Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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.)
- [X] 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:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WARREN EQUIPMENT COMPANY 401(K) RETIREMENT AND SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 10/01/1980

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)
WARREN EQUIPMENT COMPANY

10325 YOUNGER ROAD
MIDLAND, TX 79706

2b Employer Identification Number (EIN)
75-2351267

2c Plan Sponsor's telephone number
432-571-4200

2d Business code (see instructions)
551112

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.	10/10/2019	BRANDON WEATHERLY
	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

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	
5 Total number of participants at the beginning of the plan year	**5**	1834
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	**6a(1)**	1419
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1576
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	427
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	2003
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f Total. Add lines **6d** and **6e**.	**6f**	2005
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1824
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	203
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2F 2G 2J 2K 2R 2S 2T 3H 3D

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
WARREN EQUIPMENT COMPANY 401(K) RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WARREN EQUIPMENT COMPANY

D Employer Identification Number (EIN)
75-2351267

Part I Service Provider Information (see instructions)

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). . . . . [X] 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

BOKF, N.A.
P.O. BOX 880
TULSA, OK 74101

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

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

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

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

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

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

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

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

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

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

(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)

BOKF, N.A.

P.O. BOX 880
TULSA, OK 74101

(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?
19 52 59 60 63 37 21 25 62 71 68 64	TRUSTEE	202736	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

COOK STREET CONSULTING, INC.

84-0854432

(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	INVESTMENT ADVISORY	68958	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BNY ESI & COMPANY

1633 BROADWAY
SUITE 3000
NEW YORK, NY 10019

(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?
71	SECURITIES BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	19856	Yes [ ] No [X]

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)

JOHNSON MILLER & CO

TWO FASKEN CENTER
550 WEST TEXAS AVE
MIDLAND, TX 79701

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTING	9900	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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

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

A Name of plan
WARREN EQUIPMENT COMPANY 401(K) RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WARREN EQUIPMENT COMPANY

D Employer Identification Number (EIN)
75-2351267

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	413813	5395
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	8014	9396
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	864383	770698
(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)	2939047	2081966
(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)	4172996	4431218
(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)	122354047	120408133
(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	130752300	127706806
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	717337	20167
k	Total liabilities (add all amounts in lines 1g through1j)	1k	717337	20167
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	130034963	127686639

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	5593158	
	(B) Participants	2a(1)(B)	7716555	
	(C) Others (including rollovers)	2a(1)(C)	773892	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		14083605
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	9447	
	(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)	223474	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		232921
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	105171	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2707110	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2812281
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	131432119	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	118653089	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		12779030
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-24326181
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		5581656
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7641452	
(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)		7641452
f Corrective distributions (see instructions)	2f		6934
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	202736	
(2) Contract administrator fees	2i(2)	78858	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		281594
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7929980
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-2348324
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: JOHNSON MILLER & CO. **(2)** EIN: 85-0214336

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:

		Yes	No	Amount
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.)	4a		X	
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.)	4b		X	

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

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

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

A Name of plan
WARREN EQUIPMENT COMPANY 401(K) RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WARREN EQUIPMENT COMPANY

D Employer Identification Number (EIN)
75-2351267

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 73-6210970

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**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 0.0% 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):

Warren Equipment Company
401(k) Retirement and Savings Plan

Financial Statements
Years Ended December 31, 2018 and 2017

JOHNSON, MILLER & CO. CPA's PC
Certified Public Accountants A Professional Corporation
An Independent Member of BDO Alliance USA

Warren Equipment Company
401(k) Retirement and Savings Plan

Table of Contents

Independent Auditors' Report 3-4

Financial Statements

Statements of Net Assets Available for Benefits 6

Statements of Changes in Net Assets Available for Benefits 7

Notes to Financial Statements 8-15

Supplemental Schedule

Schedule H, Line 4i, Schedule of Assets (Held at Year End) 17-18

Independent Auditors' Report

Plan Administrative Committee of the
Warren Equipment Company
401(k) Retirement and Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Warren Equipment Company 401(k) Retirement and Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years ended December 31, 2018 and 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

2626 JBS Parkway
Suite A-200
Odessa, Texas 79761
(432) 362-3800

Two Fasken Center
550 West Texas Avenue
Midland, Texas 79701
(432) 683-1835

225 East Bender Boulevard
P. O. Drawer 220
Hobbs, New Mexico 88241
(575) 393-2171

www.jmcpa.com

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at Year End) as of December 31, 2018 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

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 information certified by the trustee custodian, 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.



