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
BRAY INTERNATIONAL, INC. 401(K) P/S PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1990

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)
BRAY INTERNATIONAL, INC.

13333 WESTLAND EAST BLVD.
HOUSTON, TX 77041

2b Employer Identification Number (EIN)
76-0184782

2c Plan Sponsor's telephone number
281-894-5454

2d Business code (see instructions)
333410

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.	10/11/2019	MORTON MANDEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2019	MORTON MANDEL
	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**	719
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)**	622
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	643
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	121
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	765
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	765
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	765
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	39
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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

9a Plan funding arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

- **(1)** [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)** [X] 1 **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 A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
BRAY INTERNATIONAL, INC. 401(K) P/S PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRAY INTERNATIONAL, INC.

D Employer Identification Number (EIN)
76-0184782

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	074036	765	01/01/2018	12/31/2018

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	7616

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LPL FINANCIAL LLC
9785 TOWNE CENTRE DRIVE
SAN DIEGO, CA 92121-1968

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
	7616	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	6220370
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	6177394
c	Additions: (1) Contributions deposited during the year	7c(1)	947386		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	114514		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	702195		
	▶ LOAN REPAYMENTS MISCELLANEOUS IN TRANSFERS IN				
	(6)Total additions			7c(6)	1764095
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	7941489
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	892200		
	(2) Administration charge made by carrier	7e(2)	622		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	828297		
	▶ FORF. DR.,TRANSFERS OUT LOAN INITIATIONS MISC. OUT				
	(5) Total deductions			7e(5)	1721119
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	6220370

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.			**10b**	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
BRAY INTERNATIONAL, INC. 401(K) P/S PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRAY INTERNATIONAL, INC.

D Employer Identification Number (EIN)
76-0184782

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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(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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 49 50 64	NONE	15009	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PANNELL KERR FORSTER

76-0356844

(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	NONE	14102	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL INVESTMENT MANAGEMENT SE

13-4122960

(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?
63 71	NONE	294	Yes [X] No [ ]	Yes [X] No [ ]	499	Yes [X] No [ ]

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

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

LPL FINANCIAL LLC-RPLP

95-2834236

(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?
33 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	45780	Yes [ ] No [X]

(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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2018 TO 12/31/2018 GUARANTEED INCOME FUND

(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

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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
BRAY INTERNATIONAL, INC. 401(K) P/S PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRAY INTERNATIONAL, INC.

D Employer Identification Number (EIN)
76-0184782

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	315	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	698730	700235
(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)	34188569	33645235
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	6177394	6220370
(15) Other	1c(15)	1011645	841958

			(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	42076653	41407798
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	42076653	41407798

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)	1417285	
	(B) Participants	2a(1)(B)	4342949	
	(C) Others (including rollovers)	2a(1)(C)	835406	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6595640
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	43025	
	(F) Other	2b(1)(F)	114514	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		157539
	(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)	373409	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		373409
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		-2952557
c Other income	2c		-20307
d Total income. Add all **income** amounts in column (b) and enter total	2d		4153724
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4639781	
(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)		4639781
f Corrective distributions (see instructions)	2f		14661
g Certain deemed distributions of participant loans (see instructions)	2g		2623
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	165514	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		165514
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4822579
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-668855
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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: PANNELL KERR FOSTER OF TEXAS, P.C. **(2)** EIN: 76-0356844

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		18189
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		2000000
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
BRAY INTERNATIONAL, INC. 401(K) P/S PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BRAY INTERNATIONAL, INC.

D Employer Identification Number (EIN)
76-0184782

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): 22-1211670

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):

Bray International, Inc. 401(k) Profit Sharing Plan and Trust

Financial Statements and Supplemental Schedules

December 31, 2018

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

December 31, 2018

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Supplemental Schedules

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Schedule H, Line 4a - Schedule of Delinquent Participant Contributions 14

Schedules not included herein are omitted because of the absence of the conditions under which they are required.

PANNELL KERR FORSTER OF TEXAS, P.C.

CPAs & Professional Advisors
5847 San Felipe St., Suite 2600
Houston, Texas 77057-3000
Main: (713) 860-1400
Fax: (713) 355-3909
www.pkftexas.com

INDEPENDENT AUDITORS' REPORT

To the Retirement Plan Committee of
Bray International, Inc. 401(k) Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Bray International, Inc. 401(k) Profit Sharing Plan and Trust (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 then ended, and the related notes to 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 U.S. generally accepted accounting principles; 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 U.S. generally accepted auditing standards. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, 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 Prudential Bank & Trust, F.S.B., the trustee and recordkeeper of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2018 and 2017, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, Schedule H, line 4i and Schedule H, line 4a, as of or for the year ended December 31, 2018, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards, and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Pannell Kerr Forster of Texas, P.C.

October 9, 2019

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Statements of Net Assets Available for Benefits

	December 31,	
	2018	2017
Assets		
Investments at fair value		
Mutual funds	$ 33,645,235	$ 34,188,569
Self-directed retirement accounts	841,958	1,011,645
Total investments at fair value	34,487,193	35,200,214
Guaranteed investment contract at contract value	6,220,370	6,177,394
Receivables		
Participant contributions	9,814	-
Employer contributions	4,597	-
Notes receivable from participants	713,471	727,407
Total receivables	727,882	727,407
Total assets	41,435,445	42,105,015
Liabilities		
Total liabilities	-	-
Net assets available for benefits	$ 41,435,445	$ 42,105,015

See accompanying notes to financial statements.

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2018	2017
Additions to net assets		
Participant contributions	$ 4,352,763	$ 3,791,052
Employer contributions	1,422,450	1,393,489
Rollover contributions	835,405	1,338,168
Participant revenue credit	68,806	37,378
Interest and dividends	487,923	355,605
Interest on notes receivable from participants	43,025	41,186
Net appreciation in fair value of investments	-	6,098,943
Total additions	7,210,372	13,055,821
Deductions from net assets		
Benefits paid to participants	4,672,192	2,827,320
Net depreciation in fair value of investments	3,202,153	-
Administrative expenses	5,597	5,224
Total deductions	7,879,942	2,832,544
Net increase (decrease) in net assets available for benefits	(669,570)	10,223,277
Net assets available for benefits - beginning of year	42,105,015	31,881,738
Net assets available for benefits - end of year	$ 41,435,445	$ 42,105,015

See accompanying notes to financial statements.

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2018

Note 1 - Description of the Plan

General

The Bray International, Inc. 401(k) Profit Sharing Plan and Trust (the "Plan") established on January 1, 1990 and most recently amended and restated on October 1, 2019, is a defined contribution plan covering all full-time employees of Bray International, Inc. and certain of its affiliates (the "Company" or "Employer"), subject to certain restrictions for participant eligibility as defined in the *Plan Document*. Users of these financial statements should refer to the *Plan Document* for more complete information of the Plan's provisions.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Plan trustee and recordkeeper

Prudential Bank & Trust, F.S.B. ("Prudential" or the "Trustee") serves as the trustee and recordkeeper of the Plan.

