

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; 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:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ▶ ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>ICM VENTURES, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>002</u>
		1c	Effective date of plan <u>01/01/2003</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>ICM VENTURES, INC.</u> <u>P.O. BOX 397</u> <u>COLWICH, KS 67030-0397</u>	2b	Employer Identification Number (EIN) <u>82-0574978</u>
		2c	Plan Sponsor's telephone number <u>316-796-0900</u>
		2d	Business code (see instructions) <u>325100</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	TIM ALLEN
	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

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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;"></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	5 407
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	<div style="background-color: #cccccc; height: 20px; margin-bottom: 5px;"></div> 6a(1) 369 6a(2) 371 6b 63 6c 0 6d 434 6e 0 6f 434 6g 434 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2I 2Q 3H 3I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>		
A Name of plan <u>ICM VENTURES, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ICM VENTURES, INC.</u>		
D Employer Identification Number (EIN) <u>82-0574978</u>		

Part I	Asset and Liability Statement
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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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(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) 11758750	11399874
(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 11758750	11399874
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	
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l 11758750	11399874

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)	
	(B) Participants	2a(1)(B)	
	(C) Others (including rollovers)	2a(1)(C)	
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	
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)	
(F)	Other	2b(1)(F)	
(G)	Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	
(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)	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	
(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)	
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B) 736250	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		736250

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1095126	
(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)		1095126
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1095126

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-358876
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: RSM US LLP

(2) EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☒ Yes ☐ No
 If "Yes," enter the amount of any plan assets that reverted to the employer this year 0.

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

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

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>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 ICM VENTURES, INC. EMPLOYEE STOCK OWNERSHIP PLAN		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 ICM VENTURES, INC.		D Employer Identification Number (EIN) 82-0574978
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 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:

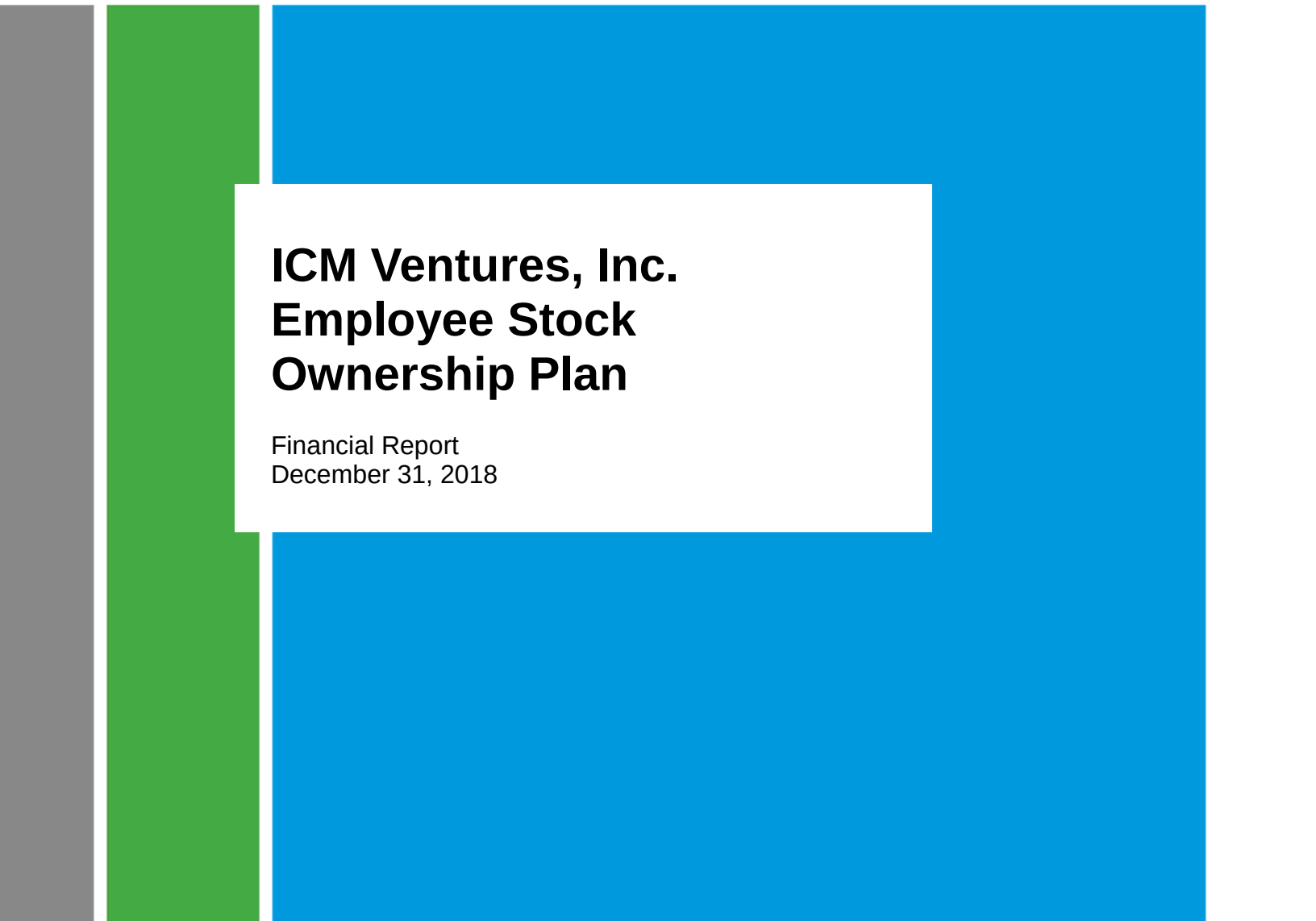
Stock: _____ % Investment-Grade Debt: _____ % High-Yield Debt: _____ % Real Estate: _____ % Other: _____ %

