

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	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:	<input type="checkbox"/> a multiemployer plan <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) <input checked="" type="checkbox"/> a single-employer plan <input type="checkbox"/> a DFE (specify) _____
B This return/report is:	<input type="checkbox"/> the first return/report <input type="checkbox"/> the final return/report <input type="checkbox"/> an amended return/report <input type="checkbox"/> a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558 <input type="checkbox"/> automatic extension <input type="checkbox"/> the DFVC program <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information										
1a Name of plan <u>DILLER SCOFIDIO RENFRO LLC 401(K) RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2003</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>13-4180468</u></td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number <u>212-260-7971</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>541310</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2003</u>		2b Employer Identification Number (EIN) <u>13-4180468</u>		2c Plan Sponsor's telephone number <u>212-260-7971</u>		2d Business code (see instructions) <u>541310</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>01/01/2003</u>											
2b Employer Identification Number (EIN) <u>13-4180468</u>											
2c Plan Sponsor's telephone number <u>212-260-7971</u>											
2d Business code (see instructions) <u>541310</u>											
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>DILLER SCOFIDIO RENFRO, LLC</u> <u>601 WEST 26TH STREET, SUITE 1815</u> <u>SUITE 1815</u> <u>NEW YORK, NY 10001-1152</u> <u>NEW YORK, NY 10001-1152</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.	10/11/2019	CHARLES RENFRO
	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 <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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	5 158
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) 85 6a(2) 77 6b 0 6c 81 6d 158 6e 0 6f 158 6g 154 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: 2A 2E 2F 2G 2J 3B 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) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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)** ☒ 1 **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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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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 DILLER SCOFIDIO RENFRO LLC 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 DILLER SCOFIDIO RENFRO, LLC	D Employer Identification Number (EIN) 13-4180468

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

(a) Name of insurance carrier NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	GAP-D0-TZ39	154	01/01/2018	12/31/2018

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

(a) Total amount of commissions paid 61	(b) Total amount of fees paid 0
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid L. M. KOHN & COMPANY 10151 CARVER RD SUITE 100 CINCINNATI, OH 45242

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
61			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	
6	Contracts With Allocated Funds:		
a	State the basis of premium rates ▶		
b	Premiums paid to carrier.....	6b	
c	Premiums due but unpaid at the end of the year.....	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	
	Specify nature of costs ▶		
e	Type of contract: (1) <input type="checkbox"/> individual policies (2) <input type="checkbox"/> group deferred annuity		
	(3) <input type="checkbox"/> other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ <input type="checkbox"/>		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) <input type="checkbox"/> deposit administration (2) <input type="checkbox"/> immediate participation guarantee		
	(3) <input checked="" type="checkbox"/> guaranteed investment (4) <input type="checkbox"/> other ▶		
b	Balance at the end of the previous year.....	7b	31098
c	Additions: (1) Contributions deposited during the year	7c(1)	3268
	(2) Dividends and credits	7c(2)	0
	(3) Interest credited during the year	7c(3)	279
	(4) Transferred from separate account.....	7c(4)	0
	(5) Other (specify below)	7c(5)	
	(6) Total additions.....	7c(6)	3547
d	Total of balance and additions (add lines 7b and 7c(6))	7d	34645
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0
	(2) Administration charge made by carrier	7e(2)	0
	(3) Transferred to separate account.....	7e(3)	34645
	(4) Other (specify below)	7e(4)	
	(5) Total deductions.....	7e(5)	34645
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) 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 DILLER SCOFIDIO RENFRO LLC 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 DILLER SCOFIDIO RENFRO, LLC	D Employer Identification Number (EIN) 13-4180468	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21	NONE	49397	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

GELMAN PENSION CONSULTING

70 WEST 40TH STREET, 8TH FLOOR
NEW YORK, NY 10018-2623

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	NONE	20	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	4173	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