Employee contributions

With the exception of employees covered by a collective bargaining agreement, nonresident aliens and residents or employees performing services in Puerto Rico, participation in the Plan is available to employees of the Company who have completed three months of service and are 18 years of age or older are eligible to participate in the Plan. Effective October 1, 2019, the Plan was amended to eliminate the three months of service requirement. From January 1, 2017 through March 31, 2017, newly eligible participants are automatically enrolled into the Plan at 2% of pre-tax eligible participant compensation with an automatic annual 2% increase of pre-tax deferrals, up to a maximum of 8% unless the participant makes a contrary election. Effective April 1, 2017, the Plan was amended to increase the automatic pre-tax deferral percentage of new participants from 2% to 4% and also increase the automatic annual escalation feature of the Plan for all participants from a maximum deferral percentage of 8% to 10%. In addition, on the first day of each Plan year, participants with an elective pre-tax deferral less than the automatic deferral percentage of 4% will be subject to the automatic pre-tax deferral percentage of 4% with annual automatic deferral increases. Effective April 2, 2018, the Plan was amended and restated to increase the automatic pre-tax deferral percentage of new participants from 4% to 6% and also increase the automatic annual escalation feature of the Plan for all participants from a maximum deferral percentage of 10% to 12%. On the first day of each Plan year, participants with an elective pre-tax deferral less than the automatic deferral percentage of 6% will be subject to the automatic deferral percentage of 6% with annual automatic deferral increases. Participants may make pre-tax contributions up to 92% of their earnings through payroll deductions not to exceed the limits set by the Internal Revenue Code ("IRC"), which limits the annual amount of salary deferrals that may be made by a participant. Participants may also make voluntary contributions to the Plan on an after-tax basis, subject to certain limitations. Participants, who are age 50 or older by the end of the calendar year and are making deferral contributions to the Plan, may also make catch-up contributions up to the limit dictated by the IRC.

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2018

Note 1 - Description of the Plan (Continued)

Employer contributions

The Company, at its discretion, may make qualified matching contributions not to exceed 6% of compensation. The Company makes a matching contribution equal to 100% of the first 1% of participant contributions, and 50% of additional contributions, up through 6% of the participant's monthly compensation. Effective October 1, 2019, the Company, at its discretion may provide a discretionary true up contribution.

Participant accounts

Each participant's account is credited with the participant's contribution, rollover contribution, if any, matching contributions and allocations of Plan earnings or losses, participant revenue credit, and administrative expenses. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings or losses thereon. A participant is vested in the Company's matching contributions and related earnings or losses thereon as follows:

Year(s) of Service	Percent Vested
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Notes receivable from participants

Participants may borrow from their fund accounts up to a maximum equal to the lesser of 50% of their vested account balance or $50,000. The loans are made for terms not to exceed five years unless the loan is used to acquire a principal residence, in which case, the administrator may permit a longer repayment term. The notes receivable are secured by the balance in the participant's account and bear interest at the prime rate plus 2%. Participants may only have one loan outstanding at any one time. Effective March 1, 2017, the Plan was amended to allow for notes receivables from participants of certain predecessor employers acquired by the Company to be rolled into the Plan.

Benefit payments

Upon termination of service, death, disability, or retirement, a participant may elect a distribution in the form of a lump-sum amount. In-service withdrawals are permitted when a participant reaches age 59-1/2 or in the event of financial hardship as defined by the Plan. In-service withdrawals as a result of financial hardship result in a suspension of participant contributions for a period of six months.

Note 1 - Description of the Plan (Continued)

Benefit payments (continued)

If the value of the terminated participant's vested account balance (excluding rollover contributions) is less than $5,000, the Company is allowed to distribute the entire vested account balance out of the Plan. If the value of the participant's vested account balance is more than $1,000 but less than $5,000 and the participant does not consent to a lump sum distribution, the account balance will be distributed to an individual retirement account for the benefit of the participant at the direction of the Plan administrator. If the participant's vested account balance is greater than $5,000, the participant may elect to receive a lump sum distribution, roll the balance into another qualified retirement plan or an individual retirement account, or leave the vested balance in the Plan. Any taxable distribution paid by the Trustee directly to the participant will be subject to mandatory federal income tax withholding of 20% of the requested distribution.

Forfeitures

Upon termination of service, a participant's vested account balance will be distributed to the participant or directly rolled into other qualified plans depending on the status of the original contribution and participant direction. The unvested amount is forfeited and maintained in the forfeiture account and may be used to pay administrative expenses or to reduce future employer contributions payable under the Plan. During 2018 and 2017, forfeitures of $167,112 and $0, respectively, were applied to reduce employer contributions. As of December 31, 2018 and 2017, there were $29,487 and $128,471, respectively, of forfeitures that had not yet been applied.

Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated by the Company, all participants will become 100% vested in their accounts.

Note 2 - Summary of Significant Accounting Policies

Basis of presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").

Investment valuation and income recognition

The Plan's investments are stated at fair value or contract value in the financial statements. 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 and Note 5 for discussion of contract value.

Note 2 - Summary of Significant Accounting Policies (Continued)

Investment valuation and income recognition (continued)

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

Unrealized appreciation or depreciation in the fair value of investments held at year end is determined using the fair value at the beginning of the year or the purchase price if the investment is acquired during the year.

The realized gain or loss on the sale of investments is determined using historical cost. Upon the sale of an investment, the current year unrealized appreciation or depreciation is adjusted for unrealized gains and losses recognized in prior years. Unrealized appreciation or depreciation and realized gains and losses are reported as net appreciation or depreciation in fair value of investments in the statements of changes in net assets available for benefits.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions, based upon terms of the *Plan Document*, upon liquidation of their account balance.

Financial instruments and credit risk

Financial instruments which potentially subject the Plan to credit risk include investments in mutual funds, a guaranteed investment contract and self-directed retirement accounts. Investments are exposed to various risks, such as interest rate, market volatility, 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 those changes could materially affect the amounts reported in the statements of net assets available for benefits. Plan participants bear the risk of any investment losses.

Administrative expenses

Administrative expenses of the Plan, if not paid by the Plan, are paid by the Company.

Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results may differ from these estimates.

Note 2 - Summary of Significant Accounting Policies (Continued)

New accounting pronouncement

The Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement* in August 2018. The ASU modifies the disclosure requirements for the fair value measurements in Topic 820, including the removal, modification to, and addition of certain disclosure requirements. The ASU will be effective for the Plan's fiscal year beginning after December 15, 2019. The provisions of the ASU are not expected to have a material impact on the Plan's financial statements.

Note 3 - Information Certified by the Trustee (Unaudited)

For Plan years 2018 and 2017, the financial information included in the Plan's financial statements and Schedule H, line 4i, except for contributions receivable, contributions, participant revenue credit, benefits paid to participants, and administrative expenses, has been derived from information certified as complete and accurate by Prudential, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note 4 - Fair Value Measurements

The Plan uses a three-level hierarchy for grouping assets and liabilities, based on the significance of inputs. The hierarchy of fair value measurements is described below:

- Level 1 – quoted prices in active markets for identical assets or liabilities;
- Level 2 – inputs other than level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of these assets or liabilities; or
- Level 3 – unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to 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:

- Mutual funds – these investments are valued daily at the net asset value of shares or units.

- Self-directed retirement accounts – these investments are valued based on the underlying net asset values of the investments. Some securities within the investments are valued daily, while others are not. Prices are updated daily using quoted market prices as provided by the Trustee.

