

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
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Part I	Annual Report Identification Information		
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>			
A	This return/report is for:	☐ a multiemployer plan ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☐ a single-employer plan ☐ the first return/report ☐ an amended return/report	☐ a DFE (specify) _____ ☐ the final return/report ☐ a short plan year return/report (less than 12 months)	
B	This return/report is:		
C	If the plan is a collectively-bargained plan, check here. ▶ ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>PRO RESOURCES RETIREMENT SAVINGS PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>002</u>
		1c	Effective date of plan <u>05/01/2008</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>PRO SYSTEMS CORPORATION</u> <u>1271 HIGHWAY 10</u> <u>DETROIT LAKES, MN 56501</u>	2b	Employer Identification Number (EIN) <u>41-1592823</u>
		2c	Plan Sponsor's telephone number <u>218-847-9277</u>
		2d	Business code (see instructions) <u>561210</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2019	JODI NIELSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2019	MICHAEL BRODSHO
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☒ 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 2366
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 2101 6a(2) 1728 6b 0 6c 513 6d 2241 6e 0 6f 2241 6g 1422 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 PRO RESOURCES RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 PRO SYSTEMS CORPORATION	D Employer Identification Number (EIN) 41-1592823	

Part I	Service Provider Information (see instructions)
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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)..... ☐ 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

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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)

SLAVIC INTEGRATED ADMINISTRATION

65-0608221

(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?
15 37 38 50	TPA	161627	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SLAVIC MUTUAL FUND MANAGEMENT CORP

59-2749576

(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?
28 51	INVESTMENT MGMT	17230	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 ☐

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)

(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 ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan PRO RESOURCES RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 PRO SYSTEMS CORPORATION	D Employer Identification Number (EIN) 41-1592823	

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	15242	52145
(2) Participant contributions	1b(2)	91494	88722
(3) Other.....	1b(3)	2621	4588
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)	326556	447352
(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)	13625778	17735796
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	14061691 18328603
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	14061691 18328603

Part II Income and Expense Statement

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

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	1144499
	(B) Participants	2a(1)(B)	2160486
	(C) Others (including rollovers)	2a(1)(C)	250841
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	3555826
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)	18227
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	18227
(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)	500446
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	500446
(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)		-1695271
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		2379228

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2143882	
(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)		2143882
f Corrective distributions (see instructions)	2f		17568
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	161627	
(3) Investment advisory and management fees.....	2i(3)	17230	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		178857
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2340307

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		38921
l Transfers of assets:			
(1) To this plan.....	2l(1)		4900771
(2) From this plan.....	2l(2)		672780

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: JASON F. CLAUSEN, P.C.

(2) EIN: 27-4097479

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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)
QUALITY AUTO BODY 401(K)	45-0443341	002
LAKES AREA LANDSCAPING 401K SAFE HARBOR PROFIT SHARING PLAN	80-0882084	001
PR FORD RETIREMENT PLAN	27-1049546	001
ADP TOTALSOURCE RETIREMENT SAVINGS PLAN	27-1860655	001

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

A Name of plan <u>PRO RESOURCES RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PRO SYSTEMS CORPORATION</u>	D Employer Identification Number (EIN) <u>41-1592823</u>

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): <u>65-0708495</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2018
v. 171027

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

a The current year

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****14c**

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

a The corresponding number for the plan year immediately preceding the current plan year

b The corresponding number for the second preceding plan year

15a**15b**

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

a Enter the number of employers who withdrew during the preceding plan year

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers

16a**16b**

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

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

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

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

- a** Enter the percentage of plan assets held as:

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

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PRO RESOURCES RETIREMENT SAVINGS PLAN

**Financial Statements as of December 31, 2018 and 2017
Supplemental Schedule as of December 31, 2018
and Independent Auditor's Report**

PRO RESOURCES RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION **FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017**

CONTENTS

Independent Auditor's Report	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
Supplementary Schedule	
Schedule of Assets Held for Investment Purposes at Year End	10

All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

To the Plan Trustees
PRO Resources Retirement Savings Plan
Detroit Lakes, MN

We have audited the accompanying financial statements of PRO Resources Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

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

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule, Schedule of Assets (Held at End of Year), together referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such

information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Jason F. Clausen, P.C.