L. M. KOHN & COMPANY

10151 CARVER ROAD, SUITE 100
CINCINNATI, OH 45242

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	18368	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
GELMAN PENSION CONSULTING	15	4173
(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.
NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215		ADMINISTRATIVE SERVICES FEE
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
L. M. KOHN	52	18368
(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.
NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215		COMPENSATION
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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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 DILLER SCOFIDIO RENFRO LLC 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 DILLER SCOFIDIO RENFRO, LLC	D Employer Identification Number (EIN) 13-4180468	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	334185	401129
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	1769	0
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	6567019	6623701
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	31099	0
(15) Other.....	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	6934072 7024830
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	6934072 7024830

Part II Income and Expense Statement

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

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	401129
	(B) Participants	2a(1)(B)	653972
	(C) Others (including rollovers)	2a(1)(C)	21466
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	1076567
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	467
	(F) Other	2b(1)(F)	278
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	745
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	0
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-501231
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		576081

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	485323	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		485323
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		485323

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		90758
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: LUTZ AND CARR CPA'S LLP

(2) EIN: 13-1655065

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.			
4n			

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

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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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>DILLER SCOFIDIO RENFRO LLC 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DILLER SCOFIDIO RENFRO, LLC</u>	D Employer Identification Number (EIN) <u>13-4180468</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	<u>0</u>
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>31-1592130</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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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):

**DILLER SCOFIDIO + RENFRO LLC
401(k) RETIREMENT PLAN**

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

INCLUDING INDEPENDENT AUDITOR'S REPORT

**AS OF DECEMBER 31, 2018 AND 2017 AND
FOR THE YEAR ENDED DECEMBER 31, 2018**

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to the Diller Scofidio + Renfro LLC 401(k) Retirement Plan.



INDEPENDENT AUDITORS' REPORT

To Trustees of
Diller Scofidio + Renfro LLC 401(k) Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Diller Scofidio + Renfro LLC 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 Nationwide Financial Services, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2018 and 2017 and for the year ended December 31, 2018, 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.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2018 is 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 this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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.

Lotz + Carr, LLP

New York, New York
October 4, 2019

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
Assets		
Investments (at fair value)	\$6,623,701	\$6,567,019
Investment (at contract value)	-	31,099
Due from employer	401,129	334,185
Participant loans	<u>-</u>	<u>1,769</u>
 Total Assets	 <u><u>\$7,024,830</u></u>	 <u><u>\$6,934,072</u></u>
 Net Assets Available for Benefits	 <u><u>\$7,024,830</u></u>	 <u><u>\$6,934,072</u></u>

See accompanying notes to financial statements.

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2018

Additions to Net Assets Attributed to:

Investment Income	
Net investment income	<u>\$ (500,486)</u>
Contributions	
Participants (including rollovers)	675,438
Employer	<u>401,129</u>
Total Contributions	<u>1,076,567</u>
Total Additions	576,081

Deductions from Net Assets Attributed to:

Benefits paid to participants (including direct rollovers)	<u>485,323</u>
Net Increase	90,758
Net assets available for plan benefits, beginning of year	<u>6,934,072</u>
Net Assets Available for Plan Benefits, End of Year	<u><u>\$7,024,830</u></u>

See accompanying notes to financial statements.

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018****Note 1 - Description of Plan**

The following description of the Diller Scofidio + Renfro LLC (the "Company" and "Sponsor") 401(k) Retirement Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

a - General and Eligibility

The Plan is a defined contribution plan covering all employees of Diller Scofidio + Renfro LLC who have completed six months of service and are at least the 20½ years of age. Employees enter the Plan as participants on January 1st or July 1st that coincides with or next follows the date that an individual satisfies the age and service requirement. Employees are ineligible if they are governed by a collective bargaining agreement in which retirement benefits were the subject of good faith bargaining and if the employee is a leased employee. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b - Contributions