Note 4 - Fair Value Measurements (Continued)

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 valuation methods are considered 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 Plan's investments measured at fair value are as follows as of December 31, 2018:

	Level 1	Level 2	Total
Mutual funds	$ 33,645,235	$ -	$ 33,645,235
Self-directed retirement accounts	841,958	-	841,958
Total	$ 34,487,193	$ -	$ 34,487,193

The Plan's investments measured at fair value are as follows as of December 31, 2017:

	Level 1	Level 2	Total
Mutual funds	$ 34,188,569	$ -	$ 34,188,569
Self-directed retirement accounts	1,011,645	-	1,011,645
Total	$ 35,200,214	$ -	$ 35,200,214

Note 5 - Investment Contract with Insurance Company

Effective January 1, 2013, the Plan entered into a fully benefit-responsive investment contract (the "Contract") with the Trustee. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Contract value, as reported to the Plan by the Trustee, represents contributions made under the contract, plus earnings at guaranteed crediting rates, less participant withdrawals and administrative expenses. Participants may ordinarily direct withdrawals or transfer all or a portion of their investment at contract value.

The Contract can be redeemed daily unless the amounts transferred from the Trustee are being transferred to a competing contract for a period of 90 calendar days beginning on the date such an amount is transferred from the account or if a partial transfer has occurred within the last 90 calendar days. Participants may be subject to a surrender charge or market value adjustment upon early liquidation of their investment in the Contract.

Note 5 - Investment Contract with Insurance Company (Continued)

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, as determined semi-annually, but it may not be less than 1.50% before the asset charge and is guaranteed for the life of the Contract. Such interest rates may change from time to time. Any such change by Prudential shall be declared in advance and shall become effective as of the first day of the month immediately following the date the Plan is mailed notice of such a change. The declared interest rate credited during a contract year shall not be less than the guaranteed rate for such contract year.

Note 6 - Tax Status

The Plan has adopted a prototype plan document, which obtained its latest opinion letter on April 29, 2014, in which the Internal Revenue Service ("IRS") stated that the prototype plan, as designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

Note 7 - Party-In-Interest Transactions

Certain Plan investments are shares of investments managed by Prudential, therefore, these transactions qualify as party-in-interest transactions.

An affiliate of the Trustee (the "Affiliate") provides certain administrative services to the Plan pursuant to a service agreement. The Affiliate receives revenue from investment service providers for services the Trustee provides to the funds. This revenue is used to offset certain amounts owed to the Affiliate for its administrative services to the Plan. If the revenue received by the Affiliate exceeds the amount owed under the service agreement, the Affiliate remits the excess to the Plan's trust annually not to exceed six weeks following the close of the Plan year. The excess, referred to as Participant Revenue Credits ("PRC"), is allocated to participants or used to pay Plan expenses in accordance with the *Plan Document*. During 2018 and 2017, the Plan received $68,806 and $37,378, respectively, of PRC and $134,000 and $0, respectively, of PRC funds were allocated to participants. Effective July 1, 2018, the PRC is calculated quarterly and remitted to the Plan's trust, not to exceed six weeks following the close of the Plan quarter.

Note 8 - Reconciliation of Financial Statements to Form 5500

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

	2018	2017
Net assets available for benefits per the financial statements	$ 41,435,445	$ 42,105,015
Employee contributions receivable	(9,814)	-
Employer contributions receivable	(4,597)	-
Deemed distributions	(13,236)	(28,362)
Net assets available for benefits per Form 5500	$ 41,407,798	$ 42,076,653

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements to net income (loss) per Form 5500 for the years ended December 31:

	2018	2017
Net increase (decrease) in net assets available for benefits per the financial statements	$ (669,570)	$ 10,223,277
Change in employee contributions receivable	(9,814)	93,143
Change in employer contributions receivable	(4,597)	36,787
Change in deemed distributions	15,126	(28,362)
Net income (loss) per Form 5500	$ (668,855)	$ 10,324,845

Note 9 - Subsequent Events

Management has evaluated subsequent events through October 9, 2019, which was the date that the financial statements were available to be issued, and has determined that there are no other subsequent events to be reported other than the Plan amendment disclosed in Note 1.

SUPPLEMENTAL SCHEDULES

Bray International, Inc. 401(k) Profit Sharing Plan and Trust
Employer Identification Number: 76-0184782 - Plan Number: 001

Schedule H, line 4i - Schedule of Assets Held at End of Year

December 31, 2018

a	b	c	d	e
	Identity of issue, borrower, lessor, or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current value**
		Mutual Funds		
	Legg Mason	Brandywine Global Opportunities Bond Class A	**	$ 1,034,215
	Columbia	Columbia Balanced A	**	1,185,153
	Columbia	Columbia Dividend Income Institutional	**	5,437,741
	Delaware Investments	Delaware Small Cap Value A	**	945,170
	Fidelity Investments	Fidelity Advisor Energy A	**	39,220
	Fidelity Investments	Fidelity Advisor Materials A	**	37,827
	JPMorgan	JPMorgan Core Plus Bond A	**	2,873,538
	JPMorgan	JPMorgan Large Cap Growth A	**	5,681,747
	JPMorgan	JPMorgan Mid Cap Value Fund A	**	1,356,525
	JPMorgan	JPMorgan SmartRetirement 2020 A	**	69,182
	JPMorgan	JPMorgan SmartRetirement 2025 A	**	111,173
	JPMorgan	JPMorgan SmartRetirement 2030 A	**	84,414
	JPMorgan	JPMorgan SmartRetirement 2035 A	**	23,389
	JPMorgan	JPMorgan SmartRetirement 2040 A	**	34,464
	JPMorgan	JPMorgan SmartRetirement 2045 A	**	44,642
	JPMorgan	JPMorgan SmartRetirement 2050 A	**	21,034
	JPMorgan	JPMorgan SmartRetirement 2055 A	**	64,476
	JPMorgan	JPMorgan SmartRetirement Income A	**	29,514
	JPMorgan	JPMorgan US Research Enhanced Equity A	**	2,354,878
	Loomis Sayles Funds	Loomis Sayles Global Allocation A	**	61,143
	OppenheimerFunds	Oppenheimer Developing Markets A	**	1,568,664
	OppenheimerFunds	Oppenheimer Global Opportunities A	**	1,914,883
	OppenheimerFunds	Oppenheimer International Growth A	**	3,938,146
	Pioneer	Pioneer Growth Opportunities A	**	2,412,572
	Vanguard	Vanguard Small Capitalization Growth Index Fund Investor Shares	**	2,321,525
		Guaranteed Investment Contract		
*	Prudential Bank & Trust, F.S.B.	Guaranteed Income Fund	**	6,220,370
		Self-Directed Retirement Accounts		
	Self-Directed Retirement Accounts	Self-Directed Retirement Accounts	**	841,958
*	Participant loans	Principal balances ranging up to $46,454 at interest rates from 5.25% to 7.25% per annum, secured by participants' individual vested accrued benefits, maturing at various dates through June 2030.	-	713,471

* Party-in-interest as defined by ERISA

** Cost omitted for participant-directed investments.

Bray International, Inc. 401(k) Profit Sharing Plan and Trust
Employer Identification Number: 76-0184782 - Plan Number: 001

Schedule H, line 4a - Schedule of Delinquent Participant Contributions

For the Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☑	Contributions Not Corrected (*)	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 18,189	$ 18,189	$ -	$ -	$ -

* This represents the total amount of participant contributions that were withheld from employees, but not remitted timely into trust by the Plan Sponsor. The amount includes $18,189 of untimely remittances in 2018 that are pending correction.