St. Clair Shores, MI
October 11, 2019

PRO RESOURCES RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
<u>Assets</u>		
Investments (At Fair Value)		
Registered investment companies	<u>\$ 17,735,796</u>	<u>\$13,625,777</u>
Total investments	17,735,796	13,625,777
Receivables:		
Employer contributions	52,145	15,242
Employee contributions	88,722	91,494
Other	4,588	2,623
Notes receivable from Participants	<u>447,352</u>	<u>326,556</u>
Total receivables	<u>592,807</u>	<u>435,915</u>
Total assets	<u>18,328,603</u>	<u>14,061,692</u>
<u>Net Assets Available for Benefits</u>	<u>\$ 18,328,603</u>	<u>\$14,061,692</u>

See Independent Auditor's Report and Notes to the Financial Statements

PRO RESOURCES RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR END DECEMBER 31, 2018

	<u>2018</u>
<u>Additions</u>	
Participant contributions	\$ 2,160,486
Participant rollovers	250,841
Employer contributions	1,144,499
Investment income (loss):	
Interest and dividends	500,446
Net depreciation in fair value of investments	(1,695,271)
Participant Loans	<u>18,227</u>
Total Additions	2,379,228
<u>Deductions</u>	
Benefits paid to participants	2,143,882
Corrective distributions	17,568
Administrative expenses	161,628
Investment advisory fees	<u>17,230</u>
Total Deductions	<u>2,340,308</u>
Increase in Net Assets	38,920
Transfers in from other plans	4,900,771
Transfers out to other plans	(672,780)
Net Assets Available for Benefits	
Beginning of year	<u>14,061,692</u>
End of year	<u><u>\$18,328,603</u></u>

See Independent Auditor's Report and Notes to the Financial Statements

PRO RESOURCES RETIREMENT SAVINGS PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

NOTE 1 - PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES

The following description of the PRO Resources Retirement Savings Plan (the Plan) provides only general information. Plan participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was organized effective May 1, 2008, as a multiple-employer defined contribution retirement savings plan covering all eligible employees of the participating co-employers. The Plan is a Professional Employer Organization (PEO) Plan. PRO Systems Corporation is the Plan Sponsor and the Principal Participating Employer that makes the Plan available under a co-employment arrangement with those companies (collectively, the Co-employers) that elect to participate in the Plan. Each participating Co-employer has established participation requirements for its respective employees independently of other Co-employers participating in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Contributions

Plan participants may authorize the Co-employers to contribute to the Plan up to 100% of their eligible annual compensation, subject to the maximum amount permitted under the Internal Revenue Code (IRC). Participants who attain age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make rollover contributions to the Plan using amounts distributed to them from other qualified plans.

Co-employer matching contributions may be made to the Plan based on criteria established by each Co-employer's board of directors before the beginning of each Plan year. Co-employers may make a safe harbor non-elective contribution to each participant's 401(k) account equal to 3% of each participant's compensation. Additional Co-employer profit-sharing contributions may be made at the option of each Co-employer's board of directors at the end of each Plan year and allocated to participants' accounts based on criteria established by each Co-employer.

Participants direct the investment of their contributions, as well as those made by their respective Co-employer, into various investment options offered by the Plan.

See Independent Auditor's Report and Accompanying Notes to Financials

PRO RESOURCES RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

**NOTE 1 - PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Participant Loans

Each participant's account is credited with the participant's contributions and the respective Co-employer's contributions, and Plan earnings. Participant accounts may also be charged with an allocation of certain administrative expenses of the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions, their Co-employer's safe harbor contributions (if any), and actual earnings thereon. Vesting in a Co-employer's discretionary matching or profit-sharing contribution portion of their account is based on years of service. A participant is generally 100% vested after six years of credited service. Vesting schedules are determined by each Co-employer for its respective participants. Non-vested balances of employees who terminate are forfeited and may be used to reduce future employer matching contributions or Plan expenses at the end of the Plan year.