Midland, Texas
October 3, 2019

Financial Statements

Warren Equipment Company
401(k) Retirement and Savings Plan

Statements of Net Assets Available for Benefits
(See Independent Auditors' Report)

December 31,		**2018**	2017
ASSETS			
Cash	**$**	**5,395**	413,813
Investments, at Fair Value		**123,260,797**	126,157,477
Receivables:			
Notes receivable from participants		**4,431,218**	4,172,996
Due from brokers for pending trades		**9,396**	8,014
Total assets		**127,706,806**	130,752,300
LIABILITIES			
Pending Trades		**20,167**	717,337
Total liabilities		**20,167**	717,337
Net assets available for benefits	**$**	**127,686,639**	130,034,963

See accompanying notes to financial statements.

Warren Equipment Company
401(k) Retirement and Savings Plan

Statements of Changes in Net Assets Available for Benefits
(See Independent Auditors' Report)

Years Ended December 31,		**2018**	2017
Changes to Net Assets Attributed to:			
Investment Income:			
Net realized gain in fair value	**$**	**12,779,030**	12,980,231
Interest		**232,921**	173,177
Dividends		**2,812,281**	2,344,263
Net (depreciation) appreciation in fair value of investments		**(24,326,181)**	2,910,386
Total investment (loss) income		**(8,501,949)**	18,408,057
Contributions:			
Participant contributions		**7,716,555**	6,239,569
Employer contributions		**5,593,158**	4,374,096
Other contributions		**773,892**	7,845,708
Total contributions		**14,083,605**	18,459,373
Total additions		**5,581,656**	36,867,430
Deductions:			
Benefits paid to participants		**7,648,386**	12,334,173
Administrative expense		**202,736**	238,373
Other expenses		**78,858**	25,268
Total deductions		**7,929,980**	12,597,814
Net (Decrease) Increase in Net Assets		**(2,348,324)**	24,269,616
Net Assets Available for Benefits:			
Beginning of Year		**130,034,963**	105,765,347
End of Year	**$**	**127,686,639**	130,034,963

See accompanying notes to financial statements.

Warren Equipment Company
401(k) Retirement and Savings Plan

Notes to Financial Statements
(See Independent Auditors' Report)

1. Description of Plan

The Warren Equipment Company (the "Company") 401(k) Retirement and Savings Plan (the "Plan") was established October 1, 1980. The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit-sharing plan organized under Internal Revenue Code Section 401(a), and contains a qualified salary deposit feature under Section 401(k). The investment assets are held by the Bank of Oklahoma. All employees of the Company attaining the age of 18 are eligible to participate in the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Trustee, Custodian, and Administrator

The Company serves as the Administrator of the Plan and is responsible for the administration, management and investment of the trust fund. In addition, the Trustee makes all distributions and benefit payments from the trust fund to participants and beneficiaries.

The Bank of Oklahoma is Trustee and Custodian of the Plan's assets. The Custodian maintains the records of the Plan on a calendar year basis.

Contributions

Each year, participants may defer up to 100% of their salary toward Plan contributions, up to specified limits established by the Internal Revenue Service. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans subject to certain criteria. Company discretionary pay period matching contributions are to be made on a discretionary basis up to 6% of the salary deposit contribution made to the Plan by the participant for each pay period.

Additionally, an annual bonus matching contribution may be made on a discretionary basis up to 6% of the participant's compensation for the fiscal year to those participants who have made an elective deferral during the fiscal year and are employed on the last day of the fiscal year. The Company's fiscal year is from October 1 to September 30.

The Company matching contribution, plus the bonus matching contributions are not to exceed 6% of the participant's compensation in aggregate.

1. Description of Plan (Continued)

Participants

At December 31, 2018 and 2017, there were 1,576 and 1,421 active plan participants, respectively. An inactive participant is a participant who fails in any plan year of his/her employment to accumulate 1,000 hours of service, but does not incur a break in service.

Participant Accounts

The Trustee maintains an account for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of (a) the Company's discretionary nonmatching contribution, and (b) Plan earnings or losses. Allocations are based on participant compensation. Earnings (or losses) of the Plan are allocated to participants based on the account balances in existence. Forfeitures of the non-vested portion of terminated participants' accounts are used to offset the Company's next contribution.

Investment Options

The Plan gives its participants immediate access to information about the value of their plan assets and to make changes to the allocation of their plan assets online. There are no nonparticipant directed investments and participants can change their investments at will.

