

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 ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☒ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. ☐	
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>FANNIE MAY CONFECTIONS BRANDS, INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	002	
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>FANNIE MAY CONFECTIONS</u> <u>5353 LAUBY ROAD</u> <u>NORTH CANTON, OH 44720</u>		1c Effective date of plan <u>08/14/2017</u>	
		2b Employer Identification Number (EIN) <u>27-0085859</u>	
		2c Plan Sponsor's telephone number <u>330-494-0833</u>	
		2d Business code (see instructions) <u>311300</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	CHRISTOPHER RAUTNER
	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

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 1333
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) 1331 6a(2) 860 6b 0 6c 18 6d 878 6e 0 6f 878 6g 118 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 2S 2T 3D 3H 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 FANNIE MAY CONFECTIONS BRANDS, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 FANNIE MAY CONFECTIONS	D Employer Identification Number (EIN) 27-0085859	

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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	7135	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT OC IN RTM IV - AMERICAN CE	0.35%	
44-0619208		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT OC 2020 INV - AMERICAN CEN	0.35%	
44-0619208		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT OC 2025 INV - AMERICAN CEN	0.35%	
44-0619208		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AM CENT OC 2030 INV - AMERICAN CEN 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AM CENT OC 2035 INV - AMERICAN CEN 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AM CENT OC 2040 INV - AMERICAN CEN 44-0619208	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT OC 2045 INV - AMERICAN CEN 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT OC 2050 INV - AMERICAN CEN 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT OC 2055 INV - AMERICAN CEN 44-0619208	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLKRK INFL PROTEC IS - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BWG GLB OPP BOND I - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CALAMOS EV WLD GR I - US BANCORP F	0.15%	
39-0281260		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DELAWARE VALUE INST - DELAWARE INV 2005 MARKET STREET PHILADELPHIA, PA 19103	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GS SM CAP VALUE INV - GOLDMAN, SAC 13-5108880	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
METWEST TOT RTN BD M - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO INCOME I2 - DST ASSET MANAGE PO BOX 219432 KANSAS CITY, MO 64121	0.10%	
(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 <u>01/01/2018</u> and ending <u>12/31/2018</u>		
A Name of plan <u>FANNIE MAY CONFECTIONS BRANDS, INC. 401(K) 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>FANNIE MAY CONFECTIONS</u>	D Employer Identification Number (EIN) <u>27-0085859</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	0	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)	975	1955
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other.....	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common.....	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property).....	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans.....	1c(8)	0	54915
	(9) Value of interest in common/collective trusts	1c(9)	0	0
	(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)	1411285	2018255
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1412260	2075125

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	1412260	2075125
---	-----------	---------	---------

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)	0	
(B) Participants	2a(1)(B)	487548	
(C) Others (including rollovers)	2a(1)(C)	376939	
(2) Noncash contributions	2a(2)	0	864487
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
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)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	625	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		625
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	138743
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	138743	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		138743
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(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)		-263870
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		739985

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	54502	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		54502
f Corrective distributions (see instructions)	2f		15319
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	166	
(4) Other	2i(4)	7133	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		7299
j Total expenses. Add all expense amounts in column (b) and enter total	2j		77120

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		662865
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: MAZARS USA LLP

(2) EIN: 13-1459550

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.)		X	
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.).....		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
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?		X	
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?.....		X	
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?.....		X	
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.)	X		
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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.		X	
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)

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>FANNIE MAY CONFECTIONS BRANDS, INC. 401(K) 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>FANNIE MAY CONFECTIONS</u>	D Employer Identification Number (EIN) <u>27-0085859</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>04-6568107</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.
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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):

Fannie May Confections Brands, Inc. 401K Plan

**Financial Statements and
Supplemental Schedules
December 31, 2018 and 2017**



MAZARS

MAZARS USA LLP IS AN INDEPENDENT MEMBER FIRM OF MAZARS GROUP.

Fannie May Confections Brands, Inc. 401K Plan

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December 31, 2018 and 2017

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Independent Auditors' Report

To the Trustees of the
Fannie May Confections Brands, Inc. 401K Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fannie May Confections Brands, Inc. 401K Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the year ended December 31, 2018 and the period from August 14, 2017 (inception) to December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2018 and 2017 and for the year ended December 31, 2018 and the period from August 14, 2017 to December 31, 2017, that the information provided to the plan administrator by the custodian 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.

