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
LEEVERS SUPERMARKETS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2012

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)
LEEVERS SUPERMARKETS, INC.

2195 NORTH STATE HIGHWAY 83
UNIT AA
FRANKTOWN, CO 80116

2b Employer Identification Number (EIN)
45-0275647

2c Plan Sponsor's telephone number
303-814-8646

2d Business code (see instructions)
445110

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	KIRK RUSTVOLD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2019	KIRK RUSTVOLD
	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**	543
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)**	317
a(2) Total number of active participants at the end of the plan year	**6a(2)**	192
b Retired or separated participants receiving benefits	**6b**	16
c Other retired or separated participants entitled to future benefits	**6c**	237
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	445
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f Total. Add lines **6d** and **6e**.	**6f**	446
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	446
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	54
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2I 2P 2Q 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)		**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) [ ] **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

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

A Name of plan
LEEVERS SUPERMARKETS, 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
LEEVERS SUPERMARKETS, INC.

D Employer Identification Number (EIN)
45-0275647

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	4360	6414
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	
(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)	4872560	4527600
	(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	4876920	4534014
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i	966040	878585
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	966040	878585
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3910880	3655429

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)	126892	
	(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)		126892
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	93	
	(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)		93
	(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)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	-344960	
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-344960

		(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		-217975
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14292	
(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)		14292
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		23184
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)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		37476
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-255451
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) [X] 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 [X] No

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

(1) Name: EIDE BAILLY, LLP **(2)** EIN: 45-0250958

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		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			

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
LEEVERS SUPERMARKETS, 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
LEEVERS SUPERMARKETS, INC.

D Employer Identification Number (EIN)
45-0275647

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): 20-1171923

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

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements
December 31, 2018 and 2017

Leevers Supermarkets, Inc.
Employee Stock Ownership Plan

Leevers Supermarkets, Inc. Employee Stock Ownership Plan

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EideBailly

CPAs & BUSINESS ADVISORS

Independent Auditor's Report

Board of Trustees
Leevers Supermarkets, Inc. Employee Stock Ownership Plan
Franktown, Colorado

Report on the Financial Statements
We have audited the accompanying statements of Leevers Supermarkets, Inc. Employee Stock Ownership Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on 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 Plan'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 Plan'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.

4310 17th Ave. S. | P.O. Box 2545 | Fargo, ND 58108-2545 | T 701.239.8500 | F 701.239.8600 | EOE

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 and 2017, and the changes in net assets available for benefits for the year ended December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information
Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of schedule H, line 4i-schedule of assets held at end of year as of December 31, 2018, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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.

Eide Bailly LLP

Fargo, North Dakota
October 7, 2019

Leevers Supermarkets, Inc. Employee Stock Ownership Plan

Statements of Net Assets Available for Benefits

December 31, 2018 and 2017

	2018			2017		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Cash	$ 6,414	$ -	$ 6,414	$ 4,360	$ -	$ 4,360
Investments, at fair value, non-participant directed	2,056,810	2,470,790	4,527,600	1,915,324	2,957,236	4,872,560
Total Assets	2,063,224	2,470,790	4,534,014	1,919,684	2,957,236	4,876,920
Liabilities						
Loan payable	-	878,585	878,585	-	966,040	966,040
Net Assets Available for Benefits	$ 2,063,224	$ 1,592,205	$ 3,655,429	$ 1,919,684	$ 1,991,196	$ 3,910,880

See Notes to Financial Statements

Leevers Supermarkets, Inc. Employee Stock Ownership Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2018

	Allocated	Unallocated	Total
Additions			
Investment income (loss)			
Net depreciation in fair value of investments	$ (135,598)	$ (209,362)	$ (344,960)
Interest income	93	-	93
Contributions			
Employer, cash contributions	14,293	110,639	124,932
Other	1,960	-	1,960
Allocation of 32,986 shares of Leevers Supermarkets, Inc. common stock in 2018	277,084	-	277,084
	157,832	(98,723)	59,109
Deductions			
Benefits paid to participants	14,292	-	14,292
Interest expense	-	23,184	23,184
Allocation of 32,986 shares of Leevers Supermarkets, Inc. common stock in 2018	-	277,084	277,084
Total deductions	14,292	300,268	314,560
Net Increase (Decrease)	143,540	(398,991)	(255,451)
Net Assets Available for Benefits			
Beginning of year	1,919,684	1,991,196	3,910,880
End of year	$ 2,063,224	$ 1,592,205	$ 3,655,429