- 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):



ICM Ventures, Inc. Employee Stock Ownership Plan

Financial Report
December 31, 2018

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Independent Auditor's Report

To the Board of Directors of ICM Ventures, Inc. and to the Sole Trustee and Plan Administrator of the ICM Ventures, Inc. Employee Stock Ownership Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the ICM Ventures, Inc. Employee Stock Ownership Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2018 (in liquidation), and the statement of net assets available for benefits as of December 31, 2017 (going concern); the related statement of changes in net assets available for benefits in liquidation for the year ended December 31, 2018 (in liquidation); 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2018 (in liquidation), the net assets available for benefits of the Plan as of December 31, 2017 (going concern), and the changes in net assets available for benefits for the year ended December 31, 2018 (in liquidation), in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter—Plan Termination

As discussed in Note 5 to the financial statements, the Board of Directors of ICM Ventures, Inc., the Plan's sponsor, voted on December 28, 2018, to terminate the Plan effective January 1, 2019, and management determined liquidation is imminent as of December 28, 2018. As a result, the Plan has changed its basis of accounting from the going concern basis used in presenting the 2017 financial statements to the liquidation basis used in presenting the 2018 financial statements. Our opinion is not modified with respect to this matter.

Emphasis of Matter—Significant Concentration

As disclosed in Notes 3 and 4 to the financial statements, the fair value of the Plan's investment in ICM Ventures, Inc. common stock, representing approximately 100% of the Plan's assets as of December 31, 2018 and 2017, has been determined by an independent appraiser in the absence of a readily determinable fair value. Because of the inherent uncertainty of valuation, the value may differ significantly from the value that would have been used had a ready market for the investments existed, and the differences could be material. Our opinion is not modified with respect to this matter.

Other Matter—Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, Schedule H, Line 4i—Schedule of assets (held at end of year) as of December 31, 2018, and Schedule H, Line 4j—Schedule of reportable transactions for the year ended December 31, 2018, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements, or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

RSM US LLP

Sioux Falls, South Dakota
September 20, 2019

ICM Ventures, Inc. Employee Stock Ownership Plan

Statement of Net Assets Available for Benefits as of December 31, 2018 (in Liquidation), and
Statement of Net Assets Available for Benefits as of December 31, 2017 (Going Concern)

	2018 (In Liquidation)	2017 (Going Concern)
Investment, at fair value (Notes 3 and 4):		
ICM Ventures, Inc. common stock	\$ 11,399,874	\$ 11,758,750
Net assets available for benefits	\$ 11,399,874	\$ 11,758,750

See notes to financial statements.