MAZARS USA LLP

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Other Matter

The supplemental schedules of assets (held at end of year) as of December 31, 2018 and 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Maym USA 228

October 9, 2019

Fannie May Confections Brands, Inc. 401K Plan

Statements of Net Assets Available for Benefits ***December 31, 2018 and 2017***

	<u>2018</u>	<u>2017</u>
Assets		
Investments, at fair value	\$ 2,020,210	\$ 1,412,260
Receivables		
Notes receivable from participants	<u>54,915</u>	<u>-</u>
Total assets	<u>2,075,125</u>	<u>1,412,260</u>
Liabilities		
Excess contributions payable	<u>53,349</u>	<u>15,056</u>
Net assets available for benefits	<u><u>\$ 2,021,776</u></u>	<u><u>\$ 1,397,204</u></u>

The accompanying notes are an integral part of these financial statements.

Fannie May Confections Brands, Inc. 401K Plan

Statements of Changes in Net Assets Available for Benefits *Year Ended December 31, 2018 and the Period Ended December 31, 2017*

	2018	2017
Additions		
Additions to net assets attributable to:		
Investment (loss) income		
Net (depreciation) appreciation in fair value of mutual funds	\$ (263,870)	\$ 15,746
Dividends	138,743	44,553
Total investment (loss) income	(125,127)	60,299
Interest from notes receivable from participants	625	-
Contributions		
Participant	487,548	147,540
Rollover	376,939	1,331,024
Total additions	739,985	1,538,863
Deductions		
Deductions from net assets attributable to:		
Benefits paid to participants	108,114	140,569
Administrative expenses	7,299	1,090
Total deductions	115,413	141,659
Net increase	624,572	1,397,204
Net assets available for benefits		
Beginning of year	1,397,204	-
End of year	\$ 2,021,776	\$ 1,397,204

The accompanying notes are an integral part of these financial statements.

Fannie May Confections Brands, Inc. 401K Plan

Notes to Financial Statements

Year Ended December 31, 2018 and Period Ended December 31, 2017

1. Plan Description

The following brief description of the Fannie May Confections Brands, Inc. 401K Plan (the “Plan”) provides only general information. Participants should refer to the plan document for a complete description of the Plan’s provisions. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Fannie May Confections Brands, Inc. (the “Company” or “Sponsor”) adopted the Fannie May Confections Brands, Inc. 401K Plan on August 14, 2017.

Eligibility

Employees of the Company are eligible to participate in the Plan upon attaining 21 years of age. Employees eligible to participate in the Plan are automatically enrolled at 3% on January 1 or July 1 of each Plan Year following the day they complete their eligibility requirements. Participants who defer less than 3% have an automatic increase of 1% each December 31 up to a maximum of 3%.

Effective April 2019, the automatic enrollment feature of the Plan was removed.

Contributions

Participants may elect to contribute pre-tax and Roth deferral contributions, up to 80% of their compensation. Participants who have attained or are expected to attain age 50 before the close of the taxable year will be permitted to make catch-up contributions. Participants may also make rollover contributions from other qualified plans.

The Company may make a discretionary matching contribution on employee contributions and catch-up contributions calculated on an annual basis in accordance with the provisions contained in the plan document. For the year ended December 31, 2018 and the period ended December 31, 2017, no employer matching contributions were made.

Vesting

Participants are immediately and fully vested in their contributions plus actual earnings thereon. Vesting in the Company’s contributions plus actual earnings thereon is based on years of service, as follows:

<u>Years of Service</u>	<u>Vesting %</u>
<2	0%
2	25%
3	50%
4	75%
5	100%

Forfeitures

Forfeitures, plus earnings thereon, can be used to reduce plan administrative expenses or future employer contributions. There were no forfeitures during the year ended December 31, 2018. There were forfeitures of \$159 for the period ended December 31, 2017. At December 31, 2018 and 2017, respectively, the forfeiture balance was \$159 which was available to be applied toward administrative expenses or employer contributions.

Participant Accounts

Each participant’s account is credited with their contributions, employer contributions, and the earnings thereon. Contributions to the Plan are invested by the custodian as directed by the participants. Each participant may elect from one or more of the investment vehicles offered pursuant to the provisions of the Plan.