See Notes to Financial Statements

Note 1 - Description of Plan

The following brief description of the Leevers Supermarkets, Inc. Employee Stock Ownership Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Leevers Supermarkets, Inc. (the Company) established the Plan effective as of January 1, 2012. The Plan operates, in relevant part, as a leveraged 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 (IRC), as amended and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (the ERISA). The Plan is administered by the ESOP committee of the Company. The trust department of an independent third-party bank is the Plan's trustee.

In 2012, the Plan purchased Leevers Supermarkets, Inc. common stock using the proceeds of a note (Note 6) and holds the common stock in a trust established under the Plan. As the Plan makes debt payments, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under IRC.

The borrowing is collateralized by the unallocated shares of stock and is guaranteed by the Company. The lender has no rights against shares of the stock once they are allocated to participants in accordance with the terms of the ESOP. Accordingly, the financial statements of the Plan as of December 31, 2018 and 2017, and for the year ended December 31, 2018, present separately the assets and liabilities and changes therein pertaining to:

1. Accounts of employees with vested rights in allocated common stock (allocated).
2. Common stock not yet allocated to employees (unallocated).

Eligibility

Employees are eligible to participate in the Plan if they are at least 21 years of age and completed one year of service. An employee will be credited with one year of service if they have worked at least 1,000 hours during a twelve-consecutive month period. Employees under a collective bargaining agreement and leased employees are not eligible for the plan.

Entry Date

Employees may enter the Plan on the first day of the Plan year that they meet the eligibility requirements.

Contributions

Contributions to the Plan are made by the Company at the discretion of the Board of Directors. The contributions will be allocated according to the pro rata share of each participant's compensation to total eligible compensation. Participants must be 21 years of age, have at least 1,000 hours of service during a Plan year, and be employed on the last working day of the Plan year to receive an allocation of the contribution. A participant need not be employed on the last day of the Plan year or have 1,000 hours of service during the Plan year to share contributions if he or she dies, retires after reaching normal retirement age, or becomes disabled during the Plan year.

Voting Rights

All Company stock held by the trust shall be voted by the trustee in accordance with instructions from the Plan committee for major corporate events such as mergers or liquidations. In the event of a major corporate event, each participant is entitled to exercise voting rights attributable to the shares allocated to their account.

Put Option

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to a participant for which there is no market. The put price is representative of the fair market value of the stock. The repurchase can occur over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of the Plan year with employer contributions and allocation of shares of Leevers Supermarkets, Inc.'s common stock. Allocations are based on a participant's eligible compensation, relative to the total eligible compensation. Plan earnings are allocated to each participant's account based on the ratio of the participant's account balance to all participants' account balances.

Vesting

Vesting in the employer contributions and related earnings is based on years of service earned as follows:

Participant's Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Participants are 100% vested in their account balances upon retirement, death, or disability.

Forfeitures

At December 31, 2018 and 2017, forfeited non-vested accounts totaled $1,960 and $1,281, respectively. These forfeitures are allocated to each participant's account based upon the relation of the participant's compensation to total compensation for the Plan year.

Payment of Benefits

A participant is entitled to benefits as soon as administratively possible after one of the following events:

- Retirement, age 65
- Disability
- Termination of employment
- Death
- Age 70 ½

For participants that terminate employment for reasons other than attainment of retirement age, disability or death and the value of the participant's account will become distributable the end of the fifth plan following Termination in the form of cash or shares. Payment will be made in a single lump sum if the Plan has cash available to fund the distribution. Participants with account balances less than $1,000 shall receive the vested account balance in a lump sum by the following plan year end. Participants with accounts between $1,000 and $5,000 can elect to have the vested balance paid out in a single lump sum the end of the following plan year. Participants will be paid out in a lump sum to the extent that the Plan has cash available for distribution. Participant accounts greater than the extant that the Plan has available cash for distributions but less than $1,015,000 will be paid out in equal annual installments over no more than five years. Participant accounts greater than $1,015,000 will be paid out in equal installments over the max of 10 years.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of their accounts which are invested in shares of employer stock. In the sixth year, the percentage changes to 50%. Participants who elect to diversify receive a cash distribution or may direct the Plan to transfer the distribution to another qualified plan of the Company which accepts such transfers, provided that such plan permits employee-directed investments and does not invest in Employer Securities to a substantial degree. No diversifications have been made as the Plan hasn't been in effect for 10 years.

Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time, subject to Plan provisions. If the Plan is terminated, or if employer contributions are completely discontinued, all amounts credited to participants' accounts will become 100% vested. Upon termination of the Plan, the board directs the Trustee to pay all liabilities and expenses of the ESOP and to sell shares of financed common stock held as collateral to the extent it determines such sale will be necessary in order to repay the loan. Subsequently, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the IRC.

Note 2 - Significant Accounting Policies and Use of Estimates

Basis of Accounting

The financial statements of the Plan are prepared 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 certain reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock ("allocated") and (b) stock not yet allocated to employees ("unallocated"), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

Investment Valuation and Income Recognition

The common shares of the Company are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as those held during the year.

The classification of investment earnings (losses) reported above and in the statement of changes in net assets available for benefits may differ from the classification of earnings (losses) on Form 5500 due to different reporting requirements on Form 5500.

Payments of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

The Plan's expenses are paid by either the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits.

Subsequent Events

The Company has evaluated subsequent events through October 7, 2019, the date which the financial statements were available to be issued.

Note 3 - Investments

The Plan's investments at December 31, 2018 and 2017 are as follows:

	2018		
	Allocated	Unallocated	Total
Number of shares of Plan Sponsor Common Stock	244,858	294,142	539,000
Cost	$ 695,052	$ 834,948	$ 1,530,000
Fair value	$ 2,056,810	$ 2,470,790	$ 4,527,600

	2017		
	Allocated	Unallocated	Total
Number of shares of Plan Sponsor Common Stock	211,872	327,128	539,000
Cost	$ 601,418	$ 928,582	$ 1,530,000
Fair value	$ 1,915,324	$ 2,957,236	$ 4,872,560

Note 4 - Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under the FASB ASC 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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.

Company Common Stock – The fair value of the Company common stock held in the Plan is valued at estimated fair value based upon an independent appraisal. The appraisal was based upon a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, discount rates, return on assets, return on equity, market comparables and estimated fair value of Company assets and liabilities, including certain discounts.

The valuation process involves Plan management's selection of an independent appraiser on an annual basis. Plan management accumulates the data for the appraiser from the audited financial statements of the Company. The appraiser prepares a preliminary report which Plan management, along with the board and ESOP trustee, review in detail, discuss, and approve. The results of this process are documented in the minutes of the board.

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.

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

	2018			
	(Level 1)	(Level 2)	(Level 3)	Total
Common stock	$ -	$ -	$ 4,527,600	$ 4,527,600
Total investments at fair value	$ -	$ -	$ 4,527,600	$ 4,527,600

	2017			
	(Level 1)	(Level 2)	(Level 3)	Total
Common stock	$ -	$ -	$ 4,872,560	$ 4,872,560
Total investments at fair value	$ -	$ -	$ 4,872,560	$ 4,872,560

Gains and losses (realized and unrealized) included in changes in net assets for the period are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

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

Balance, Beginning of Year	$ 4,872,560
Unrealized losses included in earnings	(344,960)
Balance, End of Year	$ 4,527,600

The total amount of gains and losses (realized and unrealized) for the period included in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date is the amount noted above.

Transfers Between Levels

For the years ended December 31, 2018 and 2017, there were no significant transfers between Level 1 and 2 and no transfers in or out of Level 3.

Note 5 - Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated September 25, 2013, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. Subsequent to the issuance of the determination letter, the Plan was amended. However, the Company and Plan management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and the Plan and the related trust continue to be tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain 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 6 - Loan Payable

On December 31, 2012, the Plan entered into a $1,530,000 term loan agreement with the Company. The cash proceeds from the $1,530,000 loan were used by the Plan to acquire a 100% interest in the common shares of the Company. Unallocated shares are collateral for the loans.

Each year, shares are released based on the number of financed shares held in the Loan Suspense Account immediately before the release times the ratio of the payments of principal and interest on the acquisition loans for the Plan year bear to the total projected payments of principal and interest over the duration of the acquisition loan repayment period.

