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:
- [X] 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
FOODIRECT INC. 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2018

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)
FOODIRECT INC

355 FOOD CENTER DRIVE, SUITE C6
BRONX, NY 10474

2b Employer Identification Number (EIN)
13-1879716

2c Plan Sponsor's telephone number
347-226-4320

2d Business code (see instructions)
445210

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	MONIQUE DAVIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	138
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)**	138
a(2) Total number of active participants at the end of the plan year	**6a(2)**	104
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	24
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	128
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	128
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	101
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
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 2T 3D 2G 2J 2S 2F

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) Insurance	[ ]	**(1)** Insurance	[ ]
(2) Code section 412(e)(3) insurance contracts	[ ]	**(2)** Code section 412(e)(3) insurance contracts	[ ]
(3) Trust	[X]	**(3)** Trust	[X]
(4) General assets of the sponsor	[ ]	**(4)** General assets of the sponsor	[ ]

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] 0 **A** (Insurance Information)

(4) [ ] **C** (Service Provider Information)

(5) [X] **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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

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

A Name of plan
FOODIRECT INC. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FOODIRECT INC

D Employer Identification Number (EIN)
13-1879716

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: METLIFE GAC SERIES 25053 0

b Name of sponsor of entity listed in (a): RELIANCE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6625485-001	C	63

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

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
FOODIRECT INC. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FOODIRECT INC

D Employer Identification Number (EIN)
13-1879716

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	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	63
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	50461
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	
	(2) Employer real property	1d(2)	0	
e	Buildings and other property used in plan operation	1e	0	
f	Total assets (add all amounts in lines 1a through 1e)	1f	0	50524
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	0	
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	0	50524

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)	133	
	(B) Participants	2a(1)(B)	54923	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		55056
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(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)	0	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(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)	2467	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2467
	(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-6405
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		51118
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	389	
(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)		389
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	198	
(3) Investment advisory and management fees	2i(3)	7	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		205
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		594
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		50524
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: LH FRISHKOFF AND COMPANY **(2)** EIN: 13-1974820

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e		X	
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
FOODIRECT INC. 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FOODIRECT INC

D Employer Identification Number (EIN)
13-1879716

Part I Distributions

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

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

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

EIN(s): 16-1470238

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):

Foodirect Inc. 401(k) Profit Sharing Plan and Trust

Financial Statements and Schedules

for the Year Ended

December 31, 2018

with Independent Auditors' Report

LH Frishkoff & Company

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All other schedules required to be filed in accordance with the Employee Retirement Income Security Act of 1974 are not applicable and, accordingly, have been omitted from the accompanying financial statements.

LH Frishkoff & Company
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Independent Auditors' Report

The Participants and Administrator of
Foodirect Inc. 401(k) Profit Sharing Plan and Trust
New York, NY

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Foodirect Inc. 401(k) Profit Sharing Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), 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 Mid Atlantic Trust Company, the Trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by

the Plan administrator that the Trustees hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained a certification from the Trustees as of December 31, 2018 and for the year ended December 31, 2018, that the information provided to the Plan administrator by the Trustees 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 schedule of Assets Held for Investment Purposes at End of Year is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

LH Frishkoff & Company LLP

L. H. Frishkoff & Company LLP

New York, New York
October 10, 2019

Foodirect Inc. 401(k) Profit Sharing Plan and Trust
Statement of Net Assets Available for Benefits

	December 31 2018
Assets	
Investments at Fair Value (Note 3)	**$ 50,524**
Net Assets Available for Benefits	**$ 50,524**

The accompanying notes are an integral part of these financial statements

Foodirect Inc. 401(k) Profit Sharing Plan and Trust
Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31 2018
Additions:	
Additions to Net Assets Attributed to:	
Investment Income (Loss):	
Net Depreciation in Fair Value of Investments	$ (6,405)
Dividends	2,467
Total Investments Loss	(3,938)
Contributions:	
Participants	54,923
Employer	133
Total Contributions	55,056
Total Additions to Net Assets	51,118
Deductions:	
Deductions from Net Assets Attributed to:	
Benefits Paid to Participants	389
Fees and Administrative Expenses	205
Total Deductions from Net Assets	594
Net Increase to Net Assets	50,524
Net Assets Available for Benefits – Beginning	-
Net Assets Available for Benefits – Ending	$ 50,524

The accompanying notes are an integral part of these financial statements

Note 1 – Description of the Plan

The following description of the Foodirect Inc. 401(k) Profit Sharing Plan and Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

(a) General

The Plan is a contributory, defined contribution plan covering all eligible employees who have one full year of service and 1,000 hours worked. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The effective date of the commencement of the plan was January 1, 2018 with elective deferrals beginning on May 1, 2018.