Fannie May Confections Brands, Inc. 401K Plan

Notes Receivable from Participants

Participants may borrow up to the maximum amount which is equal to the lesser of \$50,000 or 50% of their vested account balance. A participant must be an active employee to be granted a loan. Notes receivable from participants are valued at amortized cost as of both December 31, 2018 and 2017. The terms of the loan cannot exceed five years unless it is for the purchase of a principal residence. A participant's vested account balance serves as collateral for the loan. The principal portion of the loan is repayable through payroll deductions and bears interest at a reasonable interest rate as determined by the trustees. At December 31, 2018, the interest rates on the outstanding loans range from 6.00% to 6.25%. Loans that are in default are accounted for as a reduction of net assets available for benefits in the year the default occurs.

Payment of Benefits

Upon normal retirement age (65), death, disability or termination of service, vested benefits can be distributed in the form of a lump sum, installment, or partial payment, as described by the plan document. Participants can also make in-service withdrawals upon reaching age 59 ½. In certain other cases and subject to the approval of the plan administrator, participants may request a withdrawal of a portion of their vested account balance in the case of financial hardship.

Administrative Expenses

All transaction fees are paid from participants' accounts. If forfeitures are available to use, administrative expenses are paid by the Plan through the forfeiture funds, otherwise they are paid by the Plan or the Company.

2. Summary of Significant Accounting Policies

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 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 changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investments Valuation and Income Recognition

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 4 for discussions of fair value measurements.

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

Payment of Benefits

Benefit payments to participants are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events through October 9, 2019, the date the financial statements were available for issuance. All subsequent events requiring recognition or disclosure have been incorporated in these financial statements.

Fannie May Confections Brands, Inc. 401K Plan

3. Investment Information Certified by the Plan Custodian

The following is a summary of the information regarding the Plan as of December 31, 2018 and 2017 and the year ended December 31, 2018 and the period ended December 31, 2017 included in the Plan's financial statements and supplemental schedules, that was prepared or derived from information provided by Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the custodian that such information is complete and accurate. Information relating to investments and participant loans held by the custodian at December 31, is as follows:

	2018	2017
Mutual funds	\$ 2,020,210	\$ 1,412,260
Notes receivable from participants	54,915	-
	<u>\$ 2,075,125</u>	<u>\$ 1,412,260</u>

The following was also certified by the custodian for the years ended December 31:

	2018	2017
Net (depreciation) appreciation in fair value of mutual funds	\$ (263,870)	\$ 15,746
Dividends	\$ 138,743	\$ 44,553
Interest from notes receivable from participants	\$ 625	\$ -

4. Fair Value Measurements

The Plan's investments are stated 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. 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 need to maximize the use of observable inputs and minimize the use of unobservable inputs. Valuation techniques used to measure fair value are defined 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: (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in inactive markets; (c) inputs other than quoted prices that are observable for the assets or liabilities; and (d) 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017:

- Mutual funds: Shares held by the Plan at year end are valued at unadjusted quoted prices in active markets.

Fannie May Confections Brands, Inc. 401K Plan

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments at fair value as of December 31, 2018 are as follows:

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 2,020,210	\$ -	\$ -	\$ 2,020,210

Investments at fair value as of December 31, 2017 are as follows:

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 1,412,260	\$ -	\$ -	\$ 1,412,260

5. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

6. Tax Status

On March 31, 2014, the Internal Revenue Service (“IRS”) stated that the prototype plan adopted by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code (“IRC”). The Plan has not received a determination letter specific to the Plan itself; however, the plan administrator believes that the Plan was designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan’s financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to inception.

7. Risks and Uncertainties

The Plan’s investments are concentrated in mutual funds that invest in various investment securities. Such securities are subject to various risks, such as interest, credit and overall volatility. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of these securities, it is at least reasonably possible that changes in market conditions in the near term could materially affect participants’ account balances and the value of investments reported in the financial statements.

8. Related Party Transactions

Fidelity is the custodian and third-party administrator of the Plan. Fees paid to Fidelity for recordkeeping services during 2018 and 2017 was \$7,133 and 1,086, respectively, and are included in administrative expenses.

Strategic Advisors, Inc. is the investment advisor to the Plan. Fees paid to Strategic Advisors, Inc. during 2018 and 2017 was \$166 and \$4, respectively.