Forfeited Accounts

Forfeitures from non-vested accounts may be used to reduce matching or non-elective employer contributions or Plan expenses. For the years ended December 31, 2018 and 2017, no forfeited accounts were used to reduce employer contributions. At December 31, 2018 and 2017, forfeited non-vested accounts totaled \$55,058 and \$35,160, respectively.

Notes Receivable from Participants

Participants may borrow from their account a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. The terms of the notes range up to 5 years except notes issued to purchase a principle residence, for which the terms may be determined by the Plan Administrator. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the Plan Agreement.

Payment of Benefits

Upon the occurrence of a distributable event due to separation from service by termination, death, disability, or retirement, as defined by the Plan Agreement, a participant may elect to receive a lump-sum cash distribution equal to the value of the participant's vested interest in his or her account. Hardship and in-service withdrawals, as defined in the Plan Agreement, are also permitted from a participant's account. Benefits are recorded by the Plan when paid.

PRO RESOURCES RETIREMENT SAVINGS PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

**NOTE 1 - PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 2 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As discussed in Note 5, the Plan invests in stable value fund which is a fully benefit-responsive fund. The Plan's statement of net assets available for benefits presents the fair value of this investment, which approximates contract value. The Plan's statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Expenses

Administrative expenses for maintaining the Plan may be paid by the Plan Sponsor or the Plan, at the Plan Sponsor's discretion. Loan administration fees are charged directly to the participant's account and are included in administrative expenses.

Plan Termination

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

Tax Status

The Plan has adopted a volume submitter plan document whose sponsor has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the volume submitter plan document was designed in accordance with the applicable sections of the IRC. Although the Plan and the volume submitter plan document have been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt.

PRO RESOURCES RETIREMENT SAVINGS PLAN

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

**NOTE 1 - PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Accounting principles generally accepted in the United States require management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other taxing authorities. 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 disclosure in the financial statements.

The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in process. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2015.

NOTE 2 – FAIR VALUE MEASUREMENTS

The Plan has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy. The hierarchy 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 asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy 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; and 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. In situations where there is little or no market activity for the asset or liability, the Plan makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

PRO RESOURCES RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2018:

December 31, 2018	Level 1	Level 2	Level 3	Totals
Mutual Funds:	<u>\$17,735,796</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$17,735,796</u>
Total Investments at Fair Value	<u>\$17,735,796</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$17,735,796</u>

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2017:

December 31, 2017	Level 1	Level 2	Level 3	Totals
Mutual Funds:	<u>\$13,625,777</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$13,625,777</u>
Total Investments at Fair Value	<u>\$13,625,777</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$13,625,777</u>

NOTE 3 – PARTY-IN-INTEREST TRANSACTIONS

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Slavic Mutual Funds Management Corporation ("SMF") is the investment advisor to the Plan. Participants, if they elect this service, are charged a quarterly management fee.

Slavic Integrated Administration ("SIA"), the Plan's Third-Party Administrator, receives annual administrative and asset fees per participant. Direct fees paid by the Plan to the administrator totaled \$161,627 in 2018 and \$86,362 in 2017.

Slavic Investment Corporation ("SIC"), an SEC registered securities broker/dealer, collects from mutual fund companies, any 12b-1 commissions and SubTa and SSF recording fees paid by the funds held in Plan accounts, and credits them on a quarterly basis directly to participant accounts holding those funds. Only participants actually holding the funds at the crediting date receive a proration of this fund revenue; those trading out of the funds at the crediting date receive a proration of this fund revenue; those trading out of the funds before that date are not credited any prorated 12b-1 and SubTa and SSF payments.

Notes receivable from participants are permitted party-in-interest transactions.