(b) Contribution

Participants in the Plan may elect to contribute, pre-tax as well as after tax basis, up to 92% of total pay subject to the maximum annual elective contribution established by the Internal Revenue Service.

Employer contributions to the Plan are determined annually at the sole discretion of the employer and are allocated based on compensation. The eligibility for the sharing in contributions requires participants to be employed on the last day of the Plan Year.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's match and an allocation of Plan earnings or losses. This allocation is based upon the participant's account balance in comparison to the Plan's total balance for each investment. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

All employee contributions are fully vested. Employer contributions become fully vested according to a gradual annual schedule commencing at 20% upon completion of 1 year service and 100% after completing five years of service.

(e) Participants' Loans

The Plan allows participants to borrow funds from their accounts equal to the lesser of 95% of one-half the vested account balance or 95% of the total vested account balance excluding the Roth Elective Deferral balance, or $50,000, with a minimum loan requirement of $1,000. The term of the loan should not exceed Fifty-four months (the term of a loan taken for

Note 1 – Description of the Plan (Continued)

the purpose of purchasing a primary residence should not exceed ten years). Only two loans can be outstanding at any time. There were no loans outstanding at December 31, 2018.

(f) Investment Options

The assets of the Plan, which comprise of various investment funds approved by the sponsor, are allocated to the various funds at the direction of the participants.

g) Benefit Payments

Vested benefits are payable upon death, disability, attainment of Normal Retirement Age or termination with the Company. In-service withdrawals of after-tax contributions are permitted after a five-taxable-year ("five-year") period of participation and at age of 59½, death of participant or long-term disability. In-service withdrawals of pre-tax contributions are permitted at age 59½ and participants that are 100% vested. Participants with accounts less than $5,000 will be distributed in the form of lump sum payment as soon as feasible showing the event that entitles the participant to a distribution. Participants with accounts more than $5,000 must consent to the distribution before it may be made and participants may delay the receipt of benefits until age 70½, at which time minimum distribution, as defined, are required. There were no benefits payable at December 31, 2018.

(h) Forfeitures

Forfeitures of non-vested Company contributions are used to pay Plan expenses or reduce future Company contributions. There were no forfeited amounts for the year ended December 31, 2018.

(i) Plan Termination

The Company expects to continue the Plan indefinitely, but reserves the right to amend or terminate the Plan, subject to the provisions of ERISA.

Note 2 – Summary of Significant Accounting Policies

(a) Basis of Presentation

The financial statements of the Plan are prepared under the accrual method of accounting.

Note 2 – Summary of Significant Accounting Policies (Continued)

(b) Investment Valuation, Fair Value Measurements and Income Recognition

The Plan's investments were with Mid Atlantic Trust Company, the Trustees (Note 3). Interest and dividend income were recorded when received. The assets of the Plan are subject to market value fluctuations that could affect balances available for retirement benefits and future funding requirements. Loans to participants are valued at cost, which approximated fair value.

In accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, the Plan has established a framework for measuring fair value based on a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

(c) Benefit Distributions

Payments to participants and beneficiaries for benefit distributions are recognized when paid by the Trustees.

Note 2 – Summary of Significant Accounting Policies (Continued)

(d) Expenses of the Plan

All expenses incurred in the administration of the Plan are paid by the Company. However, individual transaction brokerage fees and certain other individually related expenses are paid directly from plan assets.

(e) Pervasiveness of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the reporting period. Actual results could differ from those estimates.

(f) Risk and Uncertainties

The Plan provides for various investment options which may invest in any combination of stocks and bonds, fixed income securities, mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

(g) Recently Issued Accounting Standards

The Plan does not anticipate that the adoption of other recently issued and not yet effective accounting pronouncements will have a significant effect on the Plan's results of operations and net assets available for benefits.

Note 3 – Summary of Financial Data Certified by the Trustees

The Plan administrator has received from Mid Atlantic Trust Company a certification of financial information in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. The accompanying financial statements and schedule were prepared from this certified data.

The following is a description of valuation mythologies used for assets measured at fair value:

Note 3 – Summary of Financial Data Certified by the Trustees (Continued)

a. Registered investment companies (or mutual funds) are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

b. Investments in the Common Collective Trust, which is a bank collective trust, are valued at contract value and primarily comprise of short to intermediate term maturity securities taking into consideration the credit quality of the fixed income funds.

   There are no reserves against Contract Value for credit risk of the contract issues or otherwise.