Fannie May Confections Brands, Inc. 401K Plan

9. Reconciliation of Financial Statements to Form 5500

The Form 5500 was prepared on the cash basis for the years ended December 31, 2018 and 2017, and the financial statements were prepared on the accrual basis.

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

	<u>2018</u>	<u>2017</u>
Net assets available for benefits per the financial statements	\$ 2,021,776	\$ 1,397,204
Excess participant contributions payable	<u>53,349</u>	<u>15,056</u>
Net assets available for benefits per Schedule H of Form 5500	<u><u>\$ 2,075,125</u></u>	<u><u>\$ 1,412,260</u></u>

The following is a reconciliation between the statement of changes in net assets available for benefits per the accompanying financial statements and the Form 5500 for the year ended December 31, 2018:

Net increase per the financial statements	\$ 624,572
Less excess participant contributions at December 31, 2017	(15,056)
Add excess participant contributions at December 31, 2018	<u>53,349</u>
Net increase per Schedule H of Form 5500	<u><u>\$ 662,865</u></u>

Fannie May Confections Brands, Inc. 401K Plan

Schedule of Assets (Held at End of Year)

(Line 4i of Schedule H to the 2018 Form 5500)

EIN: 27-0085859 – Plan Number: 002

December 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(**) Cost	Current Value
	Mutual Funds			
	Delaware Value	Fund Institutional Class	\$	13,485
	Metropolitan West	Total Return Bond Fund Class M		10,667
	American Century	Investments One Choice 2020 Portfolio Investor Class		168,616
	American Century	Investments One Choice 2025 Portfolio Investor Class		962,849
	American Century	Investments One Choice 2030 Portfolio Investor Class		128,377
	American Century	Investments One Choice 2035 Portfolio Investor Class		145,298
	American Century	Investments One Choice 2040 Portfolio Investor Class		63,876
	American Century	Investments One Choice 2045 Portfolio Investor Class		235,351
	American Century	Investments One Choice 2050 Portfolio Investor Class		56,138
	American Century	Investments One Choice 2055 Portfolio Investor Class		71,890
	American Century	Investments One Choice in Retirement Portfolio Investor Class		49,618
	PIMCO	Income Fund Class I-2		11,023
	BlackRock	Inflation Protected Bond Fund Institutional Shares		353
	Goldman Sachs	Small Cap Value Fund Investor Class		22,873
	BrandywinGlobal	Global Opportunities Bond Fund Class I		2,278
	Calamos	Evolving World Growth Fund Class I		1,943
(*)	Fidelity	Contrafund		26,341
(*)	Fidelity	Value Fund		8,033
(*)	Fidelity	Diversified International Fund		12,730
(*)	Fidelity	Mid-Cap Stock Fund		10,180
(*)	Fidelity	Government Money Market Fund		1,955
(*)	Fidelity	500 Index Fund		16,336
(*)	Notes receivable from participants	Interest rates ranging from 6.00% to 6.25%		54,915
			\$	2,075,125

(*) Party-in-interest to the Plan.

(**) Cost omitted for participant-directed investments

Fannie May Confections Brands, Inc. 401K Plan

Schedule of Assets (Held at End of Year)

(Line 4i of Schedule H to the 2017 Form 5500)

EIN: 27-0085859 – Plan Number: 002

December 31, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(**) Cost	Current Value
	Mutual Funds			
	Delaware Value	Fund Institutional Class	\$	2,239
	Metropolitan West	Total Return Bond Fund Class M		2,884
	American Century	Investments One Choice 2020 Portfolio Investor Class		31,478
	American Century	Investments One Choice 2025 Portfolio Investor Class		931,800
	American Century	Investments One Choice 2030 Portfolio Investor Class		114,706
	American Century	Investments One Choice 2035 Portfolio Investor Class		30,767
	American Century	Investments One Choice 2040 Portfolio Investor Class		40,285
	American Century	Investments One Choice 2045 Portfolio Investor Class		120,453
	American Century	Investments One Choice 2050 Portfolio Investor Class		24,572
	American Century	Investments One Choice 2055 Portfolio Investor Class		40,094
	American Century	Investments One Choice in Retirement Portfolio Investor Class		38,863
	PIMCO	Income Fund Class I-2		2,215
	BlackRock	Inflation Protected Bond Fund Institutional Shares		186
	Goldman Sachs	Small Cap Value Fund Investor Class		14,493
	BrandywinGlobal	Global Opportunities Bond Fund Class I		89
	Calamos	Evolving World Growth Fund Class I		801
*	Fidelity	Contrafund		5,144
*	Fidelity	Value Fund		1,557
*	Fidelity	Diversified International Fund		3,872
*	Fidelity	Mid-Cap Stock Fund		1,667
*	Fidelity	Government Money Market Fund		975
*	Fidelity	500 Index Fund		3,120
				<u>\$ 1,412,260</u>

(*) Party-in-interest to the Plan.