PRO RESOURCES RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 4 – TRANSFERS

In 2018 and 2017, transfers of assets out of the plan by exiting employers were \$672,780 and \$347,420, respectively. In 2018 and 2017, transfers of assets into the plan from new or existing employers were \$4,900,771 and \$5,272,490 respectively.

NOTE 5 – RISKS AND UNCERTAINTIES

The Plan's investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Plan's financial statements.

NOTE 6 – FIDELITY BOND

As of December 31, 2018, the Plan was covered by a fidelity bond in the amount of \$500,000.

NOTE 7 - SUBSEQUENT EVENTS

The Plan Administrator has evaluated the financial statements for subsequent events occurring through the date of this report, which is the date the financial statements were available to be issued.

PRO RESOURCES RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018

EIN: 41-1592823 PN: 001

a.	b.	c.	d.	e.
	Issuer	Description	Cost	Current Value
	BlackRock	MSCI EAFE International Index K		\$ 100,912
	Dimensional Fund Advisors	DFA Emerging Markets Core Equity		241,941
	Dimensional Fund Advisors	DFA Us Large Cap Value Prtf Instl		84,587
	Dimensional Fund Advisors	DFA Inflation Protected SEC Port		43,263
	Wells Fargo	Wells Fargo Discipline US CORE I		61,666
	Fidelity	Fidelity 500 Index Adv		301,693
	Fidelity	Fidelity US Bond Index		31,279
	John Hancock	John Hancock Bond I		277,891
	MFS	MFS Global Total Return R5		12,671
	Neuberger & Berman	Neugerger Berman Mid Cap Growth Fund		79,425
	Prudential	Prudential High Yield Z		76,630
	American Funds	American Funds EuroPacific R6		530,067
	Vanguard Funds	Vanguard Short-Term Bond Index Admiral		29,802
	Vanguard Funds	Vanguard Target Retirement 2055		428,531
	Vanguard Funds	Vanguard Target Retirement 2050		531,082
	Vanguard Funds	Vanguard Target Retirement 2040		657,748
	Vanguard Funds	Vanguard Energy Admiral		129,934
	Vanguard Funds	Vanguard REIT Index Admiral		31,654
	Vanguard Funds	Vanguard Growth Index Admiral		175,195
	Vanguard Funds	Vanguard Mid Cap Index Admiral		73,401
	Vanguard Funds	Vanguard Industrial Index Admiral		279,500
	Vanguard Funds	Vanguard Target Retirement 2065 Inv		5,405
	Vanguard Funds	Vanguard Federal Money Market		1,134,206
	Vanguard Funds	Vanguard Information Technology Index		369,416
	Vanguard Funds	Vanguard Mid Cap Value Index Admiral		95,001
	Vanguard Funds	Vanguard Small Cap Growth Index Adm		109,090
	Vanguard Funds	Vanguard Short-Term Federal Admiral		1,842,440
	Vanguard Funds	Vanguard Small Cap Value Index Adm		144,379
	Vanguard Funds	Vanguard Small Cap Index Admiral		52,821
	Vanguard Funds	Vanguard Target Retirement 2030		1,495,112
	Vanguard Funds	Vanguard Short-Term Inf Prot Index Adm		20
	Vanguard Funds	Vanguard Target Retirement Income		42,938
	Vanguard Funds	Vanguard Target Retirement 2045		794,807
	Vanguard Funds	Vanguard Total Stock Market Index Admira		3,181,651
	Vanguard Funds	Vanguard Target Retirement 2035		1,258,223
	Vanguard Funds	Vanguard Target Retirement 2060		172,499
	Vanguard Funds	Vanguard Target Retirement 2025		1,017,067
	Vanguard Funds	Vanguard Target Retirement 2020		1,289,335
	Vanguard Funds	Vanguard Target Retirement 2015		552,514
		Total Registered Investment Companies		17,735,796
	Participant Loans	4.25%-5.50%	-	447,352
		Total investments		\$ 18,183,148

*-Indicates a party-in-interest.