Bray International, Inc. 401(k) Profit Sharing Plan and Trust

Financial Statements and Supplemental Schedules

December 31, 2018

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

December 31, 2018

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Schedules not included herein are omitted because of the absence of the conditions under which they are required.

PANNELL KERR FORSTER OF TEXAS, P.C.

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INDEPENDENT AUDITORS' REPORT

To the Retirement Plan Committee of
Bray International, Inc. 401(k) Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Bray International, Inc. 401(k) Profit Sharing Plan and Trust (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 then ended, and the related notes to 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 U.S. generally accepted accounting principles; 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 U.S. generally accepted auditing standards. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, 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 Prudential Bank & Trust, F.S.B., the trustee and recordkeeper of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2018 and 2017, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, Schedule H, line 4i and Schedule H, line 4a, as of or for the year ended December 31, 2018, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards, and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Pannell Kerr Forster of Texas, P.C.

October 9, 2019

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Statements of Net Assets Available for Benefits

	December 31,	
	2018	2017
Assets		
Investments at fair value		
Mutual funds	$ 33,645,235	$ 34,188,569
Self-directed retirement accounts	841,958	1,011,645
Total investments at fair value	34,487,193	35,200,214
Guaranteed investment contract at contract value	6,220,370	6,177,394
Receivables		
Participant contributions	9,814	-
Employer contributions	4,597	-
Notes receivable from participants	713,471	727,407
Total receivables	727,882	727,407
Total assets	41,435,445	42,105,015
Liabilities		
Total liabilities	-	-
Net assets available for benefits	$ 41,435,445	$ 42,105,015

See accompanying notes to financial statements.

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2018	2017
Additions to net assets		
Participant contributions	$ 4,352,763	$ 3,791,052
Employer contributions	1,422,450	1,393,489
Rollover contributions	835,405	1,338,168
Participant revenue credit	68,806	37,378
Interest and dividends	487,923	355,605
Interest on notes receivable from participants	43,025	41,186
Net appreciation in fair value of investments	-	6,098,943
Total additions	7,210,372	13,055,821
Deductions from net assets		
Benefits paid to participants	4,672,192	2,827,320
Net depreciation in fair value of investments	3,202,153	-
Administrative expenses	5,597	5,224
Total deductions	7,879,942	2,832,544
Net increase (decrease) in net assets available for benefits	(669,570)	10,223,277
Net assets available for benefits - beginning of year	42,105,015	31,881,738
Net assets available for benefits - end of year	$ 41,435,445	$ 42,105,015

See accompanying notes to financial statements.

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2018

Note 1 - Description of the Plan

General

The Bray International, Inc. 401(k) Profit Sharing Plan and Trust (the "Plan") established on January 1, 1990 and most recently amended and restated on October 1, 2019, is a defined contribution plan covering all full-time employees of Bray International, Inc. and certain of its affiliates (the "Company" or "Employer"), subject to certain restrictions for participant eligibility as defined in the *Plan Document*. Users of these financial statements should refer to the *Plan Document* for more complete information of the Plan's provisions.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Plan trustee and recordkeeper

Prudential Bank & Trust, F.S.B. ("Prudential" or the "Trustee") serves as the trustee and recordkeeper of the Plan.

Employee contributions

With the exception of employees covered by a collective bargaining agreement, nonresident aliens and residents or employees performing services in Puerto Rico, participation in the Plan is available to employees of the Company who have completed three months of service and are 18 years of age or older are eligible to participate in the Plan. Effective October 1, 2019, the Plan was amended to eliminate the three months of service requirement. From January 1, 2017 through March 31, 2017, newly eligible participants are automatically enrolled into the Plan at 2% of pre-tax eligible participant compensation with an automatic annual 2% increase of pre-tax deferrals, up to a maximum of 8% unless the participant makes a contrary election. Effective April 1, 2017, the Plan was amended to increase the automatic pre-tax deferral percentage of new participants from 2% to 4% and also increase the automatic annual escalation feature of the Plan for all participants from a maximum deferral percentage of 8% to 10%. In addition, on the first day of each Plan year, participants with an elective pre-tax deferral less than the automatic deferral percentage of 4% will be subject to the automatic pre-tax deferral percentage of 4% with annual automatic deferral increases. Effective April 2, 2018, the Plan was amended and restated to increase the automatic pre-tax deferral percentage of new participants from 4% to 6% and also increase the automatic annual escalation feature of the Plan for all participants from a maximum deferral percentage of 10% to 12%. On the first day of each Plan year, participants with an elective pre-tax deferral less than the automatic deferral percentage of 6% will be subject to the automatic deferral percentage of 6% with annual automatic deferral increases. Participants may make pre-tax contributions up to 92% of their earnings through payroll deductions not to exceed the limits set by the Internal Revenue Code ("IRC"), which limits the annual amount of salary deferrals that may be made by a participant. Participants may also make voluntary contributions to the Plan on an after-tax basis, subject to certain limitations. Participants, who are age 50 or older by the end of the calendar year and are making deferral contributions to the Plan, may also make catch-up contributions up to the limit dictated by the IRC.

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2018

Note 1 - Description of the Plan (Continued)

Employer contributions

The Company, at its discretion, may make qualified matching contributions not to exceed 6% of compensation. The Company makes a matching contribution equal to 100% of the first 1% of participant contributions, and 50% of additional contributions, up through 6% of the participant's monthly compensation. Effective October 1, 2019, the Company, at its discretion may provide a discretionary true up contribution.

Participant accounts

Each participant's account is credited with the participant's contribution, rollover contribution, if any, matching contributions and allocations of Plan earnings or losses, participant revenue credit, and administrative expenses. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings or losses thereon. A participant is vested in the Company's matching contributions and related earnings or losses thereon as follows:

Year(s) of Service	Percent Vested
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Notes receivable from participants

Participants may borrow from their fund accounts up to a maximum equal to the lesser of 50% of their vested account balance or $50,000. The loans are made for terms not to exceed five years unless the loan is used to acquire a principal residence, in which case, the administrator may permit a longer repayment term. The notes receivable are secured by the balance in the participant's account and bear interest at the prime rate plus 2%. Participants may only have one loan outstanding at any one time. Effective March 1, 2017, the Plan was amended to allow for notes receivables from participants of certain predecessor employers acquired by the Company to be rolled into the Plan.

Benefit payments

Upon termination of service, death, disability, or retirement, a participant may elect a distribution in the form of a lump-sum amount. In-service withdrawals are permitted when a participant reaches age 59-1/2 or in the event of financial hardship as defined by the Plan. In-service withdrawals as a result of financial hardship result in a suspension of participant contributions for a period of six months.

Note 1 - Description of the Plan (Continued)

Benefit payments (continued)

If the value of the terminated participant's vested account balance (excluding rollover contributions) is less than $5,000, the Company is allowed to distribute the entire vested account balance out of the Plan. If the value of the participant's vested account balance is more than $1,000 but less than $5,000 and the participant does not consent to a lump sum distribution, the account balance will be distributed to an individual retirement account for the benefit of the participant at the direction of the Plan administrator. If the participant's vested account balance is greater than $5,000, the participant may elect to receive a lump sum distribution, roll the balance into another qualified retirement plan or an individual retirement account, or leave the vested balance in the Plan. Any taxable distribution paid by the Trustee directly to the participant will be subject to mandatory federal income tax withholding of 20% of the requested distribution.