The following represent the fair value of each level of participant directed investments at December 31, 2018 (as determined by the Trustees):

	Fair Value Measurements Using Inputs Considered as			*Fair Value of Assets*
	Level 1	*Level 2*	*Level 3*	*2018*
Registered Investment Companies	$ 50,461	–	–	$ 50,461
Common / Collective Trust	–	63	–	63
	$ 50,461	$ 63	–	$ 50,524

Note 4 – Tax Status of the Plan

The Plan has adopted a Prototype Non-standardized Profit Sharing Plan which has been accepted under section 401 of the Internal Revenue Code as a qualified plan and is therefore considered tax-exempt under the appropriate sections of the Internal Revenue Code.

Note 5 – Party-in-Interest Transactions

The Plan investments are managed by the Trustees. Therefore, these transactions qualify as party-in-interest transactions.

Note 6 – Reconciliation of Financial Statements to Form 5500

There is no reconciliation required between the financial statements and the Form 5500.

Note 7 – Subsequent Events

In accordance with FASB ASC 855, the management of Foodirect Inc. 401(k) Profit Sharing and Trust Plan has evaluated subsequent events through October 10, 2019, the date the financial statements were issued.

Foodirect Inc. 401(k) Profit Sharing Plan and Trust
Schedule I – Assets Held for Investment Purposes at End of Year
December 31, 2018

EIN Number 13-1879716
Plan Number 001
Form 5500
Schedule H for Line 4i

Column A	*Column B* *Identity of Issuer*	*Column C* *Description of Asset*	*Column D* *Cost*	*Column E* *Current Value*
*	Vanguard	Small Cap Value Index Fund Admiral Shares	(1)	$ 55
*	Vanguard	Growth Index Fund Admiral Shares	(1)	$ 34
*	Vanguard	Value Index Fund Admiral Shares	(1)	$ 111
*	Vanguard	Small-Cap Index Fund Admiral Shares	(1)	$ 64
*	Ishare	MSCI EAFE International Index Class K	(1)	$ 1,009
*	TIAA-CREF	Equity Index Fund Institutional Class	(1)	$ 14
*	Northern Trust	Small Cap Index Fund	(1)	$ 13
*	Northern Trust	Bond Index Fund	(1)	$ 43
*	State Street	Target Retirement 2060 Fund Class K	(1)	$ 5,589
*	State Street	Target Retirement 2055 Fund Class K	(1)	$ 7,054
*	State Street	Target Retirement 2050 Fund Class K	(1)	$ 5,213
*	State Street	Target Retirement 2045 Fund Class K	(1)	$ 11,195
*	State Street	Target Retirement 2040 Fund Class K	(1)	$ 7,126
*	State Street	Target Retirement 2035 Fund Class K	(1)	$ 895
*	State Street	Target Retirement 2030 Fund Class K	(1)	$ 3,785
*	State Street	Target Retirement 2025 Fund Class K	(1)	$ 4,319
*	State Street	Target Retirement 2020 Fund Class K	(1)	$ 3,942
				$ 50,461
*	Reliance Trust Company	Metlife Stable Value Fund Series 25053 – Class O	(1)	63
				$ 50,524

* *Parties-in-interest*
(1) Participant Directed Funds – Disclosure Not Required

Information included in the Schedule of Assets Held for Investment Purposes at End of Year is certified by Mid Atlantic Trust Company.

See Auditors' Report on Supplemental Schedules

Foodirect Inc. 401(k) Profit Sharing Plan and Trust

Financial Statements and Schedules

for the Year Ended

December 31, 2018

with Independent Auditors' Report

LH Frishkoff & Company

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All other schedules required to be filed in accordance with the Employee Retirement Income Security Act of 1974 are not applicable and, accordingly, have been omitted from the accompanying financial statements.

LH Frishkoff & Company
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Independent Auditors' Report

The Participants and Administrator of
Foodirect Inc. 401(k) Profit Sharing Plan and Trust
New York, NY

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Foodirect Inc. 401(k) Profit Sharing Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), 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 Mid Atlantic Trust Company, the Trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by

the Plan administrator that the Trustees hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained a certification from the Trustees as of December 31, 2018 and for the year ended December 31, 2018, that the information provided to the Plan administrator by the Trustees 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 schedule of Assets Held for Investment Purposes at End of Year is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

LH Frishkoff & Company LLP

L. H. Frishkoff & Company LLP

New York, New York
October 10, 2019

Foodirect Inc. 401(k) Profit Sharing Plan and Trust
Statement of Net Assets Available for Benefits