ICM Ventures, Inc. Employee Stock Ownership Plan

Statement of Changes in Net Assets Available for Benefits (in Liquidation) Year Ended December 31, 2018

Investment results:	
Net appreciation in fair value of ICM Ventures, Inc. common stock	\$ 736,250
Benefits paid to participants and beneficiaries	(1,095,126)
Net decrease	<u>(358,876)</u>
Net assets available for benefits:	
Beginning of year (going concern)	<u>11,758,750</u>
End of year (in liquidation)	<u><u>\$ 11,399,874</u></u>

See notes to financial statements.

ICM Ventures, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

Note 1. Description of Plan

The following description of the ICM Ventures, Inc. Employee Stock Ownership Plan (the Plan), established by ICM Ventures, Inc. (the Company), provides only general information. Refer to the Plan document for a more complete description of the Plan's provisions.

General: The Company established the Plan effective January 1, 2003. The Plan is a defined contribution plan and is designed as a stock bonus plan for participating employees of the Company. The Plan invests primarily in the Company's common stock. The Plan operates as an employee stock ownership plan (ESOP) and is designed to comply with section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986 (the Code) and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA). On December 28, 2018, the Board of Directors of ICM Ventures, Inc. voted to terminate the Plan effective January 1, 2019. See further discussion in Note 5.

Eligibility: An employee was eligible to participate in the Plan after they had completed six months of service. However, employees were required to be employed as of the last day of the Plan year or have worked more than 500 hours during the Plan year to receive a contribution.

The Plan excluded leased employees, collective bargaining employees, individuals who were, or have been, shareholders of ICM, Inc. and/or ICM Holdings, Inc., and highly compensated employees. Employees who were leased to ERI Solutions, Inc. and Pellet Technology USA, LLC were also excluded from the Plan.

Entry date: Employees entered the Plan quarterly, on the first day of the Plan year and the first day of each quarter following the date on which the employee met the eligibility requirements.

Contributions: The Board of Directors of the Company determines the Plan contribution amount annually. Contributions were made in cash, Company stock, or property as was acceptable to the trustee. An eligible employee's share of any discretionary contribution was determined based on the proportion of the employee's compensation to the total compensation of all eligible employees. During the year ended December 31, 2018, the Company did not declare a contribution.

Voting rights: All Company stock held by the trust shall be voted by the trustee, who has the power to vote all shares of stock held by the trust and to exercise any and all conversion, subscription and other rights incident to ownership of the stock except as provided in the Plan document.

Participant accounts: The Plan is a defined contribution plan under which a separate individual account is established for each participant. At the end of each Plan year, each participant's account was credited with an allocation of the Company's discretionary contributions, any stock reallocated, and investment results, net of any administrative expenses paid by the Plan. Allocations were based on participant compensation or account balances, as defined. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account.

Vesting: Participants vested in their balances based on years of service according to the following schedule:

	<u>Vested Percentage of Individual Account</u>
Years of service:	
Less than 3	0%
3 or more	100%
Normal retirement, permanent disability or death	100%

ICM Ventures, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Notwithstanding the above, the vested portion of the participant's account shall not be less than the lesser of \$25 or the entire participant's account.

As a result of the decision on December 28, 2018, to terminate the Plan effective January 1, 2019, all participants became fully vested in their account balances as of December 28, 2018.

Payment of benefits: Payment of vested benefits occurred when a participant retired (age 65) or died (in which case, payment shall be made to his or her beneficiary or legal representative), after termination of employment, or upon disability. Distributions were in the form of cash and could be made as a lump sum or in installments. If a participant's account was less than \$1,000, a lump-sum distribution would be made automatically to the participant. If the participant's account was between \$1,000 and \$5,000, the distribution would be automatically rolled over into an individual retirement account (IRA), unless the participant elected otherwise. Distributions of the participant's account balances due to the Plan's termination are expected to be made in 2019 following receipt of the IRS' letter of determination that the Plan is terminated.

Forfeitures: There were no forfeited nonvested accounts at December 31, 2018 and 2017. Any forfeiture of discretionary contributions may be allocated to restore any forfeitures of reemployed participants, may be used as additional employer contributions, or may be used to pay reasonable Plan expenses. Forfeitures reallocated to participant accounts during 2018 totaled \$16,746.