(**) Cost omitted for participant-directed investments

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Fannie May Confections Brands, Inc. 401K Plan

**Financial Statements and
Supplemental Schedules
December 31, 2018 and 2017**



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MAZARS USA LLP IS AN INDEPENDENT MEMBER FIRM OF MAZARS GROUP.

Fannie May Confections Brands, Inc. 401K Plan

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December 31, 2018 and 2017

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Independent Auditors' Report

To the Trustees of the
Fannie May Confections Brands, Inc. 401K Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fannie May Confections Brands, Inc. 401K Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the year ended December 31, 2018 and the period from August 14, 2017 (inception) to December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2018 and 2017 and for the year ended December 31, 2018 and the period from August 14, 2017 to December 31, 2017, that the information provided to the plan administrator by the custodian 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.

MAZARS USA LLP

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MAZARS USA LLP IS AN INDEPENDENT MEMBER FIRM OF MAZARS GROUP.



Other Matter

The supplemental schedules of assets (held at end of year) as of December 31, 2018 and 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Maym USA 228

October 9, 2019

Fannie May Confections Brands, Inc. 401K Plan

Statements of Net Assets Available for Benefits ***December 31, 2018 and 2017***

	<u>2018</u>	<u>2017</u>
Assets		
Investments, at fair value	\$ 2,020,210	\$ 1,412,260
Receivables		
Notes receivable from participants	<u>54,915</u>	<u>-</u>
Total assets	<u>2,075,125</u>	<u>1,412,260</u>
Liabilities		
Excess contributions payable	<u>53,349</u>	<u>15,056</u>
Net assets available for benefits	<u><u>\$ 2,021,776</u></u>	<u><u>\$ 1,397,204</u></u>

The accompanying notes are an integral part of these financial statements.

Fannie May Confections Brands, Inc. 401K Plan

Statements of Changes in Net Assets Available for Benefits *Year Ended December 31, 2018 and the Period Ended December 31, 2017*

	2018	2017
Additions		
Additions to net assets attributable to:		
Investment (loss) income		
Net (depreciation) appreciation in fair value of mutual funds	\$ (263,870)	\$ 15,746
Dividends	138,743	44,553
Total investment (loss) income	(125,127)	60,299
Interest from notes receivable from participants	625	-
Contributions		
Participant	487,548	147,540
Rollover	376,939	1,331,024
Total additions	739,985	1,538,863
Deductions		
Deductions from net assets attributable to:		
Benefits paid to participants	108,114	140,569
Administrative expenses	7,299	1,090
Total deductions	115,413	141,659
Net increase	624,572	1,397,204
Net assets available for benefits		
Beginning of year	1,397,204	-
End of year	\$ 2,021,776	\$ 1,397,204

The accompanying notes are an integral part of these financial statements.

Fannie May Confections Brands, Inc. 401K Plan

Notes to Financial Statements

Year Ended December 31, 2018 and Period Ended December 31, 2017

1. Plan Description

The following brief description of the Fannie May Confections Brands, Inc. 401K Plan (the “Plan”) provides only general information. Participants should refer to the plan document for a complete description of the Plan’s provisions. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Fannie May Confections Brands, Inc. (the “Company” or “Sponsor”) adopted the Fannie May Confections Brands, Inc. 401K Plan on August 14, 2017.

Eligibility

Employees of the Company are eligible to participate in the Plan upon attaining 21 years of age. Employees eligible to participate in the Plan are automatically enrolled at 3% on January 1 or July 1 of each Plan Year following the day they complete their eligibility requirements. Participants who defer less than 3% have an automatic increase of 1% each December 31 up to a maximum of 3%.

Effective April 2019, the automatic enrollment feature of the Plan was removed.