	December 31 2018
Assets	
Investments at Fair Value (Note 3)	**$ 50,524**
Net Assets Available for Benefits	**$ 50,524**

The accompanying notes are an integral part of these financial statements

Foodirect Inc. 401(k) Profit Sharing Plan and Trust
Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31 2018
Additions:	
Additions to Net Assets Attributed to:	
Investment Income (Loss):	
Net Depreciation in Fair Value of Investments	$ (6,405)
Dividends	2,467
Total Investments Loss	(3,938)
Contributions:	
Participants	54,923
Employer	133
Total Contributions	55,056
Total Additions to Net Assets	51,118
Deductions:	
Deductions from Net Assets Attributed to:	
Benefits Paid to Participants	389
Fees and Administrative Expenses	205
Total Deductions from Net Assets	594
Net Increase to Net Assets	50,524
Net Assets Available for Benefits – Beginning	-
Net Assets Available for Benefits – Ending	$ 50,524

The accompanying notes are an integral part of these financial statements

Note 1 – Description of the Plan

The following description of the Foodirect Inc. 401(k) Profit Sharing Plan and Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

(a) General

The Plan is a contributory, defined contribution plan covering all eligible employees who have one full year of service and 1,000 hours worked. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The effective date of the commencement of the plan was January 1, 2018 with elective deferrals beginning on May 1, 2018.

(b) Contribution

Participants in the Plan may elect to contribute, pre-tax as well as after tax basis, up to 92% of total pay subject to the maximum annual elective contribution established by the Internal Revenue Service.

Employer contributions to the Plan are determined annually at the sole discretion of the employer and are allocated based on compensation. The eligibility for the sharing in contributions requires participants to be employed on the last day of the Plan Year.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's match and an allocation of Plan earnings or losses. This allocation is based upon the participant's account balance in comparison to the Plan's total balance for each investment. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

All employee contributions are fully vested. Employer contributions become fully vested according to a gradual annual schedule commencing at 20% upon completion of 1 year service and 100% after completing five years of service.

(e) Participants' Loans

The Plan allows participants to borrow funds from their accounts equal to the lesser of 95% of one-half the vested account balance or 95% of the total vested account balance excluding the Roth Elective Deferral balance, or $50,000, with a minimum loan requirement of $1,000. The term of the loan should not exceed Fifty-four months (the term of a loan taken for

Note 1 – Description of the Plan (Continued)

the purpose of purchasing a primary residence should not exceed ten years). Only two loans can be outstanding at any time. There were no loans outstanding at December 31, 2018.

(f) Investment Options

The assets of the Plan, which comprise of various investment funds approved by the sponsor, are allocated to the various funds at the direction of the participants.

g) Benefit Payments

Vested benefits are payable upon death, disability, attainment of Normal Retirement Age or termination with the Company. In-service withdrawals of after-tax contributions are permitted after a five-taxable-year ("five-year") period of participation and at age of 59½, death of participant or long-term disability. In-service withdrawals of pre-tax contributions are permitted at age 59½ and participants that are 100% vested. Participants with accounts less than $5,000 will be distributed in the form of lump sum payment as soon as feasible showing the event that entitles the participant to a distribution. Participants with accounts more than $5,000 must consent to the distribution before it may be made and participants may delay the receipt of benefits until age 70½, at which time minimum distribution, as defined, are required. There were no benefits payable at December 31, 2018.

(h) Forfeitures

Forfeitures of non-vested Company contributions are used to pay Plan expenses or reduce future Company contributions. There were no forfeited amounts for the year ended December 31, 2018.

(i) Plan Termination

The Company expects to continue the Plan indefinitely, but reserves the right to amend or terminate the Plan, subject to the provisions of ERISA.

Note 2 – Summary of Significant Accounting Policies

(a) Basis of Presentation

The financial statements of the Plan are prepared under the accrual method of accounting.

Note 2 – Summary of Significant Accounting Policies (Continued)

(b) Investment Valuation, Fair Value Measurements and Income Recognition

The Plan's investments were with Mid Atlantic Trust Company, the Trustees (Note 3). Interest and dividend income were recorded when received. The assets of the Plan are subject to market value fluctuations that could affect balances available for retirement benefits and future funding requirements. Loans to participants are valued at cost, which approximated fair value.

In accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, the Plan has established a framework for measuring fair value based on a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

(c) Benefit Distributions

Payments to participants and beneficiaries for benefit distributions are recognized when paid by the Trustees.

Note 2 – Summary of Significant Accounting Policies (Continued)

(d) Expenses of the Plan

All expenses incurred in the administration of the Plan are paid by the Company. However, individual transaction brokerage fees and certain other individually related expenses are paid directly from plan assets.