Vesting

Participants are immediately vested in all salary deposit contributions and related earnings credited to their account. Vesting in Company matching and profit-sharing contributions and related earnings occurs as follows:

Participant's Years of Service	Vested Percentage
Less than one year	-%
One but less than two years	25%
Two but less than three years	50%
Three but less than four years	75%
Four or more years	100%

The term "years of service" includes all periods of employment except for years in which an employee worked less than 1,000 hours. For purposes of vesting, the "year" is defined as a plan year.

A participant is 100% vested, regardless of years of service, upon disability or death.

1. Description of Plan (Continued)

Notes Receivable from Participants

Participants may borrow from their vested account balance a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balances. Participants may have only two loans outstanding at a time. The maximum payment term for any loan generally is five years, except for residential loans which have a max term of 15 years. The loans are secured by the participant's vested account balance and bear interest at a rate equal to the applicable treasury note rate plus 4%. Loans maturing at various dates during the years ending 2018 – 2028 have interest ranging from 4.25% to 6.54%. Principal and interest are paid ratably through payroll deductions. At December 31, 2018 and 2017, the balance was $4,431,218 and $4,172,996, respectively.

Payment of Benefits

Distributions and withdrawals are made upon termination of service due to death, disability, retirement or other termination of employment. Spousal consent is required in order for a participant to obtain a distribution. Financial hardship withdrawals are allowed. Distributions are made in either a single lump sum amount equal to the value of the participant's vested interest in his/her account less 20% Federal withholding, a direct rollover into another qualified benefit plan or account, installment payments or in the form of a fixed number of annual payments not to exceed the life expectancy of the participant or beneficiary.

Forfeited Accounts

Forfeitures occurring under the Plan will be used to reduce future Company contributions and/or for payment of Plan expenses, as defined. Forfeitures for the nonvested portion of terminated participants' accounts are treated as a component of the Plan's earnings (or losses). The nonvested portion of a terminated account is forfeited after incurring five consecutive one-year breaks in service. During 2018 and 2017, such forfeitures amounted to $15,559 and $29,351, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America ("GAAP"), under which income is recognized when earned and expenses are recognized when the obligation is incurred.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

2. Summary of Significant Accounting Policies (Continued)

Cash and Cash Equivalents

For purposes of the statement of net assets, the Plan considers highly liquid debt instruments which have a maturity of less than three months to be cash equivalents.

Investment Valuation and Income Recognition

The Plan's investments are comprised of mutual fund investments, government securities, common stock and alternative investments.

Participants may elect or designate their investment options from the Plan's investment alternatives, as selected by the Company to be available under the Plan.

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described 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.

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.

2. Summary of Significant Accounting Policies (Continued)

Net Appreciation in Fair Value of Investments

Net realized and unrealized appreciation is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation in fair value of investments.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

Government Securities

Interest bearing cash account, reported at fair value based on active market.

Common Stocks and Alternative Investments

Valued at the closing price reported on the active market on which the individual securities are traded.

Registered Investment Companies

Investments in mutual funds registered with Nasdaq, NYSE, AMEX valued at market close. U.S. government and agency bonds and notes, and mutual fund net asset valuation at market close. Mutual funds held by the Plan are deemed to be actively traded.

Pending Trades

Pending trades represent trades initiated prior to year end, but not completed. Amount approximates fair value based on trade price.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative fees of $202,736 and $238,373 were paid by the Plan for the years ended December 31, 2018 and 2017, respectively.

Settlement Options

If a participant's nonforfeitable accrued benefit does not exceed $5,000 (excluding, amounts attributable to rollovers), then settlement occurs automatically as a lump sum payment following termination of employment. If a participant's nonforfeitable accrued benefit exceeds $5,000 (excluding amounts attributable to rollovers), then the participant must consent to any distribution before it is made to receive the benefit.

2. Summary of Significant Accounting Policies (Continued)

Recently Added Accounting Pronouncements

Employee Benefit Plan Master Trust Reporting

In February 2017, the FASB issued ASU 2017-06, *Employee Benefit Plan Master Trust Reporting*, which requires an employee benefit plan within the scope of Topic 960, 962, or 965 to present its interest in a master trust and the change in its interest in that master trust as single line items in the statement of net assets available for benefits and the statement of changes in net assets available for benefits, respectively. This ASU is effective for fiscal years beginning after December 15, 2018, early adoption is permitted.

Management is evaluating the effect of these pronouncements on the financial statements.

3. Investments

The following is a summary of the investments held by the Plan Custodian as of December 31, 2018 and 2017. Investments which represent 5% or more of the Plan's net assets are separately identified.