Forfeitures

Upon termination of service, a participant's vested account balance will be distributed to the participant or directly rolled into other qualified plans depending on the status of the original contribution and participant direction. The unvested amount is forfeited and maintained in the forfeiture account and may be used to pay administrative expenses or to reduce future employer contributions payable under the Plan. During 2018 and 2017, forfeitures of $167,112 and $0, respectively, were applied to reduce employer contributions. As of December 31, 2018 and 2017, there were $29,487 and $128,471, respectively, of forfeitures that had not yet been applied.

Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated by the Company, all participants will become 100% vested in their accounts.

Note 2 - Summary of Significant Accounting Policies

Basis of presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").

Investment valuation and income recognition

The Plan's investments are stated at fair value or contract value in the financial statements. 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 and Note 5 for discussion of contract value.

Note 2 - Summary of Significant Accounting Policies (Continued)

Investment valuation and income recognition (continued)

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

Unrealized appreciation or depreciation in the fair value of investments held at year end is determined using the fair value at the beginning of the year or the purchase price if the investment is acquired during the year.

The realized gain or loss on the sale of investments is determined using historical cost. Upon the sale of an investment, the current year unrealized appreciation or depreciation is adjusted for unrealized gains and losses recognized in prior years. Unrealized appreciation or depreciation and realized gains and losses are reported as net appreciation or depreciation in fair value of investments in the statements of changes in net assets available for benefits.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions, based upon terms of the *Plan Document*, upon liquidation of their account balance.

Financial instruments and credit risk

Financial instruments which potentially subject the Plan to credit risk include investments in mutual funds, a guaranteed investment contract and self-directed retirement accounts. Investments are exposed to various risks, such as interest rate, market volatility, 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 those changes could materially affect the amounts reported in the statements of net assets available for benefits. Plan participants bear the risk of any investment losses.

Administrative expenses

Administrative expenses of the Plan, if not paid by the Plan, are paid by the Company.

Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results may differ from these estimates.

Note 2 - Summary of Significant Accounting Policies (Continued)

New accounting pronouncement

The Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement* in August 2018. The ASU modifies the disclosure requirements for the fair value measurements in Topic 820, including the removal, modification to, and addition of certain disclosure requirements. The ASU will be effective for the Plan's fiscal year beginning after December 15, 2019. The provisions of the ASU are not expected to have a material impact on the Plan's financial statements.

Note 3 - Information Certified by the Trustee (Unaudited)

For Plan years 2018 and 2017, the financial information included in the Plan's financial statements and Schedule H, line 4i, except for contributions receivable, contributions, participant revenue credit, benefits paid to participants, and administrative expenses, has been derived from information certified as complete and accurate by Prudential, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note 4 - Fair Value Measurements

The Plan uses a three-level hierarchy for grouping assets and liabilities, based on the significance of inputs. The hierarchy of fair value measurements is described below:

- Level 1 – quoted prices in active markets for identical assets or liabilities;
- Level 2 – inputs other than level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of these assets or liabilities; or
- Level 3 – unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to 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:

- Mutual funds – these investments are valued daily at the net asset value of shares or units.

- Self-directed retirement accounts – these investments are valued based on the underlying net asset values of the investments. Some securities within the investments are valued daily, while others are not. Prices are updated daily using quoted market prices as provided by the Trustee.

Note 4 - Fair Value Measurements (Continued)

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 valuation methods are considered 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 Plan's investments measured at fair value are as follows as of December 31, 2018:

	Level 1	Level 2	Total
Mutual funds	$ 33,645,235	$ -	$ 33,645,235
Self-directed retirement accounts	841,958	-	841,958
Total	$ 34,487,193	$ -	$ 34,487,193

The Plan's investments measured at fair value are as follows as of December 31, 2017:

	Level 1	Level 2	Total
Mutual funds	$ 34,188,569	$ -	$ 34,188,569
Self-directed retirement accounts	1,011,645	-	1,011,645
Total	$ 35,200,214	$ -	$ 35,200,214

Note 5 - Investment Contract with Insurance Company

Effective January 1, 2013, the Plan entered into a fully benefit-responsive investment contract (the "Contract") with the Trustee. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Contract value, as reported to the Plan by the Trustee, represents contributions made under the contract, plus earnings at guaranteed crediting rates, less participant withdrawals and administrative expenses. Participants may ordinarily direct withdrawals or transfer all or a portion of their investment at contract value.

The Contract can be redeemed daily unless the amounts transferred from the Trustee are being transferred to a competing contract for a period of 90 calendar days beginning on the date such an amount is transferred from the account or if a partial transfer has occurred within the last 90 calendar days. Participants may be subject to a surrender charge or market value adjustment upon early liquidation of their investment in the Contract.

Note 5 - Investment Contract with Insurance Company (Continued)

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, as determined semi-annually, but it may not be less than 1.50% before the asset charge and is guaranteed for the life of the Contract. Such interest rates may change from time to time. Any such change by Prudential shall be declared in advance and shall become effective as of the first day of the month immediately following the date the Plan is mailed notice of such a change. The declared interest rate credited during a contract year shall not be less than the guaranteed rate for such contract year.

Note 6 - Tax Status

The Plan has adopted a prototype plan document, which obtained its latest opinion letter on April 29, 2014, in which the Internal Revenue Service ("IRS") stated that the prototype plan, as designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

Note 7 - Party-In-Interest Transactions

Certain Plan investments are shares of investments managed by Prudential, therefore, these transactions qualify as party-in-interest transactions.

An affiliate of the Trustee (the "Affiliate") provides certain administrative services to the Plan pursuant to a service agreement. The Affiliate receives revenue from investment service providers for services the Trustee provides to the funds. This revenue is used to offset certain amounts owed to the Affiliate for its administrative services to the Plan. If the revenue received by the Affiliate exceeds the amount owed under the service agreement, the Affiliate remits the excess to the Plan's trust annually not to exceed six weeks following the close of the Plan year. The excess, referred to as Participant Revenue Credits ("PRC"), is allocated to participants or used to pay Plan expenses in accordance with the *Plan Document*. During 2018 and 2017, the Plan received $68,806 and $37,378, respectively, of PRC and $134,000 and $0, respectively, of PRC funds were allocated to participants. Effective July 1, 2018, the PRC is calculated quarterly and remitted to the Plan's trust, not to exceed six weeks following the close of the Plan quarter.

Note 8 - Reconciliation of Financial Statements to Form 5500

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

	2018	2017
Net assets available for benefits per the financial statements	$ 41,435,445	$ 42,105,015
Employee contributions receivable	(9,814)	-
Employer contributions receivable	(4,597)	-
Deemed distributions	(13,236)	(28,362)
Net assets available for benefits per Form 5500	$ 41,407,798	$ 42,076,653

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements to net income (loss) per Form 5500 for the years ended December 31:

	2018	2017
Net increase (decrease) in net assets available for benefits per the financial statements	$ (669,570)	$ 10,223,277
Change in employee contributions receivable	(9,814)	93,143
Change in employer contributions receivable	(4,597)	36,787
Change in deemed distributions	15,126	(28,362)
Net income (loss) per Form 5500	$ (668,855)	$ 10,324,845

Note 9 - Subsequent Events

Management has evaluated subsequent events through October 9, 2019, which was the date that the financial statements were available to be issued, and has determined that there are no other subsequent events to be reported other than the Plan amendment disclosed in Note 1.