Participants may make pre-tax elective contributions up to 100% of their annual compensation up to the maximum allowable under the Internal Revenue Code. Participants who have attained the age of 50 before the end of the Plan year are eligible to make catch up contributions, up to the maximum allowable under the Internal Revenue Code. The Company may elect to make a safe-harbor non-elective contribution of at least 3% of gross salary on behalf of each eligible employee. The Company may also make a discretionary non-safe harbor non-elective contribution to the Plan. Contributions are invested into various investment options offered by the Plan in accordance with each participant's direction. Contributions are subject to certain limitations imposed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

c - Participant Accounts

Each participant account is credited with the participant's contribution, the related employer's contribution and their proportionate share of plan earnings and administrative expense. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

d - Vesting

Participants are immediately vested in their contributions and in the Company's safe-harbor non-elective contribution of at least 3% of gross salary plus actual earnings thereon. Vesting in the Company's discretionary non-safe harbor non-elective contribution is based upon credited years of service. A participant is vested 20% per year of service and attains 100% vesting after six years of credited service.

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018****Note 1 - Description of Plan (continued)****e - Payment of Benefits**

Benefits may be withdrawn upon retirement, hardship, disability, or termination of employment for any reason, or upon plan termination. Normal retirement age under this plan is 59 ½. Benefits may be paid as lump sum or as an annuity form of payment. Terminated employees with vested benefits \$5,000 or less will be distributed in a lump sum amount.

f - Participant Loans

Loans are permitted from the Plan with the approval of the administrator. All loans will be made in accordance with the loan policy established by the administrator and are subject to a set of rules established by law.

g - Hardship Withdrawals

An active employee, with written consent of his/her spouse, may take a distribution of up to 100% of the employee's contribution account excluding earnings and up to 100% of the vested non-safe harbor non-elective contributions to pay for a financial hardship. The employee cannot make contributions to the Plan for six months after the distribution. The hardship must meet certain conditions as defined by applicable IRS code.

h - Forfeited Accounts

Forfeited nonvested accounts are used to reduce future employer contributions. There were not any forfeited nonvested accounts at December 31, 2018 and 2017.

Note 2 - Summary of Accounting Policies

The following accounting policies, which conform with generally accepted accounting principles, have been used consistently in the preparation of the Plan's financial statements:

a - Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

Note 2 - Summary of Accounting Policies (continued)

b - Investment Valuation and Income Recognition

The Plan's investments are stated at fair value except for the Indexed Fixed contract, which is stated at contract value (see Note 5). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (See Note 4 for discussion of fair value measurements). Money market balances are valued at cost, which equals current value. Purchases and sales of securities are recorded on a trade date basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

c - Payment of Benefits

Benefits are recorded when paid.

d - Plan Expenses

Administrative expenses may be paid directly by the sponsor, while other expenses may be paid from the assets of the plan. The expenses that are paid from plan assets will either be shared by all participants, or will be charged directly to the account of the participant on whose sole behalf the expense is incurred.

e - Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

f - Subsequent Events

The Plan has evaluated subsequent events through October 4, 2019, the date that the financial statements are considered available to be issued.

Note 3 - Certified Financial Information

The Plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, Nationwide Financial Services, the custodian of the Plan, had certified as to the completeness and accuracy of the investments and participant loans of \$6,623,701 and \$6,599,887 as of December 31, 2018 and 2017, respectively, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2018.

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

Note 4 - Fair Value Measurements

FASB ASC 820, "*Fair Value Measurements and Disclosures*," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS8 ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

Mutual Funds

Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

Note 4 - Fair Value Measurements (continued)

The Plan sponsor is responsible for the determination of fair value. Accordingly, it performs periodic analysis on the prices received from the pricing services used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the Plan sponsor has not historically adjusted the prices obtained from the pricing services.