The loan agreement provides for annual principal and interest payments until maturity on December 31, 2027. The outstanding balance of the loan as of December 31, 2018 and 2017 was $878,585 and $966,040, respectively. The following schedule shows the principal maturity requirements related to this loan as of December 31:

2019	$	89,553
2020		91,651
2021		93,902
2022		96,156
2023		98,464
Thereafter		408,859
Total	$	878,585

The loan interest rate at December 31, 2018, was 2.40%.

Note 7 - Related Party and Party-in-Interest Transactions

The Plan invests in Company common stock and has loans payable to the Company.

As described in Note 2, the Plan paid certain administrative expenses related to Plan operations to various service providers. These transactions are exempt party-in-interest transactions under the ERISA.

Note 8 - Risks and Uncertainties

The Plan's investments consist primarily of the Company's common stock, which is exposed to various risks such as interest rate, market, and credit risks, as well as valuation assumptions based on earnings, cash flows and other such techniques. Due to the level of risk associated with the investment in the common stock and to uncertainties inherent in estimates and assumptions, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Note 9 - Administration of Plan Assets

The Plan's assets, which consist principally of Leevers Supermarkets, Inc. common shares, are held by the trustee of the Plan. Company contributions are held by the trustee and managed by the third-party administrator, SES Advisors. Certain administrative functions are performed by officers or employees of the Company. No officer or employee receives compensation from the Plan. Administrative expenses for the third-party administrator's fees are paid by the Company.

Note 10 - Plan Amendments

The Plan was amended during the year ended December 31, 2018, to allow special distributions when employment is terminated due to the sale or closure of a store location. The Plan was amended during the year ended December 31, 2017, to comply with recent legislative and regulatory changes.

Supplementary Information
December 31, 2018

Leevers Supermarkets, Inc.
Employee Stock Ownership Plan

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Non-Participant Directed			
*	Leevers Supermarkets, Inc.	Common stock, 539,000 shares	$ 1,530,000	$ 4,527,600

*Party-in-interest as defined by ERISA.

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.)
- ☒ 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
Leevers Supermarkets, Inc.
Employee Stock Ownership Plan

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2012

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)
Leevers Supermarkets, Inc.

2195 North State Highway 83
Unit AA
Franktown CO 80116

2b Employer Identification Number (EIN) 45-0275647

2c Plan Sponsor's telephone number (303)814-8646

2d Business code (see instructions) 445110

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	[signature]	9/17/19	Kirk Rustvold
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	9/17/19	Kirk Rustvold
	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

Filing Authorization – 2018 Form 5500

NAME OF PLAN: Leevers Supermarkets, Inc. Employee Stock Ownership Plan

Plan Year Ending: 12/31/18

I hereby authorize SES ESOP Plan Services, an Ascensus company ("SES") to electronically sign and file the above-named return/report through EFAST2.

I understand that in granting this authority that:

- We agree to sign and date page 1 of the Form 5500 and provide a copy of that signature page to SES before the electronic filing can be initiated;
- SES will retain a copy of this written authorization in its records;
- SES will notify the individual(s) signing below as plan administrator/employer about any inquiries and information it receives from EFAST2, DOL, IRS, or PBGC regarding this annual return/report; and

This authorization is applicable only to the filing for the above-named Plan and applies only for Plan year-end stated above.

Plan Administrator/Sponsor: _____

Date: 9/17/19

On behalf of SES, I hereby certify that the firm will use the authority granted only for the express purposes described above; that the firm will not disclose confidential information to any parties other than the DOL, as required for EFAST filing; and that the firm will take reasonable steps to assure that confidential information provided by the Plan Administrator or Plan Sponsor is protected from unauthorized disclosure.

Mirjana Nikolić

_____ Date: 9/17/19

Mirjana Nikolic, SES

Financial Statements
December 31, 2018 and 2017

Leevers Supermarkets, Inc.
Employee Stock Ownership Plan

Leevers Supermarkets, Inc. Employee Stock Ownership Plan

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EideBailly

CPAs & BUSINESS ADVISORS

Independent Auditor's Report

Board of Trustees
Leevers Supermarkets, Inc. Employee Stock Ownership Plan
Franktown, Colorado

Report on the Financial Statements
We have audited the accompanying statements of Leevers Supermarkets, Inc. Employee Stock Ownership Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on 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 Plan'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 Plan'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.