Contributions

Participants may elect to contribute pre-tax and Roth deferral contributions, up to 80% of their compensation. Participants who have attained or are expected to attain age 50 before the close of the taxable year will be permitted to make catch-up contributions. Participants may also make rollover contributions from other qualified plans.

The Company may make a discretionary matching contribution on employee contributions and catch-up contributions calculated on an annual basis in accordance with the provisions contained in the plan document. For the year ended December 31, 2018 and the period ended December 31, 2017, no employer matching contributions were made.

Vesting

Participants are immediately and fully vested in their contributions plus actual earnings thereon. Vesting in the Company’s contributions plus actual earnings thereon is based on years of service, as follows:

<u>Years of Service</u>	<u>Vesting %</u>
<2	0%
2	25%
3	50%
4	75%
5	100%

Forfeitures

Forfeitures, plus earnings thereon, can be used to reduce plan administrative expenses or future employer contributions. There were no forfeitures during the year ended December 31, 2018. There were forfeitures of \$159 for the period ended December 31, 2017. At December 31, 2018 and 2017, respectively, the forfeiture balance was \$159 which was available to be applied toward administrative expenses or employer contributions.

Participant Accounts

Each participant’s account is credited with their contributions, employer contributions, and the earnings thereon. Contributions to the Plan are invested by the custodian as directed by the participants. Each participant may elect from one or more of the investment vehicles offered pursuant to the provisions of the Plan.

Fannie May Confections Brands, Inc. 401K Plan

Notes Receivable from Participants

Participants may borrow up to the maximum amount which is equal to the lesser of \$50,000 or 50% of their vested account balance. A participant must be an active employee to be granted a loan. Notes receivable from participants are valued at amortized cost as of both December 31, 2018 and 2017. The terms of the loan cannot exceed five years unless it is for the purchase of a principal residence. A participant's vested account balance serves as collateral for the loan. The principal portion of the loan is repayable through payroll deductions and bears interest at a reasonable interest rate as determined by the trustees. At December 31, 2018, the interest rates on the outstanding loans range from 6.00% to 6.25%. Loans that are in default are accounted for as a reduction of net assets available for benefits in the year the default occurs.

Payment of Benefits

Upon normal retirement age (65), death, disability or termination of service, vested benefits can be distributed in the form of a lump sum, installment, or partial payment, as described by the plan document. Participants can also make in-service withdrawals upon reaching age 59 ½. In certain other cases and subject to the approval of the plan administrator, participants may request a withdrawal of a portion of their vested account balance in the case of financial hardship.

Administrative Expenses

All transaction fees are paid from participants' accounts. If forfeitures are available to use, administrative expenses are paid by the Plan through the forfeiture funds, otherwise they are paid by the Plan or the Company.

2. Summary of Significant Accounting Policies

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 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 changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investments Valuation and Income Recognition

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 4 for discussions of fair value measurements.

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

Payment of Benefits

Benefit payments to participants are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events through October 9, 2019, the date the financial statements were available for issuance. All subsequent events requiring recognition or disclosure have been incorporated in these financial statements.

Fannie May Confections Brands, Inc. 401K Plan

3. Investment Information Certified by the Plan Custodian

The following is a summary of the information regarding the Plan as of December 31, 2018 and 2017 and the year ended December 31, 2018 and the period ended December 31, 2017 included in the Plan's financial statements and supplemental schedules, that was prepared or derived from information provided by Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the custodian that such information is complete and accurate. Information relating to investments and participant loans held by the custodian at December 31, is as follows:

	2018	2017
Mutual funds	\$ 2,020,210	\$ 1,412,260
Notes receivable from participants	54,915	-
	<u>\$ 2,075,125</u>	<u>\$ 1,412,260</u>

The following was also certified by the custodian for the years ended December 31:

	2018	2017
Net (depreciation) appreciation in fair value of mutual funds	\$ (263,870)	\$ 15,746
Dividends	\$ 138,743	\$ 44,553
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The Plan's investments are stated 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. 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 need to maximize the use of observable inputs and minimize the use of unobservable inputs. Valuation techniques used to measure fair value are defined as follows:

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017:

- **Mutual funds:** Shares held by the Plan at year end are valued at unadjusted quoted prices in active markets.