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

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

2018				
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Large Cap Equity Funds	\$ 967,159	\$ -	\$ -	\$ 967,159
Mid Cap Equity Funds	330,039	-	-	330,039
Small Cap Equity Funds	370,256	-	-	370,256
International Funds	656,478	-	-	656,478
Bond Funds	396,817	-	-	396,817
Balanced Funds	3,580,975	-	-	3,580,975
Other Funds	321,977	-	-	321,977
Total Assets in Fair Value Hierarchy	<u>\$6,623,701</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$6,623,701</u>

2017				
	Level 1	Level 2	Level 3	Total
Mutual Funds				
Large Cap Equity Funds	\$1,033,319	\$ -	\$ -	\$1,033,319
Mid Cap Equity Funds	361,068	-	-	361,068
Small Cap Equity Funds	315,873	-	-	315,873
International Funds	681,296	-	-	681,296
Bond Funds	301,642	-	-	301,642
Balanced Funds	3,640,559	-	-	3,640,559
Other Funds	233,262	-	-	233,262
Total Assets in Fair Value Hierarchy	<u>\$6,567,019</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$6,567,019</u>

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018****Note 5 - Indexed Fixed Contracts**

The Plan has a fully benefit-responsive investment contract with Nationwide Insurance Company ("Nationwide"). Nationwide maintains the contributions in a general account which is credited with earnings on the underlying fully benefit-responsive investment contract and charged for associated participant withdrawals and administrative expenses. The benefit-responsive investment contract is included in the financial statements at contract value as reported to the Plan by Nationwide. Contract value represents contributions made under the contract, plus credited interest, less participant withdrawals and fees. Participants may ordinarily direct the withdrawal of all or a portion of their investments at contract value. Nationwide is contractually obligated to pay the principal and interest at a specified rate that is guaranteed to the Plan. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) temporary absence; (2) change in position or other occurrence qualifying as a temporary break in service under the plan; (3) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer; (4) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the Plan sponsor's business; (5) removal from the Plan of one or more groups or classifications of participants; (6) partial or complete Plan termination; or (7) Plan disqualification. The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable of occurring.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and average earnings credited to participants were approximately 1.3% and 0.4% for 2018 and 2017, respectively. The crediting interest rate is based on a formula agreed upon with the issuer indexed to the five or three-year Treasury Note yield. Such interest rates are reviewed on a quarterly basis for resetting.

The Indexed Fixed Contract does not permit Nationwide to terminate the agreement prior to the scheduled maturity rate.

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

Note 6 - Tax Status

The Trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate sections of the Internal Revenue Code ("IRC"), and accordingly, the Trust's net investment income is exempt from income taxes. The Plan has adopted a prototype plan through Nationwide that is qualified by the Internal Revenue Service and a determination letter separately filed is not mandatory by Plan sponsor. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes have been included in the Plan's financial statements. Management believes that it has appropriate support for any tax positions taken and does not have any uncertain tax positions that are material to the financial statements.

Note 7 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with these investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

The following investments represent 10% or more of the Plan's net assets as of December 31, 2018 and 2017:

	Fair Value	
	2018	2017
Nationwide Inv Dest Cnsrv Svc	\$1,016,714	\$942,216
Nationwide Inv Dest Mod Cnsrv Svc	780,118	983,802

Note 8 - Party-in-Interest Transactions

Plan investments are annuities managed by Nationwide. Nationwide acts as custodian for those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Fees totaling \$49,397 were paid directly to Nationwide during the 2018 plan year.

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN**NOTES TO FINANCIAL STATEMENTS****DECEMBER 31, 2018****Note 9 - Plan Termination**

Although the intention of the plan is to be permanent, the sponsor can amend or terminate the plan at any time. If the plan is terminated, all participants will have a 100% vested interest in their accounts as of the termination date.