4310 17th Ave. S. | P.O. Box 2545 | Fargo, ND 58108-2545 | T 701.239.8500 | F 701.239.8600 | EOE

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 and 2017, and the changes in net assets available for benefits for the year ended December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information
Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of schedule H, line 4i-schedule of assets held at end of year as of December 31, 2018, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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.

Eide Bailly LLP

Fargo, North Dakota
October 7, 2019

Leevers Supermarkets, Inc. Employee Stock Ownership Plan

Statements of Net Assets Available for Benefits

December 31, 2018 and 2017

	2018			2017		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Cash	$ 6,414	$ -	$ 6,414	$ 4,360	$ -	$ 4,360
Investments, at fair value, non-participant directed	2,056,810	2,470,790	4,527,600	1,915,324	2,957,236	4,872,560
Total Assets	2,063,224	2,470,790	4,534,014	1,919,684	2,957,236	4,876,920
Liabilities						
Loan payable	-	878,585	878,585	-	966,040	966,040
Net Assets Available for Benefits	$ 2,063,224	$ 1,592,205	$ 3,655,429	$ 1,919,684	$ 1,991,196	$ 3,910,880

See Notes to Financial Statements

Leevers Supermarkets, Inc. Employee Stock Ownership Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2018

	Allocated	Unallocated	Total
Additions			
Investment income (loss)			
Net depreciation in fair value of investments	$ (135,598)	$ (209,362)	$ (344,960)
Interest income	93	-	93
Contributions			
Employer, cash contributions	14,293	110,639	124,932
Other	1,960	-	1,960
Allocation of 32,986 shares of Leevers Supermarkets, Inc. common stock in 2018	277,084	-	277,084
	157,832	(98,723)	59,109
Deductions			
Benefits paid to participants	14,292	-	14,292
Interest expense	-	23,184	23,184
Allocation of 32,986 shares of Leevers Supermarkets, Inc. common stock in 2018	-	277,084	277,084
Total deductions	14,292	300,268	314,560
Net Increase (Decrease)	143,540	(398,991)	(255,451)
Net Assets Available for Benefits			
Beginning of year	1,919,684	1,991,196	3,910,880
End of year	$ 2,063,224	$ 1,592,205	$ 3,655,429

See Notes to Financial Statements

Note 1 - Description of Plan

The following brief description of the Leevers Supermarkets, Inc. Employee Stock Ownership Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Leevers Supermarkets, Inc. (the Company) established the Plan effective as of January 1, 2012. The Plan operates, in relevant part, as a leveraged 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 (IRC), as amended and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (the ERISA). The Plan is administered by the ESOP committee of the Company. The trust department of an independent third-party bank is the Plan's trustee.

In 2012, the Plan purchased Leevers Supermarkets, Inc. common stock using the proceeds of a note (Note 6) and holds the common stock in a trust established under the Plan. As the Plan makes debt payments, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under IRC.

The borrowing is collateralized by the unallocated shares of stock and is guaranteed by the Company. The lender has no rights against shares of the stock once they are allocated to participants in accordance with the terms of the ESOP. Accordingly, the financial statements of the Plan as of December 31, 2018 and 2017, and for the year ended December 31, 2018, present separately the assets and liabilities and changes therein pertaining to:

1. Accounts of employees with vested rights in allocated common stock (allocated).
2. Common stock not yet allocated to employees (unallocated).

Eligibility

Employees are eligible to participate in the Plan if they are at least 21 years of age and completed one year of service. An employee will be credited with one year of service if they have worked at least 1,000 hours during a twelve-consecutive month period. Employees under a collective bargaining agreement and leased employees are not eligible for the plan.

Entry Date

Employees may enter the Plan on the first day of the Plan year that they meet the eligibility requirements.

Contributions

Contributions to the Plan are made by the Company at the discretion of the Board of Directors. The contributions will be allocated according to the pro rata share of each participant's compensation to total eligible compensation. Participants must be 21 years of age, have at least 1,000 hours of service during a Plan year, and be employed on the last working day of the Plan year to receive an allocation of the contribution. A participant need not be employed on the last day of the Plan year or have 1,000 hours of service during the Plan year to share contributions if he or she dies, retires after reaching normal retirement age, or becomes disabled during the Plan year.

