation or a specified dollar amount. For the year ended December 31, 2018, the Company made discretionary matching contributions of \$421,408.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE A - DESCRIPTION OF PLAN - Continued

Participants Accounts

Each participant's account is credited with participant contributions, the Company's discretionary matching contributions, if any, and investment earnings and losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow, for any purpose, up to the lesser of 50% of the participant's vested account balance or \$50,000. Loan terms range from one to five years, except in the case of a loan for the purpose of acquiring a primary residence. The loans are secured by the balance in the participant's account and bear interest at the current prime rate plus two percent. Interest rates on these loans range from 4.25% to 7.00% at December 31, 2018 and 2017, respectively. All loans, principal plus interest, are repaid through participant payroll deductions. Participants must repay all outstanding loans before obtaining a new loan. Accordingly, participants may not exceed one outstanding loan at any given time.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest 100% in Company contributions after three years of credited service.

Employee deferral and rollover account balances (balances resulting from transfers of benefits from another qualified Plan) and earnings thereon are 100% vested at all times.

Payment of Benefits

Participants' vested account balances are payable upon termination, retirement, disability, death, or upon request at the attainment of age 65. Payments are received in either a lump sum or installments. Participants may also withdraw funds from their account when they reach the age of 59 ½ or in the event of financial hardship (as defined in the IRC). Benefits are recorded as deductions from net assets available for benefits when paid.

Application of Forfeitures

Forfeitures occur when a participant terminates employment and has not vested in a portion of the Company contribution amount. Forfeitures of non-vested account balances may be used to reduce the Company's contributions or pay Plan expenses, as defined in the Plan document. In 2018, forfeitures of \$46,140 were used to reduce the Company's contributions or pay administrative expenses under the Plan. At December 31, 2018 and 2017, unallocated forfeited accounts totaled \$0 and \$25,860, respectively.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE A - DESCRIPTION OF PLAN - Continued

Investment Options

Upon enrollment in the Plan, a participant may direct their contributions plus actual earnings thereon to be invested in any of the investment options offered by the Plan. Participants may change their investment options daily.

Plan Administration

Effective January 1, 2018, the plan changed its record keeper and Trustee from ADP Retirement Services ("ADP") to Wells Fargo, N.A Bank ("Wells Fargo"). ADP and Wells Fargo collectively are referred to as Trustees.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America using 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, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for investment options in a variety of investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market volatility, and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

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 in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

Net Depreciation in Fair Value of Investments

Net realized and unrealized depreciation of investments is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation in fair value of investments and includes realized gains and losses on investments bought and sold during the year, as well as unrealized gains and losses on investments held as of the end of the year.

Administration of the Plan

Certain administrative functions are performed by employees of the Company. No such employees receive compensation from the Plan. Certain administrative expenses, such as professional fees, are paid directly by the Company. The Company paid \$0 in administrative expenses during 2018, on behalf of the Plan. Fees paid by the Plan were \$97,694 for 2018. The administrative expenses incurred and borne by the Plan consist of administrative fees, withdrawal fees, third party fees (Centurion Advisors) and participant fees.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2018 and 2017.

Excess Contributions Payable

Amounts payable to participants in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. Refunds payable to participants at December 31, 2018 and 2017 was \$75,129 and \$17,894, respectively. These refunds were due to excess contributions, which were refunded to participants subsequent to the respective year-end.

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE C - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustees, have certified that the following data included in the financial statements and supplemental schedule is complete and accurate.

- Investments, at fair value and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2018 and 2017, respectively.
- Net investment loss and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2018.
- Schedule H, Line 4i - Schedule of Assets (Held at End of Year), as of December 31, 2018.

The Plan's independent certified public accountants did not perform auditing procedures with respect to this information, except for comparing such information certified by the Trustees to the related information included in the financial statements and supplemental schedule.

NOTE D - FAIR VALUE MEASUREMENTS

FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, provides the 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 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE D - FAIR VALUE MEASUREMENTS - Continued

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

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

Mutual Funds – Valued based on quoted market prices which represents the net asset value (“NAV”) of shares held by the Plan at year end. The mutual funds provide for daily redemptions by the Plan at reported NAV with no advance notice requirement.

Common/Collective Trust – The Plan holds an interest in a collective investment trust (Reliance MetLife Series 25053 Cl 0), valued at NAV of units held, to maintain a portion of the Plan contributions in guaranteed investment contracts, synthetic guaranteed investments contracts, and separate account investment contracts. The NAV is used as a practical expedient to estimate fair value. The account is credited with contributions and earnings on the underlying investments and charges for participant withdrawals and administrative expenses charged by the trustee of the collective investment trust. The guaranteed investment contract issuers are contractually obligated to repay the principal and a specific interest rate that is guaranteed to the Plan. There are no participant redemption restrictions or unfunded commitments. Redemption can occur daily.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's 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	<u>\$ 21,906,621</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,906,621</u>
Total assets in the fair value hierarchy	<u>\$ 21,906,621</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,906,621</u>
Investments measured at NAV				<u>268,706</u>
Investments at fair value				<u>\$ 22,175,327</u>