SUPPLEMENTAL SCHEDULE

DILLER SCOFIDIO + RENFRO LLC 401(K) RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2018

Sponsor EIN: 13-4180468

Plan #: 001

(a)	(b) Identity of Issue Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Value
	DFA US Vector Equity I	Registered Investment Companies		\$ 127,053
	American Beacon Lg Cap Value Inst	Registered Investment Companies		4,409
	American Funds Intl Gr and Inc R6	Registered Investment Companies		281,187
	AMG TimeSquare International Small Cap Fund	Registered Investment Companies		9,869
	Vanguard 500 Index Inv	Registered Investment Companies		458,746
	Vanguard Extended Market Index Fund Admiral	Registered Investment Companies		52,776
	Vanguard Small-Cap Growth Index Fund Admiral	Registered Investment Companies		55,579
	Vanguard Total Stock Market Index Fund Admiral	Registered Investment Companies		144,252
	Vanguard Total Bond Market Index Adm	Registered Investment Companies		-
	Vanguard GNMA Adm	Registered Investment Companies		5,805
	Vanguard Health Care Admiral Shares	Registered Investment Companies		20,081
	Vanguard Long-Term Investment-Grade Fund Admiral	Registered Investment Companies		18,940
	Vanguard Long-Term Treasury Fund Admiral	Registered Investment Companies		58,270
	iShares Russell 2000 Small-Cap Index Fund	Registered Investment Companies		27,370
	iShares Total U.S. Stock Market Index Fund	Registered Investment Companies		30,024
	Fidelity NASDAQ Composite Index Fund	Registered Investment Companies		67
	Harding Loevenier Frontier Emerging Markets Institutional	Registered Investment Companies		11,413
	Janus Henderson Enterprise N	Registered Investment Companies		13,221
	Janus Henderson Triton Fund	Registered Investment Companies		21,363
	DFA U.S. Core Equity 1	Registered Investment Companies		5,180
	DFA U.S. Targeted Value Portfolio Institutional	Registered Investment Companies		115,447
	DFA Global Equity I	Registered Investment Companies		212,385
	DFA US Small Cap I	Registered Investment Companies		5,903
	DFA Intermediate Govt Fixed-Incoe I	Registered Investment Companies		56,092
*	Nationwide Inv Dest Aggressive Fd	Registered Investment Companies		280,441
*	Nationwide Inv Dest Cnsv Svc	Registered Investment Companies		1,016,714
*	Nationwide Inv Dest Mod Cnsv Svc	Registered Investment Companies		131,211
*	Nationwide Inv Dest Mod Agrsv Svc	Registered Investment Companies		780,118
*	Nationwide Inv Dest Mod Svc	Registered Investment Companies		610,675
	Oakmark International Small Cap Svc	Registered Investment Companies		10,470
	PIMCO Income Fund Institutional	Registered Investment Companies		19,239
	Legg Mason Western Asset Mortgage Backed Securities I	Registered Investment Companies		3,539
	Metropolitan West Total Return Bd M	Registered Investment Companies		263,515
	American Funds AMCAP R6	Registered Investment Companies		433,350
	Templeton Global Bond Adv	Registered Investment Companies		450
	T. Rowe Price International Discovery Fund	Registered Investment Companies		10,743
	T. Rowe Price Dividend Growth Fund	Registered Investment Companies		68
	T. Rowe Price Blue Chip Growth Fund	Registered Investment Companies		68
	Vanguard Equity-Income Fund Investor	Registered Investment Companies		227,226
	Vanguard Real Estate Index Fund Investor Shares	Registered Investment Companies		26,425
	Vanguard Small Cap Growth Index Inv	Registered Investment Companies		161,991
	Vanguard Mid Cap Growth Inv	Registered Investment Companies		150,210
	Vanguard Target Retirement 2015 Fund Investor	Registered Investment Companies		5,320
	Vanguard Target Retirement 2020 Fund Investor	Registered Investment Companies		13,220
	Vanguard Target Retirement 2025 Fund Investor	Registered Investment Companies		403
	Vanguard Target Retirement 2035 Fund Investor	Registered Investment Companies		402,469
	Vanguard Target Retirement 2040 Fund Investor	Registered Investment Companies		213,717
	Vanguard Target Retirement 2045 Fund Investor	Registered Investment Companies		19,601
	Vanguard Target Retirement 2050 Fund Investor	Registered Investment Companies		85,926
	Vanguard Target Retirement 2055 Fund Investor	Registered Investment Companies		14,158
	Vanguard Target Retirement 2060 Fund Investor	Registered Investment Companies		6,598
	Vanguard Target Retirement Income Fund Investor Shares	Registered Investment Companies		404
Total Assets Held for Investment Purposes				\$6,623,701