SUPPLEMENTAL SCHEDULES

Bray International, Inc. 401(k) Profit Sharing Plan and Trust
Employer Identification Number: 76-0184782 - Plan Number: 001

Schedule H, line 4i - Schedule of Assets Held at End of Year

December 31, 2018

a	b	c	d	e
	Identity of issue, borrower, lessor, or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current value**
		Mutual Funds		
	Legg Mason	Brandywine Global Opportunities Bond Class A	**	$ 1,034,215
	Columbia	Columbia Balanced A	**	1,185,153
	Columbia	Columbia Dividend Income Institutional	**	5,437,741
	Delaware Investments	Delaware Small Cap Value A	**	945,170
	Fidelity Investments	Fidelity Advisor Energy A	**	39,220
	Fidelity Investments	Fidelity Advisor Materials A	**	37,827
	JPMorgan	JPMorgan Core Plus Bond A	**	2,873,538
	JPMorgan	JPMorgan Large Cap Growth A	**	5,681,747
	JPMorgan	JPMorgan Mid Cap Value Fund A	**	1,356,525
	JPMorgan	JPMorgan SmartRetirement 2020 A	**	69,182
	JPMorgan	JPMorgan SmartRetirement 2025 A	**	111,173
	JPMorgan	JPMorgan SmartRetirement 2030 A	**	84,414
	JPMorgan	JPMorgan SmartRetirement 2035 A	**	23,389
	JPMorgan	JPMorgan SmartRetirement 2040 A	**	34,464
	JPMorgan	JPMorgan SmartRetirement 2045 A	**	44,642
	JPMorgan	JPMorgan SmartRetirement 2050 A	**	21,034
	JPMorgan	JPMorgan SmartRetirement 2055 A	**	64,476
	JPMorgan	JPMorgan SmartRetirement Income A	**	29,514
	JPMorgan	JPMorgan US Research Enhanced Equity A	**	2,354,878
	Loomis Sayles Funds	Loomis Sayles Global Allocation A	**	61,143
	OppenheimerFunds	Oppenheimer Developing Markets A	**	1,568,664
	OppenheimerFunds	Oppenheimer Global Opportunities A	**	1,914,883
	OppenheimerFunds	Oppenheimer International Growth A	**	3,938,146
	Pioneer	Pioneer Growth Opportunities A	**	2,412,572
	Vanguard	Vanguard Small Capitalization Growth Index Fund Investor Shares	**	2,321,525
		Guaranteed Investment Contract		
*	Prudential Bank & Trust, F.S.B.	Guaranteed Income Fund	**	6,220,370
		Self-Directed Retirement Accounts		
	Self-Directed Retirement Accounts	Self-Directed Retirement Accounts	**	841,958
*	Participant loans	Principal balances ranging up to $46,454 at interest rates from 5.25% to 7.25% per annum, secured by participants' individual vested accrued benefits, maturing at various dates through June 2030.	-	713,471

* Party-in-interest as defined by ERISA

** Cost omitted for participant-directed investments.

Bray International, Inc. 401(k) Profit Sharing Plan and Trust
Employer Identification Number: 76-0184782 - Plan Number: 001

Schedule H, line 4a - Schedule of Delinquent Participant Contributions

For the Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☑	Contributions Not Corrected (*)	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 18,189	$ 18,189	$ -	$ -	$ -

* This represents the total amount of participant contributions that were withheld from employees, but not remitted timely into trust by the Plan Sponsor. The amount includes $18,189 of untimely remittances in 2018 that are pending correction.

Bray International, Inc. 401(k) Profit Sharing Plan and Trust

Financial Statements and Supplemental Schedules

December 31, 2018

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

December 31, 2018

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Schedules not included herein are omitted because of the absence of the conditions under which they are required.

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INDEPENDENT AUDITORS' REPORT

To the Retirement Plan Committee of
Bray International, Inc. 401(k) Profit Sharing Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Bray International, Inc. 401(k) Profit Sharing Plan and Trust (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 then ended, and the related notes to 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 U.S. generally accepted accounting principles; 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 U.S. generally accepted auditing standards. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, 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 Prudential Bank & Trust, F.S.B., the trustee and recordkeeper of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2018 and 2017, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, Schedule H, line 4i and Schedule H, line 4a, as of or for the year ended December 31, 2018, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards, and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Pannell Kerr Forster of Texas, P.C.

October 9, 2019

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Statements of Net Assets Available for Benefits

	December 31,	
	2018	2017
Assets		
Investments at fair value		
Mutual funds	$ 33,645,235	$ 34,188,569
Self-directed retirement accounts	841,958	1,011,645
Total investments at fair value	34,487,193	35,200,214
Guaranteed investment contract at contract value	6,220,370	6,177,394
Receivables		
Participant contributions	9,814	-
Employer contributions	4,597	-
Notes receivable from participants	713,471	727,407
Total receivables	727,882	727,407
Total assets	41,435,445	42,105,015
Liabilities		
Total liabilities	-	-
Net assets available for benefits	$ 41,435,445	$ 42,105,015

See accompanying notes to financial statements.

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2018	2017
Additions to net assets		
Participant contributions	$ 4,352,763	$ 3,791,052
Employer contributions	1,422,450	1,393,489
Rollover contributions	835,405	1,338,168
Participant revenue credit	68,806	37,378
Interest and dividends	487,923	355,605
Interest on notes receivable from participants	43,025	41,186
Net appreciation in fair value of investments	-	6,098,943
Total additions	7,210,372	13,055,821
Deductions from net assets		
Benefits paid to participants	4,672,192	2,827,320
Net depreciation in fair value of investments	3,202,153	-
Administrative expenses	5,597	5,224
Total deductions	7,879,942	2,832,544
Net increase (decrease) in net assets available for benefits	(669,570)	10,223,277
Net assets available for benefits - beginning of year	42,105,015	31,881,738
Net assets available for benefits - end of year	$ 41,435,445	$ 42,105,015

See accompanying notes to financial statements.

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2018

Note 1 - Description of the Plan

General

The Bray International, Inc. 401(k) Profit Sharing Plan and Trust (the "Plan") established on January 1, 1990 and most recently amended and restated on October 1, 2019, is a defined contribution plan covering all full-time employees of Bray International, Inc. and certain of its affiliates (the "Company" or "Employer"), subject to certain restrictions for participant eligibility as defined in the *Plan Document*. Users of these financial statements should refer to the *Plan Document* for more complete information of the Plan's provisions.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Plan trustee and recordkeeper

Prudential Bank & Trust, F.S.B. ("Prudential" or the "Trustee") serves as the trustee and recordkeeper of the Plan.