Voting Rights

All Company stock held by the trust shall be voted by the trustee in accordance with instructions from the Plan committee for major corporate events such as mergers or liquidations. In the event of a major corporate event, each participant is entitled to exercise voting rights attributable to the shares allocated to their account.

Put Option

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to a participant for which there is no market. The put price is representative of the fair market value of the stock. The repurchase can occur over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of the Plan year with employer contributions and allocation of shares of Leevers Supermarkets, Inc.'s common stock. Allocations are based on a participant's eligible compensation, relative to the total eligible compensation. Plan earnings are allocated to each participant's account based on the ratio of the participant's account balance to all participants' account balances.

Vesting

Vesting in the employer contributions and related earnings is based on years of service earned as follows:

Participant's Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Participants are 100% vested in their account balances upon retirement, death, or disability.

Forfeitures

At December 31, 2018 and 2017, forfeited non-vested accounts totaled $1,960 and $1,281, respectively. These forfeitures are allocated to each participant's account based upon the relation of the participant's compensation to total compensation for the Plan year.

Payment of Benefits

A participant is entitled to benefits as soon as administratively possible after one of the following events:

- Retirement, age 65
- Disability
- Termination of employment
- Death
- Age 70 ½

For participants that terminate employment for reasons other than attainment of retirement age, disability or death and the value of the participant's account will become distributable the end of the fifth plan following Termination in the form of cash or shares. Payment will be made in a single lump sum if the Plan has cash available to fund the distribution. Participants with account balances less than $1,000 shall receive the vested account balance in a lump sum by the following plan year end. Participants with accounts between $1,000 and $5,000 can elect to have the vested balance paid out in a single lump sum the end of the following plan year. Participants will be paid out in a lump sum to the extent that the Plan has cash available for distribution. Participant accounts greater than the extant that the Plan has available cash for distributions but less than $1,015,000 will be paid out in equal annual installments over no more than five years. Participant accounts greater than $1,015,000 will be paid out in equal installments over the max of 10 years.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of their accounts which are invested in shares of employer stock. In the sixth year, the percentage changes to 50%. Participants who elect to diversify receive a cash distribution or may direct the Plan to transfer the distribution to another qualified plan of the Company which accepts such transfers, provided that such plan permits employee-directed investments and does not invest in Employer Securities to a substantial degree. No diversifications have been made as the Plan hasn't been in effect for 10 years.

Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time, subject to Plan provisions. If the Plan is terminated, or if employer contributions are completely discontinued, all amounts credited to participants' accounts will become 100% vested. Upon termination of the Plan, the board directs the Trustee to pay all liabilities and expenses of the ESOP and to sell shares of financed common stock held as collateral to the extent it determines such sale will be necessary in order to repay the loan. Subsequently, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the IRC.

Note 2 - Significant Accounting Policies and Use of Estimates

Basis of Accounting

The financial statements of the Plan are prepared 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 certain reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock ("allocated") and (b) stock not yet allocated to employees ("unallocated"), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

Investment Valuation and Income Recognition

The common shares of the Company are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as those held during the year.

The classification of investment earnings (losses) reported above and in the statement of changes in net assets available for benefits may differ from the classification of earnings (losses) on Form 5500 due to different reporting requirements on Form 5500.

Payments of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

The Plan's expenses are paid by either the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits.

Subsequent Events

The Company has evaluated subsequent events through October 7, 2019, the date which the financial statements were available to be issued.

Note 3 - Investments

The Plan's investments at December 31, 2018 and 2017 are as follows:

	2018		
	Allocated	Unallocated	Total
Number of shares of Plan Sponsor Common Stock	244,858	294,142	539,000
Cost	$ 695,052	$ 834,948	$ 1,530,000
Fair value	$ 2,056,810	$ 2,470,790	$ 4,527,600

	2017		
	Allocated	Unallocated	Total
Number of shares of Plan Sponsor Common Stock	211,872	327,128	539,000
Cost	$ 601,418	$ 928,582	$ 1,530,000
Fair value	$ 1,915,324	$ 2,957,236	$ 4,872,560

Note 4 - Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under the FASB ASC 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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.