Diversification: Diversification was offered to participants close to retirement age so that they could have the opportunity to move part of the value of their investment in Company stock into investments that are more diversified. As provided in the Plan document, participants who were at least 55 with at least 10 years of participation in the Plan may have elected to diversify a portion of the account by taking an in-service distribution. Diversification was offered to each eligible participant over a six-year period. In each of the first five years, a participant could diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%. Participants who elected to diversify either received a cash distribution or a rollover into an IRA.

Note 2. Significant Accounting Policies

Basis of presentation: Due to the decision made on December 28, 2018, to terminate the Plan effective January 1, 2019, management determined that liquidation of the Plan is imminent, and the financial statements for the year ended December 31, 2018, have been prepared using the liquidation basis of accounting. The 2017 financial statements were prepared as a going concern on the accrual basis of accounting.

Use of estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires 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.

Investment valuation and income recognition: The common shares of the Company are reported at liquidation value as of December 31, 2018. Fair value approximates the amount the Plan expects to collect at liquidation for these shares. The amount of any future earnings on cash equivalents expected to be held by the Plan after the sale of the common shares are not able to be reasonably estimated and therefore have not been accrued as of December 31, 2018.

The common shares of the Company are reported at fair value on the 2017 statement of net assets available for benefits. See Note 4 for a discussion of fair value measurements.

ICM Ventures, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

Note 2. Significant Accounting Policies (Continued)

Purchases and sales of securities are recorded on a trade-date basis. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

Payments of benefits: Benefit payments are recorded when paid.

Administrative expenses: The Plan's expenses are paid by either the Plan or the Company, as provided by the Plan document. The Company has historically paid the operating expenses for the Plan, which are excluded from these financial statements.

Subsequent events: The Plan Administrator has evaluated subsequent events through September 20, 2019, the date on which the financial statements were available to be issued. See Note 5, Plan Termination.

Note 3. Investments

The Plan's investment in common stock of ICM Ventures, Inc. at December 31, 2018 and 2017, is presented in the following table:

	2018 (In Liquidation)	2017 (Going Concern)
ICM Ventures, Inc. common stock:		
Number of shares	22,809	25,000
Cost	\$ 766,382	\$ 840,000
Estimated fair value	11,399,874	11,758,750
Estimated fair value per share	499.80	470.35

Note 4. Fair Value Measurements

Accounting standards establish 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 this guidance are described below.

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

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.

ICM Ventures, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

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

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

Investment in Company common stock: The Company's common stock has been valued at estimated fair value as determined by an independent appraiser as of December 27, 2018 (report dated December 27, 2018), and as of December 31, 2017 (report dated July 9, 2018). The Company's stock is not available for purchase in public markets. Accordingly, an independent appraisal was conducted taking into consideration historical financial data, current business operations, future prospects for the Company, projected cash flows, and other factors pertinent to the valuation of investments.

The following table sets forth the basic assumptions used in arriving at fair value and the applied value for unobservable inputs:

Description	Fair Value at December 31		Valuation Techniques	Unobservable Input
	2018 (In Liquidation)	2017 (Going Concern)		
Company common stock	\$ 11,399,874	\$ 11,758,750	Discounted cash flow	Weighted-average cost of capital Terminal multiple
			Adjusted book value	Discount for lack of marketability Fair market value of underlying assets and liabilities Discount for lack of marketability

The Plan Administrator determines the fair value measurement policies and procedures, subject to oversight by the Company and trustee. Those policies and procedures include selection of the independent appraiser and review of appraisal, and are reassessed at least annually to determine if the current valuation techniques are still appropriate. At that time, the unobservable inputs used in the fair value measurements are evaluated and adjusted as necessary, based on current market conditions and other third-party information.