Employee contributions

With the exception of employees covered by a collective bargaining agreement, nonresident aliens and residents or employees performing services in Puerto Rico, participation in the Plan is available to employees of the Company who have completed three months of service and are 18 years of age or older are eligible to participate in the Plan. Effective October 1, 2019, the Plan was amended to eliminate the three months of service requirement. From January 1, 2017 through March 31, 2017, newly eligible participants are automatically enrolled into the Plan at 2% of pre-tax eligible participant compensation with an automatic annual 2% increase of pre-tax deferrals, up to a maximum of 8% unless the participant makes a contrary election. Effective April 1, 2017, the Plan was amended to increase the automatic pre-tax deferral percentage of new participants from 2% to 4% and also increase the automatic annual escalation feature of the Plan for all participants from a maximum deferral percentage of 8% to 10%. In addition, on the first day of each Plan year, participants with an elective pre-tax deferral less than the automatic deferral percentage of 4% will be subject to the automatic pre-tax deferral percentage of 4% with annual automatic deferral increases. Effective April 2, 2018, the Plan was amended and restated to increase the automatic pre-tax deferral percentage of new participants from 4% to 6% and also increase the automatic annual escalation feature of the Plan for all participants from a maximum deferral percentage of 10% to 12%. On the first day of each Plan year, participants with an elective pre-tax deferral less than the automatic deferral percentage of 6% will be subject to the automatic deferral percentage of 6% with annual automatic deferral increases. Participants may make pre-tax contributions up to 92% of their earnings through payroll deductions not to exceed the limits set by the Internal Revenue Code ("IRC"), which limits the annual amount of salary deferrals that may be made by a participant. Participants may also make voluntary contributions to the Plan on an after-tax basis, subject to certain limitations. Participants, who are age 50 or older by the end of the calendar year and are making deferral contributions to the Plan, may also make catch-up contributions up to the limit dictated by the IRC.

Bray International, Inc. 401(k)
Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2018

Note 1 - Description of the Plan (Continued)

Employer contributions

The Company, at its discretion, may make qualified matching contributions not to exceed 6% of compensation. The Company makes a matching contribution equal to 100% of the first 1% of participant contributions, and 50% of additional contributions, up through 6% of the participant's monthly compensation. Effective October 1, 2019, the Company, at its discretion may provide a discretionary true up contribution.

Participant accounts

Each participant's account is credited with the participant's contribution, rollover contribution, if any, matching contributions and allocations of Plan earnings or losses, participant revenue credit, and administrative expenses. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings or losses thereon. A participant is vested in the Company's matching contributions and related earnings or losses thereon as follows:

Year(s) of Service	Percent Vested
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Notes receivable from participants

Participants may borrow from their fund accounts up to a maximum equal to the lesser of 50% of their vested account balance or $50,000. The loans are made for terms not to exceed five years unless the loan is used to acquire a principal residence, in which case, the administrator may permit a longer repayment term. The notes receivable are secured by the balance in the participant's account and bear interest at the prime rate plus 2%. Participants may only have one loan outstanding at any one time. Effective March 1, 2017, the Plan was amended to allow for notes receivables from participants of certain predecessor employers acquired by the Company to be rolled into the Plan.

Benefit payments

Upon termination of service, death, disability, or retirement, a participant may elect a distribution in the form of a lump-sum amount. In-service withdrawals are permitted when a participant reaches age 59-1/2 or in the event of financial hardship as defined by the Plan. In-service withdrawals as a result of financial hardship result in a suspension of participant contributions for a period of six months.

Note 1 - Description of the Plan (Continued)

Benefit payments (continued)

If the value of the terminated participant's vested account balance (excluding rollover contributions) is less than $5,000, the Company is allowed to distribute the entire vested account balance out of the Plan. If the value of the participant's vested account balance is more than $1,000 but less than $5,000 and the participant does not consent to a lump sum distribution, the account balance will be distributed to an individual retirement account for the benefit of the participant at the direction of the Plan administrator. If the participant's vested account balance is greater than $5,000, the participant may elect to receive a lump sum distribution, roll the balance into another qualified retirement plan or an individual retirement account, or leave the vested balance in the Plan. Any taxable distribution paid by the Trustee directly to the participant will be subject to mandatory federal income tax withholding of 20% of the requested distribution.

Forfeitures

Upon termination of service, a participant's vested account balance will be distributed to the participant or directly rolled into other qualified plans depending on the status of the original contribution and participant direction. The unvested amount is forfeited and maintained in the forfeiture account and may be used to pay administrative expenses or to reduce future employer contributions payable under the Plan. During 2018 and 2017, forfeitures of $167,112 and $0, respectively, were applied to reduce employer contributions. As of December 31, 2018 and 2017, there were $29,487 and $128,471, respectively, of forfeitures that had not yet been applied.

Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated by the Company, all participants will become 100% vested in their accounts.

Note 2 - Summary of Significant Accounting Policies

Basis of presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").

Investment valuation and income recognition

The Plan's investments are stated at fair value or contract value in the financial statements. 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 and Note 5 for discussion of contract value.

Note 2 - Summary of Significant Accounting Policies (Continued)

Investment valuation and income recognition (continued)

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

Unrealized appreciation or depreciation in the fair value of investments held at year end is determined using the fair value at the beginning of the year or the purchase price if the investment is acquired during the year.

The realized gain or loss on the sale of investments is determined using historical cost. Upon the sale of an investment, the current year unrealized appreciation or depreciation is adjusted for unrealized gains and losses recognized in prior years. Unrealized appreciation or depreciation and realized gains and losses are reported as net appreciation or depreciation in fair value of investments in the statements of changes in net assets available for benefits.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions, based upon terms of the *Plan Document*, upon liquidation of their account balance.

Financial instruments and credit risk

Financial instruments which potentially subject the Plan to credit risk include investments in mutual funds, a guaranteed investment contract and self-directed retirement accounts. Investments are exposed to various risks, such as interest rate, market volatility, 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 those changes could materially affect the amounts reported in the statements of net assets available for benefits. Plan participants bear the risk of any investment losses.

Administrative expenses

Administrative expenses of the Plan, if not paid by the Plan, are paid by the Company.

Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results may differ from these estimates.

Note 2 - Summary of Significant Accounting Policies (Continued)

New accounting pronouncement

The Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement* in August 2018. The ASU modifies the disclosure requirements for the fair value measurements in Topic 820, including the removal, modification to, and addition of certain disclosure requirements. The ASU will be effective for the Plan's fiscal year beginning after December 15, 2019. The provisions of the ASU are not expected to have a material impact on the Plan's financial statements.

Note 3 - Information Certified by the Trustee (Unaudited)

For Plan years 2018 and 2017, the financial information included in the Plan's financial statements and Schedule H, line 4i, except for contributions receivable, contributions, participant revenue credit, benefits paid to participants, and administrative expenses, has been derived from information certified as complete and accurate by Prudential, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note 4 - Fair Value Measurements

The Plan uses a three-level hierarchy for grouping assets and liabilities, based on the significance of inputs. The hierarchy of fair value measurements is described below:

- Level 1 – quoted prices in active markets for identical assets or liabilities;
- Level 2 – inputs other than level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of these assets or liabilities; or
- Level 3 – unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to 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:

- Mutual funds – these investments are valued daily at the net asset value of shares or units.

- Self-directed retirement accounts – these investments are valued based on the underlying net asset values of the investments. Some securities within the investments are valued daily, while others are not. Prices are updated daily using quoted market prices as provided by the Trustee.