(e) Pervasiveness of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the reporting period. Actual results could differ from those estimates.

(f) Risk and Uncertainties

The Plan provides for various investment options which may invest in any combination of stocks and bonds, fixed income securities, mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

(g) Recently Issued Accounting Standards

The Plan does not anticipate that the adoption of other recently issued and not yet effective accounting pronouncements will have a significant effect on the Plan's results of operations and net assets available for benefits.

Note 3 – Summary of Financial Data Certified by the Trustees

The Plan administrator has received from Mid Atlantic Trust Company a certification of financial information in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. The accompanying financial statements and schedule were prepared from this certified data.

The following is a description of valuation mythologies used for assets measured at fair value:

Note 3 – Summary of Financial Data Certified by the Trustees (Continued)

a. Registered investment companies (or mutual funds) are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

b. Investments in the Common Collective Trust, which is a bank collective trust, are valued at contract value and primarily comprise of short to intermediate term maturity securities taking into consideration the credit quality of the fixed income funds.

   There are no reserves against Contract Value for credit risk of the contract issues or otherwise.

The following represent the fair value of each level of participant directed investments at December 31, 2018 (as determined by the Trustees):

	Fair Value Measurements Using Inputs Considered as			*Fair Value of Assets*
	Level 1	*Level 2*	*Level 3*	*2018*
Registered Investment Companies	$ 50,461	–	–	$ 50,461
Common / Collective Trust	–	63	–	63
	$ 50,461	$ 63	–	$ 50,524

Note 4 – Tax Status of the Plan

The Plan has adopted a Prototype Non-standardized Profit Sharing Plan which has been accepted under section 401 of the Internal Revenue Code as a qualified plan and is therefore considered tax-exempt under the appropriate sections of the Internal Revenue Code.

Note 5 – Party-in-Interest Transactions

The Plan investments are managed by the Trustees. Therefore, these transactions qualify as party-in-interest transactions.

Note 6 – Reconciliation of Financial Statements to Form 5500

There is no reconciliation required between the financial statements and the Form 5500.

Note 7 – Subsequent Events

In accordance with FASB ASC 855, the management of Foodirect Inc. 401(k) Profit Sharing and Trust Plan has evaluated subsequent events through October 10, 2019, the date the financial statements were issued.

Foodirect Inc. 401(k) Profit Sharing Plan and Trust
Schedule I – Assets Held for Investment Purposes at End of Year
December 31, 2018

EIN Number 13-1879716
Plan Number 001
Form 5500
Schedule H for Line 4i

Column A	*Column B* *Identity of Issuer*	*Column C* *Description of Asset*	*Column D* *Cost*	*Column E* *Current Value*
*	Vanguard	Small Cap Value Index Fund Admiral Shares	(1)	$ 55
*	Vanguard	Growth Index Fund Admiral Shares	(1)	$ 34
*	Vanguard	Value Index Fund Admiral Shares	(1)	$ 111
*	Vanguard	Small-Cap Index Fund Admiral Shares	(1)	$ 64
*	Ishare	MSCI EAFE International Index Class K	(1)	$ 1,009
*	TIAA-CREF	Equity Index Fund Institutional Class	(1)	$ 14
*	Northern Trust	Small Cap Index Fund	(1)	$ 13
*	Northern Trust	Bond Index Fund	(1)	$ 43
*	State Street	Target Retirement 2060 Fund Class K	(1)	$ 5,589
*	State Street	Target Retirement 2055 Fund Class K	(1)	$ 7,054
*	State Street	Target Retirement 2050 Fund Class K	(1)	$ 5,213
*	State Street	Target Retirement 2045 Fund Class K	(1)	$ 11,195
*	State Street	Target Retirement 2040 Fund Class K	(1)	$ 7,126
*	State Street	Target Retirement 2035 Fund Class K	(1)	$ 895
*	State Street	Target Retirement 2030 Fund Class K	(1)	$ 3,785
*	State Street	Target Retirement 2025 Fund Class K	(1)	$ 4,319
*	State Street	Target Retirement 2020 Fund Class K	(1)	$ 3,942
				$ 50,461
*	Reliance Trust Company	Metlife Stable Value Fund Series 25053 – Class O	(1)	63
				$ 50,524

* *Parties-in-interest*
(1) Participant Directed Funds – Disclosure Not Required

Information included in the Schedule of Assets Held for Investment Purposes at End of Year is certified by Mid Atlantic Trust Company.

See Auditors' Report on Supplemental Schedules