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

ICM Ventures, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

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

	2018			
	Level 1	Level 2	Level 3	Total
Investment in Company common stock	\$ -	\$ -	\$ 11,399,874	\$ 11,399,874
Total investments, at fair value (in liquidation)	\$ -	\$ -	\$ 11,399,874	\$ 11,399,874

	2017			
	Level 1	Level 2	Level 3	Total
Investment in Company common stock	\$ -	\$ -	\$ 11,758,750	\$ 11,758,750
Total investments, at fair value (going concern)	\$ -	\$ -	\$ 11,758,750	\$ 11,758,750

The following table sets forth a summary of changes in fair value of the Plan's Level 3 assets for the year ended December 31, 2018:

	Company Common Stock
Balance, available for benefits, beginning of year	\$ 11,758,750
Unrealized gain	736,250
Sale of stock (2,191 shares)	(1,095,126)
Balance, in liquidation, end of year	\$ 11,399,874

The amount of total gains or losses for the period are included in changes in net assets and are attributable to the change in unrealized gains or losses related to assets still held at the reporting date

\$ 736,250

Unrealized gains related to the above are included in changes in net assets for the period above and are reported in net appreciation in the fair value of investments in the statement of changes in net assets available for benefits in liquidation. The sale of stock was used to fund distributions to participants who terminated or who elected diversification in 2018.

Note 5. Plan Termination

On December 28, 2018, the Board of Directors of ICM Ventures, Inc. approved a resolution to terminate the Plan effective January 1, 2019. As a result, management determined that liquidation is imminent. The participants were notified of the upcoming termination, all participants were fully vested as of December 28, 2018, and the Plan will begin distributing participant accounts in 2019. Effective January 1, 2019, all of the shares of the Company common stock held by the Plan were sold to ICM Holdings, Inc. for \$11,399,874 and the Plan will hold cash or cash equivalents until the participant accounts are fully distributed.

ICM Ventures, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

Note 6. Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 31, 2014, that the Plan and related trust were designed in accordance with the applicable sections of the Code. The Plan has been amended since receiving the determination letter; however, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan Administrator believes that the Plan termination (see Note 5) does not adversely affect the Plan's tax status, and has filed Form 5310, Application for Final Determination, with the IRS and is awaiting approval.

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 tax position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 7. Administration of Plan Assets

The Plan's assets, which consist primarily of ICM Ventures, Inc. common shares, are held by the trustee of the Plan. Company contributions are held and managed by the trustee, which invests cash received and makes distributions to participants. Certain administrative functions are performed by officers or employees of the Company. No officer or employee receives compensation from the Plan.

Note 8. Related Party and Party-in-Interest Transactions

The Plan's investments consist primarily of shares of common stock of ICM Ventures, Inc.; therefore, these transactions qualify as exempt party-in-interest transactions. The trustee of the Plan is an employee of ICM Ventures, Inc.

ICM Ventures, Inc. Employee Stock Ownership Plan

**Schedule H, Line 4i—Schedule of Assets (Held at End of Year)
December 31, 2018**

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
Non-participant-directed: ICM Ventures, Inc.*	Common stock, 22,809 shares	\$ 766,382	\$ 11,399,874
Total assets held at end of year		\$ 766,382	\$ 11,399,874

*A party in interest as defined by ERISA.

See independent auditor's report.

ICM Ventures, Inc. Employee Stock Ownership Plan

**Schedule H, Line 4j—Schedule of Reportable Transactions
Year Ended December 31, 2018**

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain
ICM Ventures, Inc.*	ICM Ventures, Inc. Common Stock	\$ 73,622	\$ 1,095,126	\$ 73,622	\$ 1,095,126	\$ 1,021,504

*A party in interest as defined by ERISA.

See independent auditor's report.

ICM Ventures, Inc. Employee Stock Ownership Plan

**Schedule H, Line 4i—Schedule of Assets (Held at End of Year)
December 31, 2018**

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
Non-participant-directed: ICM Ventures, Inc.*	Common stock, 22,809 shares	\$ 766,382	\$ 11,399,874
Total assets held at end of year		\$ 766,382	\$ 11,399,874

*A party in interest as defined by ERISA.

See independent auditor's report.

ICM Ventures, Inc. Employee Stock Ownership Plan

**Schedule H, Line 4j—Schedule of Reportable Transactions
Year Ended December 31, 2018**

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain
ICM Ventures, Inc.*	ICM Ventures, Inc. Common Stock	\$ 73,622	\$ 1,095,126	\$ 73,622	\$ 1,095,126	\$ 1,021,504

*A party in interest as defined by ERISA.

See independent auditor's report.