	2018		2017	
	Shares	Fair Value	Shares	Fair Value
Investments at fair value:				
Vanguard Target Retirement 2020	**634,451**	**$ 13,344,403** *	482,183	$ 15,130,889 *
Vanguard Target Retirement 2025	**836,864**	**17,716,403** *	1,007,501	18,638,763 *
Vanguard Target Retirement 2030	**823,763**	**17,496,729** *	548,311	18,439,706 *
Vanguard Target Retirement 2035	**592,002**	**12,609,637** *	608,750	12,595,045 *
Vanguard Target Retirement 2040	**554,011**	**11,839,222** *	331,446	11,855,821 *
Vanguard Target Retirement 2015	**145,722**	**3,007,707**	188,808	2,894,420
Vanguard Target Retirement 2045	**505,168**	**10,815,645** *	495,346	11,145,277 *
Vanguard Target Retirement 2050	**382,010**	**8,190,297** *	227,253	8,226,551 *
Other Investments	**4,202,736**	**28,240,754**	3,360,099	27,231,005
Total investments		**$ 123,260,797**		$ 126,157,477

* Investments representing 5% or more of net assets available for benefits.

December 31, 2018

Investment Category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Common stock	**$ 2,081,966**	**2,075,889**	**5,701**	**376**
Alternative investments	**296,294**	**296,294**	**-**	**-**
Interest bearing cash	**770,698**	**770,698**	**-**	**-**
Registered investment company	**120,111,839**	**120,111,839**	**-**	**-**
Total	**$ 123,260,797**	**123,254,720**	**5,701**	**376**

3. Investments (Continued)

December 31, 2017

Investment Category		Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Common stock	$	2,939,047	2,909,536	29,511	-
Alternative investments		246,264	246,264	-	-
Interest bearing cash		864,383	864,383	-	-
Registered investment company		122,107,783	122,107,783	-	-
Total	$	126,157,477	126,127,966	29,511	-

The Plan's Trustee, the Bank of Oklahoma, has certified that the above information is complete and accurate.

The following tables provide further details of the Plan's Level 3 fair value measurement.

Year Ended December 31, 2018

		Alexco Resource Corp
Beginning balance	$	-
Total gains or (losses) included in changes in net assets available for benefits		(244)
Purchases and Sales:		
Purchases		620
Sales		-
Ending balance	$	376
Total gains or losses for the year included in changes in net assets available for benefits attributable to the change in unrealized gains or losses relating to investments held at the end of reporting period.	$	(244)

Gains and losses included in changes in net assets available for benefits for the year ended December 31, 2018, are reported in the net appreciation in fair value of investments.

3.	**Investments (Continued)**	The Plan's policy is to recognize transfers into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended December 31, 2018, there were no significant transfers into or out of Level 3, and between Levels 1 and 2.
4.	**Tax Status**	The Plan obtained its latest determination letter in August 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.
5.	**Plan Termination**	Although it has not expressed any intent to do so, the Company maintains the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of termination, the participants become 100% vested in their accounts.
6.	**Related Party and Party In Interest Transactions**	The Plan has a number of service providers. Such providers are parties in interest under ERISA, and are exempt from the prohibited transaction rules of ERISA.
7.	**Risks and Uncertainties**	The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.
8.	**Department of Labor Required Disclosure**	During 2018 and 2017, virtually all administrative expenses were paid for by the Plan.
9.	**Other Contributions**	During 2017, the Company acquired a new subsidiary. With that transaction, participants rolled in $7,151,206 in balances from the former employees plan.
10.	**Subsequent Event**	Management of the Plan has performed an evaluation of the Plan's activity through October 3, 2019, the date these financial statements were available for issuance, and noted no significant subsequent event.

Warren Equipment Company
401(k) Retirement and Savings Plan
EIN #75-2351267, Plan 002

Schedule H, Line 4i,
Schedule of Assets (Held at Year End)
(See Independent Auditors' Report)