Note: Information on cost of the investments is excluded as all investments are participant directed.

See Independent Auditor's Report and Notes to the Financial Statements

Multiple-Employer Plan Participating Employer Information

PRO RESOURCES RETIREMENT SAVINGS PLAN PLAN #: 002 EIN: 41-1592823		
(a) Name of participating employer	(b) EIN	(c) Percent of Total Contributions
Alderon Industries LLC	41-1957620	3.94%
American Sports Outfitters, LLC dba OutletRecreation.com	20-2642207	11.63%
Bethany Board and Lodge, Inc.	41-1993922	0.78%
Beyond Realty	81-4589861	0.62%
Blush Salon LLC	47-3312816	0.04%
Boys & Girls Club of Detroit Lakes, MN	41-0871442	0.37%
Boys & Girls Club Thrift Store & More	27-2588560	0.59%
Burchill Construction, LLC	20-3463637	0.55%
Burywood Properties dba LaQuinta Inn & Suites	47-2556639	0.15%
CM Bucholz, LLC	81-2553500	0.86%
Community Homes and Resources in Service to Mary dba CHARISM	45-0435273	0.04%
Concorde Refrigerated Inc.	42-1319629	0.16%
CRM Services, LLC dba OK Tire	46-2260604	0.27%
Custom Cinema & Sound, LLC	75-3029253	0.02%
Cut Above Home, Inc.	20-3275121	0.03%
Delmed, Inc.	26-3161062	2.01%
Diversified Poultry Services	46-1568157	0.10%
dog IDs, LLC	61-1426777	0.46%
Dot's Pretzels, LLC	83-1735985	8.48%
Farnam's Genuine Parts, Inc /DBF, Inc.	41-1400607	1.87%
Freedom Enterprises, Inc.	90-0947202	0.49%
Giant Snacks, Inc.	90-0392871	2.43%
Green's Plumbing & Heating, Inc. dba Green's Plumbing & Mode	47-3911230	1.90%
Hamre Repair LLC	81-3053378	0.85%
Harry Meyering Center, Inc	41-1000591	7.69%
Heartland PCA	51-0513739	0.33%
ISight RPV Services, LLC	47-2500938	0.44%
J and J Holmes, INC	41-2003426	6.61%
Jeremy Seifert Electric, Inc.	26-1642684	0.17%
JMKS Properties, LLC	46-3950874	1.31%
JOHO, LLC	46-4351440	0.73%
JT Lawn Service, LLC	74-3096418	0.44%
L. J. Norby Company	41-0444400	2.32%
Lake Country Logistics	20-0483164	0.12%
Lake Shipping Services	82-3736530	0.63%
Lakes Country Landscaping & Irrigation	20-1224778	0.77%
Midwest Pest Control, Inc.	45-0461049	2.36%
Midwest Tree & Maintenance, Inc.	46-1643349	0.14%
OmniByte Technology	47-4374488	0.26%
Orion Corporation of Minnesota, Inc	41-1576335	4.17%
Overcomers International Fellowship	41-1817006	0.03%
Papenfuss Trucking	27-1709933	0.13%
Park Avenue Automotive, Inc. dba Park Rapids Ford	27-1049546	0.55%
Plateau Healthcare, LLC	27-1860655	3.52%
Prairie Senior Cottages, LLC	41-1848842	3.88%
Precision Printing	41-1731140	0.23%
Pro Systems Corporation	41-1592823	6.38%
PROCare Employee Corporation	83-2383146	2.16%
Progressive Care	46-1121258	2.93%
Quality Auto Body Shop, Inc	45-0443341	0.05%
Residential Care Management	32-0546178	1.11%
Rural Living Environments	48-1283291	2.14%
Shannon Cabinets	20-3779994	0.34%
Steve's Sanitation	41-1962773	2.41%
Synergistics Management Group	26-4268868	0.42%
TINY TYKES, INC & WAHPETON YOUTH CLUB	26-2123520	0.25%
Titus Contracting, Inc.	26-2943841	0.30%
TLC Cleaning, LLC	27-4572253	0.04%
Upnorth Resort Inc. dba Clamshell Beach	20-0282108	0.23%
Valley Express, Inc.	41-1354837	2.31%
Wagner Excavating dba David Wagner	41-1730503	0.18%
Welcome Home Health Care Inc	41-1920574	3.28%