(continued)

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE D - FAIR VALUE MEASUREMENTS - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's 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	<u>\$ 21,912,259</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,912,259</u>
Total assets in the fair value hierarchy	<u>\$ 21,912,259</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 21,912,259</u>
Investments measured at NAV				<u>1,865,744</u>
Investments at fair value				<u>\$ 23,778,003</u>

NOTE E - PARTY-IN-INTEREST TRANSACTIONS

Wells Fargo Bank, N.A. is the Recordkeeper as defined by the Plan. Fees paid by the Plan to the Recordkeeper for administrative services were \$97,694 for 2018. Notes receivable from participants are also considered to be party-in-interest transactions because they are transacted with Plan participants.

NOTE F - TAX STATUS

The Company adopted a Prototype Non-Standardized Profit Sharing Plan with a deferral arrangement which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2014, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the opinion letter. Plan management believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC, and accordingly, is tax exempt.

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 and 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan will recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Vision Group Holdings 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2018 and 2017

NOTE G - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become fully vested in their accounts.

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2018 and 2017, respectively:

	<u>2018</u>	<u>2017</u>
Net assets available for benefits per the financial statements	\$ 22,595,151	\$ 24,317,757
Less: Contributions receivable from participants	-	(106,695)
Less: Contributions receivable from employers	(115,313)	(119,569)
Add: Excess contributions payable	<u>75,129</u>	<u>17,894</u>
Net assets available for benefits per the Form 5500	<u>\$ 22,554,967</u>	<u>\$ 24,109,387</u>

The following is a reconciliation of net decrease in net assets available for benefits per the financial statements for the year ended December 31, 2018 to amounts reported in the Form 5500:

	<u>Year ended December 31, 2018</u>
Net decrease in net assets available for benefits per the financial statements	\$ (1,722,606)
Less: Contributions receivable from employers	(115,313)
Less: Prior year's excess contributions payable	(17,894)
Add: Excess contributions payable	75,129
Add: Prior year's contributions receivable from participants	106,695
Add: Prior year's contributions receivable from employers	<u>119,569</u>
Net decrease in net assets available for benefits per the Form 5500	<u>\$ (1,554,420)</u>

NOTE I - SUBSEQUENT EVENTS

The Plan evaluated its December 31, 2018 financial statements for subsequent events through October 4, 2019, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

Vision Group Holdings 401(k) Plan

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

December 31, 2018

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	Reliance MetLife Series 25053 CI 0	Common / Collective Trust	**	\$ 268,706
	American Century Emerging Markets R6	Mutual Fund	**	224,300
	American Funds American Balanced R6	Mutual Fund	**	97,312
	American Funds EuroPacific Growth R6	Mutual Fund	**	250,631
	Cohen & Steers Real Estate Securities Z	Mutual Fund	**	42,696
	Federated Instl High Yield Bond R6	Mutual Fund	**	60,106
	Hartford MidCap R6	Mutual Fund	**	152,852
	JPMorgan Inflation Managed Bond R6	Mutual Fund	**	9,354
	JPMorgan SmartRetirement 2020 R6	Mutual Fund	**	1,021,308
	JPMorgan SmartRetirement 2025 R6	Mutual Fund	**	2,814,023
	JPMorgan SmartRetirement 2030 R6	Mutual Fund	**	3,203,365
	JPMorgan SmartRetirement 2035 R6	Mutual Fund	**	3,355,366
	JPMorgan SmartRetirement 2040 R6	Mutual Fund	**	3,297,043
	JPMorgan SmartRetirement 2045 R6	Mutual Fund	**	2,037,462
	JPMorgan SmartRetirement 2050 R6	Mutual Fund	**	1,072,039
	JPMorgan SmartRetirement 2055 R6	Mutual Fund	**	630,549
	JPMorgan SmartRetirement 2060 R6	Mutual Fund	**	139,603
	JPMorgan SmartRetirement Income R6	Mutual Fund	**	1,390,450
	PGIM QMA Small-Cap Value Fund CL Z	Mutual Fund	**	59,702
	T. Rowe Price Blue Chip Growth	Mutual Fund	**	372,446
	Templeton Global Bond R6	Mutual Fund	**	37,710
	Vanguard 500 Index Admiral	Mutual Fund	**	812,389
	Vanguard Equity Income Adm	Mutual Fund	**	280,453
	Vanguard Explorer Adm	Mutual Fund	**	202,722
	Vanguard Extended Market Idx Adm	Mutual Fund	**	236,107
	Western Asset Core Plus Bond Fund I	Mutual Fund	**	106,633
*	Notes receivable from participants	Participant loans, earning interest between range 4.25% to 7.00%	**	<u>379,640</u>
				<u><u>\$ 22,554,967</u></u>

* Represents a party-in-interest.

** Not applicable as the Plan is participant directed.