December 31, 2018

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(e) Current Value
	Vanguard Target Trmnt 2025-Inv #0304	Registered Investment Company	$ 17,716,403
	Vanguard Target Rtmnt 2030-Inv #0695	Registered Investment Company	17,496,729
	Vanguard Target Rtmnt 2020-Inv #0682	Registered Investment Company	13,344,403
	Vanguard Target Rtmnt 2035-Inv #0305	Registered Investment Company	12,609,637
	Vanguard Target Rtmnt 2040-Inv #0696	Registered Investment Company	11,839,222
	Vanguard Target Rtmnt 2045-Inv #0306	Registered Investment Company	10,815,645
	Vanguard Target Rtmnt 2050-Inv #0699	Registered Investment Company	8,190,297
	Vanguard Target Rtmnt 2055-Inv #1487	Registered Investment Company	5,238,586
	Fixed Income Accounts	Registered Investment Company	5,055,664
	Vanguard Target Rtmnt 2015-Inv #0303	Registered Investment Company	3,007,707
	Vanguard Target Rtmnt 2060-Inv #1691	Registered Investment Company	2,714,461
	Trowe Grwth Stk- #0450	Registered Investment Company	2,492,280
	Vanguard M/C Index-Adm #5859	Registered Investment Company	2,358,996
	Common Stock	Common Stock	2,081,966
	Hartford Div and Grwth-Y #0225	Registered Investment Company	1,859,042
	Vanguard Explorer-Adm #5024	Registered Investment Company	1,664,729
	Amer Europacific Grwth-R6 #2616	Registered Investment Company	954,420
	Cavanal Hill Govt Sec Mkmt-Admin	Government Securities	770,698
	Oppenheimer Dev Mkts-I #0799	Registered Investment Company	715,590
	Dghm V2000 S/C Val-Inst #5523	Registered Investment Company	519,801
	Center Coast-Brook fld MLP FOC-Y 4029	Registered Investment Company	363,576
	Vanguard Tat Rmt 2065-Inst #1673	Registered Investment Company	268,578
	Virtus R/E Securities-R6 #2449	Alternative Investment	250,735
	AIG Focused Div Strat-W #1750	Registered Investment Company	135,272
	Invesco Diversified Div-A #1586	Registered Investment Company	120,369
	Glenmede L/C Core Port-Adv #5557	Registered Investment Company	106,106
	Glenmede L/C Grwth #5556	Registered Investment Company	79,112
	Janus Henderson Glbl Eq Inc-A #1253	Registered Investment Company	68,684
	Vanguard Tat Rmt 2065-Inst #1792	Registered Investment Company	63,100
	Mainstay Intl Opp-Inv #2583	Registered Investment Company	62,167
	Diamond Hill S/C-I #0069	Registered Investment Company	54,728
	JPM Grwth Advntg-A #0564	Registered Investment Company	41,989
	Invesco Comstock-R #6737	Registered Investment Company	36,891
	Sprott Physical Gold & Silver Trust	Alternative Investment	25,080
	MFS Intl Val-R1 #4087	Registered Investment Company	20,565
	Direxion Daily S&P 500 Bull 3X	Registered Investment Company	16,450
	T Rowe New Horizons-Inv #0042	Registered Investment Company	15,966
	Fidelity OTC Portfolio Fd#0093	Registered Investment Company	15,861
	Hodges S/C-Ret #1140	Registered Investment Company	14,320
	Janus Perkins SM Cap Val-T Fd#1065	Registered Investment Company	12,787
	United States Oil Fund LP	Alternative Investment	5,410
	Enterprise Products Partners LP	Alternative Investment	4,082

December 31, 2018

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment	(e) Current Value
	Energy Transfer Partners LP	Alternative Investment	3,487
	Eaton Vance T/A GI Dvd Incm Fd	Registered Investment Company	3,250
	Gabelli Dividend & Income Trfd	Alternative Investment	3,111
	Fidelity Sel Sftmr &it Svcs-Ret #0028	Registered Investment Company	3,087
	Vanguard Healthcare-Inv #0052	Registered Investment Company	2,993
	Global X Super Dividend ETF	Registered Investment Company	2,993
	Trowe Communications & Tech-Inv 121	Registered Investment Company	2,889
	Brookfield Infrastructure PA LP	Alternative Investment	2,521
	Sprott Physical Gold Trust	Alternative Investment	2,474
	Sprott Physical Silver Trust	Alternative Investment	1,789
	Global X Uranium	Registered Investment Company	1,750
	Hi Crush Partners LP	Alternative Investment	716
	Vaneck Vectors Junior Gold Minors ETF	Registered Investment Company	604
	Vaneck Vectors Gold Miners ETF	Registered Investment Company	527
	Direxion Daily Financial Bear 3x	Registered Investment Company	502
	Notes receivable from participants	Loans secured by participant's vested accrued benefits, with interest rates ranging from 4.25% to 6.54% and maturing at various dates during the years ending 2018-2028.	4,431,218
			$ 127,692,015