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

PRO RESOURCES RETIREMENT SAVINGS PLAN

PLAN #: 002

EIN:

41-1592823

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date rate of interest, collateral, par, or maturity value	(d) cost	(e) Current value
	BlackRock	BTMKX - iShares MSCI EAFE International Index K		100,912
	DFA	DFCEX - DFA Emerging Markets Core Equity		241,941
	DFA	DFLVX - DFA US Large Cap Value Prtf Instl		84,587
	DFA	DIPSX - DFA Inflation Protected SEC Port		43,263
	Wells Fargo	EVSIX - Wells Fargo Discipline US CORE I		61,666
	Fidelity	FXAIX - Fidelity 500 Index		301,693
	Fidelity	FXNAX - Fidelity US Bond Index		31,279
	John Hancock	JHBIX - John Hancock Bond I		277,891
	MFS	MFWLX - MFS Global Total Return R5		12,671
	Neuberger & Berman	NRMGX - Neuberger Berman Mid Cap Growth Fund Cla		79,425
	Prudential	PHYZX - Prudential High Yield Z		76,630
	American Funds	RERGX - American Funds EuroPacific R6		530,067
	Vanguard	VBIRX - Vanguard Short-Term Bond Index Admiral		29,802
	Vanguard	VFFVX - Vanguard Target Retirement 2055		428,531
	Vanguard	VFIFX - Vanguard Target Retirement 2050		531,082
	Vanguard	VFORX - Vanguard Target Retirement 2040		657,748
	Vanguard	VGELX - Vanguard Energy Admiral		129,934
	Vanguard	VGSLX - Vanguard Real Estate Index Admiral		31,655
	Vanguard	VIGAX - Vanguard Growth Index Admiral		175,195
	Vanguard	VIMAX - Vanguard Mid Cap Index Admiral		73,401
	Vanguard	VINAX - Vanguard Industrial Index Admiral		279,500
	Vanguard	VITAX - Vanguard Information Technology Index Ad		369,416
	Vanguard	VLXVX - Vanguard Target Retirement 2065 Inv		5,405
	Vanguard	VMFXX - Vanguard Federal Money Market		1,134,206
	Vanguard	VMVAX - Vanguard Mid Cap Value Index Admiral		95,001
	Vanguard	VSGAX - Vanguard Small Cap Growth Index Adm		109,090
	Vanguard	VSGDX - Vanguard Short-Term Federal Admiral		1,842,440
	Vanguard	VSIAX - Vanguard Small Cap Value Index Adm		144,379
	Vanguard	VSMAX - Vanguard Small Cap Index Admiral		52,821
	Vanguard	VTAPX - Vanguard Short-Term Inf Prot Index Admir		20
	Vanguard	VTHRX - Vanguard Target Retirement 2030		1,495,112
	Vanguard	VTINX - Vanguard Target Retirement Income		42,938
	Vanguard	VTIVX - Vanguard Target Retirement 2045		794,807
	Vanguard	VTSEX - Vanguard Total Stock Market Index Admira		3,181,651
	Vanguard	VTTHX - Vanguard Target Retirement 2035		1,258,224
	Vanguard	VTTSX - Vanguard Target Retirement 2060		172,499
	Vanguard	VTTVX - Vanguard Target Retirement 2025		1,017,067
	Vanguard	VTWNX - Vanguard Target Retirement 2020		1,289,335
	Vanguard	VTXVX - Vanguard Target Retirement 2015		552,514
	Participant Loans	3.25% - 6.00%		447,352