Note 4 - Fair Value Measurements (Continued)

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 valuation methods are considered 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 Plan's investments measured at fair value are as follows as of December 31, 2018:

	Level 1	Level 2	Total
Mutual funds	$ 33,645,235	$ -	$ 33,645,235
Self-directed retirement accounts	841,958	-	841,958
Total	$ 34,487,193	$ -	$ 34,487,193

The Plan's investments measured at fair value are as follows as of December 31, 2017:

	Level 1	Level 2	Total
Mutual funds	$ 34,188,569	$ -	$ 34,188,569
Self-directed retirement accounts	1,011,645	-	1,011,645
Total	$ 35,200,214	$ -	$ 35,200,214

Note 5 - Investment Contract with Insurance Company

Effective January 1, 2013, the Plan entered into a fully benefit-responsive investment contract (the "Contract") with the Trustee. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Contract value, as reported to the Plan by the Trustee, represents contributions made under the contract, plus earnings at guaranteed crediting rates, less participant withdrawals and administrative expenses. Participants may ordinarily direct withdrawals or transfer all or a portion of their investment at contract value.

The Contract can be redeemed daily unless the amounts transferred from the Trustee are being transferred to a competing contract for a period of 90 calendar days beginning on the date such an amount is transferred from the account or if a partial transfer has occurred within the last 90 calendar days. Participants may be subject to a surrender charge or market value adjustment upon early liquidation of their investment in the Contract.

Note 5 - Investment Contract with Insurance Company (Continued)

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, as determined semi-annually, but it may not be less than 1.50% before the asset charge and is guaranteed for the life of the Contract. Such interest rates may change from time to time. Any such change by Prudential shall be declared in advance and shall become effective as of the first day of the month immediately following the date the Plan is mailed notice of such a change. The declared interest rate credited during a contract year shall not be less than the guaranteed rate for such contract year.

Note 6 - Tax Status

The Plan has adopted a prototype plan document, which obtained its latest opinion letter on April 29, 2014, in which the Internal Revenue Service ("IRS") stated that the prototype plan, as designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

Note 7 - Party-In-Interest Transactions

Certain Plan investments are shares of investments managed by Prudential, therefore, these transactions qualify as party-in-interest transactions.

An affiliate of the Trustee (the "Affiliate") provides certain administrative services to the Plan pursuant to a service agreement. The Affiliate receives revenue from investment service providers for services the Trustee provides to the funds. This revenue is used to offset certain amounts owed to the Affiliate for its administrative services to the Plan. If the revenue received by the Affiliate exceeds the amount owed under the service agreement, the Affiliate remits the excess to the Plan's trust annually not to exceed six weeks following the close of the Plan year. The excess, referred to as Participant Revenue Credits ("PRC"), is allocated to participants or used to pay Plan expenses in accordance with the *Plan Document*. During 2018 and 2017, the Plan received $68,806 and $37,378, respectively, of PRC and $134,000 and $0, respectively, of PRC funds were allocated to participants. Effective July 1, 2018, the PRC is calculated quarterly and remitted to the Plan's trust, not to exceed six weeks following the close of the Plan quarter.

Note 8 - Reconciliation of Financial Statements to Form 5500

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

	2018	2017
Net assets available for benefits per the financial statements	$ 41,435,445	$ 42,105,015
Employee contributions receivable	(9,814)	-
Employer contributions receivable	(4,597)	-
Deemed distributions	(13,236)	(28,362)
Net assets available for benefits per Form 5500	$ 41,407,798	$ 42,076,653

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements to net income (loss) per Form 5500 for the years ended December 31:

	2018	2017
Net increase (decrease) in net assets available for benefits per the financial statements	$ (669,570)	$ 10,223,277
Change in employee contributions receivable	(9,814)	93,143
Change in employer contributions receivable	(4,597)	36,787
Change in deemed distributions	15,126	(28,362)
Net income (loss) per Form 5500	$ (668,855)	$ 10,324,845

Note 9 - Subsequent Events

Management has evaluated subsequent events through October 9, 2019, which was the date that the financial statements were available to be issued, and has determined that there are no other subsequent events to be reported other than the Plan amendment disclosed in Note 1.

SUPPLEMENTAL SCHEDULES

Bray International, Inc. 401(k) Profit Sharing Plan and Trust
Employer Identification Number: 76-0184782 - Plan Number: 001

Schedule H, line 4i - Schedule of Assets Held at End of Year

December 31, 2018

a	b	c	d	e
	Identity of issue, borrower, lessor, or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current value**
		Mutual Funds		
	Legg Mason	Brandywine Global Opportunities Bond Class A	**	$ 1,034,215
	Columbia	Columbia Balanced A	**	1,185,153
	Columbia	Columbia Dividend Income Institutional	**	5,437,741
	Delaware Investments	Delaware Small Cap Value A	**	945,170
	Fidelity Investments	Fidelity Advisor Energy A	**	39,220
	Fidelity Investments	Fidelity Advisor Materials A	**	37,827
	JPMorgan	JPMorgan Core Plus Bond A	**	2,873,538
	JPMorgan	JPMorgan Large Cap Growth A	**	5,681,747
	JPMorgan	JPMorgan Mid Cap Value Fund A	**	1,356,525
	JPMorgan	JPMorgan SmartRetirement 2020 A	**	69,182
	JPMorgan	JPMorgan SmartRetirement 2025 A	**	111,173
	JPMorgan	JPMorgan SmartRetirement 2030 A	**	84,414
	JPMorgan	JPMorgan SmartRetirement 2035 A	**	23,389
	JPMorgan	JPMorgan SmartRetirement 2040 A	**	34,464
	JPMorgan	JPMorgan SmartRetirement 2045 A	**	44,642
	JPMorgan	JPMorgan SmartRetirement 2050 A	**	21,034
	JPMorgan	JPMorgan SmartRetirement 2055 A	**	64,476
	JPMorgan	JPMorgan SmartRetirement Income A	**	29,514
	JPMorgan	JPMorgan US Research Enhanced Equity A	**	2,354,878
	Loomis Sayles Funds	Loomis Sayles Global Allocation A	**	61,143
	OppenheimerFunds	Oppenheimer Developing Markets A	**	1,568,664
	OppenheimerFunds	Oppenheimer Global Opportunities A	**	1,914,883
	OppenheimerFunds	Oppenheimer International Growth A	**	3,938,146
	Pioneer	Pioneer Growth Opportunities A	**	2,412,572
	Vanguard	Vanguard Small Capitalization Growth Index Fund Investor Shares	**	2,321,525
		Guaranteed Investment Contract		
*	Prudential Bank & Trust, F.S.B.	Guaranteed Income Fund	**	6,220,370
		Self-Directed Retirement Accounts		
	Self-Directed Retirement Accounts	Self-Directed Retirement Accounts	**	841,958
*	Participant loans	Principal balances ranging up to $46,454 at interest rates from 5.25% to 7.25% per annum, secured by participants' individual vested accrued benefits, maturing at various dates through June 2030.	-	713,471

* Party-in-interest as defined by ERISA

** Cost omitted for participant-directed investments.

Bray International, Inc. 401(k) Profit Sharing Plan and Trust
Employer Identification Number: 76-0184782 - Plan Number: 001

Schedule H, line 4a - Schedule of Delinquent Participant Contributions

For the Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☑	Contributions Not Corrected (*)	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 18,189	$ 18,189	$ -	$ -	$ -

* This represents the total amount of participant contributions that were withheld from employees, but not remitted timely into trust by the Plan Sponsor. The amount includes $18,189 of untimely remittances in 2018 that are pending correction.