Company Common Stock – The fair value of the Company common stock held in the Plan is valued at estimated fair value based upon an independent appraisal. The appraisal was based upon a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, discount rates, return on assets, return on equity, market comparables and estimated fair value of Company assets and liabilities, including certain discounts.

The valuation process involves Plan management's selection of an independent appraiser on an annual basis. Plan management accumulates the data for the appraiser from the audited financial statements of the Company. The appraiser prepares a preliminary report which Plan management, along with the board and ESOP trustee, review in detail, discuss, and approve. The results of this process are documented in the minutes of the board.

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.

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

	2018			
	(Level 1)	(Level 2)	(Level 3)	Total
Common stock	$ -	$ -	$ 4,527,600	$ 4,527,600
Total investments at fair value	$ -	$ -	$ 4,527,600	$ 4,527,600

	2017			
	(Level 1)	(Level 2)	(Level 3)	Total
Common stock	$ -	$ -	$ 4,872,560	$ 4,872,560
Total investments at fair value	$ -	$ -	$ 4,872,560	$ 4,872,560

Gains and losses (realized and unrealized) included in changes in net assets for the period are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

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

Balance, Beginning of Year	$ 4,872,560
Unrealized losses included in earnings	(344,960)
Balance, End of Year	$ 4,527,600

The total amount of gains and losses (realized and unrealized) for the period included in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date is the amount noted above.

Transfers Between Levels

For the years ended December 31, 2018 and 2017, there were no significant transfers between Level 1 and 2 and no transfers in or out of Level 3.

Note 5 - Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated September 25, 2013, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. Subsequent to the issuance of the determination letter, the Plan was amended. However, the Company and Plan management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and the Plan and the related trust continue to be tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain 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 6 - Loan Payable

On December 31, 2012, the Plan entered into a $1,530,000 term loan agreement with the Company. The cash proceeds from the $1,530,000 loan were used by the Plan to acquire a 100% interest in the common shares of the Company. Unallocated shares are collateral for the loans.

Each year, shares are released based on the number of financed shares held in the Loan Suspense Account immediately before the release times the ratio of the payments of principal and interest on the acquisition loans for the Plan year bear to the total projected payments of principal and interest over the duration of the acquisition loan repayment period.

The loan agreement provides for annual principal and interest payments until maturity on December 31, 2027. The outstanding balance of the loan as of December 31, 2018 and 2017 was $878,585 and $966,040, respectively. The following schedule shows the principal maturity requirements related to this loan as of December 31:

2019	$	89,553
2020		91,651
2021		93,902
2022		96,156
2023		98,464
Thereafter		408,859
Total	$	878,585

The loan interest rate at December 31, 2018, was 2.40%.

Note 7 - Related Party and Party-in-Interest Transactions

The Plan invests in Company common stock and has loans payable to the Company.

As described in Note 2, the Plan paid certain administrative expenses related to Plan operations to various service providers. These transactions are exempt party-in-interest transactions under the ERISA.

Note 8 - Risks and Uncertainties

The Plan's investments consist primarily of the Company's common stock, which is exposed to various risks such as interest rate, market, and credit risks, as well as valuation assumptions based on earnings, cash flows and other such techniques. Due to the level of risk associated with the investment in the common stock and to uncertainties inherent in estimates and assumptions, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Note 9 - Administration of Plan Assets

The Plan's assets, which consist principally of Leevers Supermarkets, Inc. common shares, are held by the trustee of the Plan. Company contributions are held by the trustee and managed by the third-party administrator, SES Advisors. Certain administrative functions are performed by officers or employees of the Company. No officer or employee receives compensation from the Plan. Administrative expenses for the third-party administrator's fees are paid by the Company.

Note 10 - Plan Amendments

The Plan was amended during the year ended December 31, 2018, to allow special distributions when employment is terminated due to the sale or closure of a store location. The Plan was amended during the year ended December 31, 2017, to comply with recent legislative and regulatory changes.

Supplementary Information
December 31, 2018

Leevers Supermarkets, Inc.
Employee Stock Ownership Plan

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Non-Participant Directed			
*	Leevers Supermarkets, Inc.	Common stock, 539,000 shares	$ 1,530,000	$ 4,527,600

*Party-in-interest as defined by ERISA.