Fannie May Confections Brands, Inc. 401K Plan

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments at fair value as of December 31, 2018 are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	<u>\$ 2,020,210</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,020,210</u>

Investments at fair value as of December 31, 2017 are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	<u>\$ 1,412,260</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,412,260</u>

5. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

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Net assets available for benefits per Schedule H of Form 5500	<u><u>\$ 2,075,125</u></u>	<u><u>\$ 1,412,260</u></u>

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Net increase per Schedule H of Form 5500	<u><u>\$ 662,865</u></u>

Fannie May Confections Brands, Inc. 401K Plan

Schedule of Assets (Held at End of Year)

(Line 4i of Schedule H to the 2018 Form 5500)

EIN: 27-0085859 – Plan Number: 002

December 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(**) Cost	Current Value
	Mutual Funds			
	Delaware Value	Fund Institutional Class	\$	13,485
	Metropolitan West	Total Return Bond Fund Class M		10,667
	American Century	Investments One Choice 2020 Portfolio Investor Class		168,616
	American Century	Investments One Choice 2025 Portfolio Investor Class		962,849
	American Century	Investments One Choice 2030 Portfolio Investor Class		128,377
	American Century	Investments One Choice 2035 Portfolio Investor Class		145,298
	American Century	Investments One Choice 2040 Portfolio Investor Class		63,876
	American Century	Investments One Choice 2045 Portfolio Investor Class		235,351
	American Century	Investments One Choice 2050 Portfolio Investor Class		56,138
	American Century	Investments One Choice 2055 Portfolio Investor Class		71,890
	American Century	Investments One Choice in Retirement Portfolio Investor Class		49,618
	PIMCO	Income Fund Class I-2		11,023
	BlackRock	Inflation Protected Bond Fund Institutional Shares		353
	Goldman Sachs	Small Cap Value Fund Investor Class		22,873
	BrandywinGlobal	Global Opportunities Bond Fund Class I		2,278
	Calamos	Evolving World Growth Fund Class I		1,943
(*)	Fidelity	Contrafund		26,341
(*)	Fidelity	Value Fund		8,033
(*)	Fidelity	Diversified International Fund		12,730
(*)	Fidelity	Mid-Cap Stock Fund		10,180
(*)	Fidelity	Government Money Market Fund		1,955
(*)	Fidelity	500 Index Fund		16,336
(*)	Notes receivable from participants	Interest rates ranging from 6.00% to 6.25%		54,915
			\$	2,075,125

(*) Party-in-interest to the Plan.

(**) Cost omitted for participant-directed investments

Fannie May Confections Brands, Inc. 401K Plan

Schedule of Assets (Held at End of Year)

(Line 4i of Schedule H to the 2017 Form 5500)

EIN: 27-0085859 – Plan Number: 002

December 31, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investments, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(**) Cost	Current Value
	Mutual Funds			
	Delaware Value	Fund Institutional Class	\$	2,239
	Metropolitan West	Total Return Bond Fund Class M		2,884
	American Century	Investments One Choice 2020 Portfolio Investor Class		31,478
	American Century	Investments One Choice 2025 Portfolio Investor Class		931,800
	American Century	Investments One Choice 2030 Portfolio Investor Class		114,706
	American Century	Investments One Choice 2035 Portfolio Investor Class		30,767
	American Century	Investments One Choice 2040 Portfolio Investor Class		40,285
	American Century	Investments One Choice 2045 Portfolio Investor Class		120,453
	American Century	Investments One Choice 2050 Portfolio Investor Class		24,572
	American Century	Investments One Choice 2055 Portfolio Investor Class		40,094
	American Century	Investments One Choice in Retirement Portfolio Investor Class		38,863
	PIMCO	Income Fund Class I-2		2,215
	BlackRock	Inflation Protected Bond Fund Institutional Shares		186
	Goldman Sachs	Small Cap Value Fund Investor Class		14,493
	BrandywinGlobal	Global Opportunities Bond Fund Class I		89
	Calamos	Evolving World Growth Fund Class I		801
*	Fidelity	Contrafund		5,144
*	Fidelity	Value Fund		1,557
*	Fidelity	Diversified International Fund		3,872
*	Fidelity	Mid-Cap Stock Fund		1,667
*	Fidelity	Government Money Market Fund		975
*	Fidelity	500 Index Fund		3,120
				<u>\$ 1,412,260</u>

(*) Party-in-interest to the Plan.

(**) Cost omitted for participant-directed investments

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