* Party-in-Interest

Note: Column (d) cost information is not required when reporting investments directed by participants.

See independent auditors' report.

Attachment to 2018 Form 5500
Schedule H, Line 4i -- Schedule of Reportable Assets
Diller Scofidio Renfro, LLC

Diller Scofidio Renfro LLC 401(k) Employee Retirement Plan
EIN / PN: 13-3850905 / 001

(b) Identity of issue, borrower, lessor, or similar party	(c) Description of Investment	(e) Current Value	
Nationwide	AmBcn LgCap Val Inst - 04,240.9601 units at 1.039583 adjusted unit value		\$4,408.83
Nationwide	AmFds AMCAP R6 - 163,934.3841 units at 2.610101 adjusted unit value		\$427,885.30
Nationwide	AmFds Int Gr Inc R6 - 288,152.4667 units at 0.973655 adjusted unit value		\$280,561.09
Nationwide	AMG TmSquareIntSmCap Z - 13,237.4951 units at 0.745527 adjusted unit value		\$9,868.91
Nationwide	BlkRk iS Rsl2000SmCplnd K - 34,793.3518 units at 0.780602 adjusted unit value		\$27,159.76
Nationwide	BlkRk iS TtlStkMkt Indx K - 34,755.0185 units at 0.85782 adjusted unit value		\$29,813.55
Nationwide	DFA Glbl Eq Inst - 106,179.3311 units at 1.959013 adjusted unit value		\$208,006.69
Nationwide	DFA Intmd Govt FxdInc Inst - 52,734.5367 units at 1.058896 adjusted unit value		\$55,840.39
Nationwide	DFA US Cor Eq I - 02,369.7297 units at 2.185705 adjusted unit value		\$5,179.53
Nationwide	DFA US SmCap Inst - 03,115.2576 units at 1.894999 adjusted unit value		\$5,903.41
Nationwide	DFA US Trgt Val Inst - 54,744.4961 units at 2.104704 adjusted unit value		\$115,220.96
Nationwide	DFA US Vectr Eq Inst - 115,349.2384 units at 1.100323 adjusted unit value		\$126,921.42
Nationwide	Fid NSDQ Cmpst Indx - 00,038.2982 units at 0.934771 adjusted unit value		\$35.80

Nationwide	FnklnTmp Glbl Bd Adv - 00,416.6015 units at 1.080745 adjusted unit value		\$450.24
Nationwide	HrdngLvnerFrntEmrMkts Inst - 11,524.0895 units at 0.990329 adjusted unit value		\$11,412.64
Nationwide	JnsHndrsn Entrp N - 10,573.9874 units at 1.250341 adjusted unit value		\$13,221.09
Nationwide	JnsHndrsn Glbl Tech N - 25,297.3962 units at 0.838427 adjusted unit value		\$21,210.02
Nationwide	LeggM WstrAs MrtgBckdSec I - 02,591.9236 units at 1.365291 adjusted unit value		\$3,538.73
Nationwide	MetWest Ttl Rtn Bd I - 208,148.6368 units at 1.211988 adjusted unit value		\$252,273.65
Nationwide	NW Inv Dest Aggr R6 - 128,140.2120 units at 2.18027 adjusted unit value		\$279,380.26
Nationwide	NW Inv Dest Cnsrv R6 - 726,700.8801 units at 1.33057 adjusted unit value		\$966,926.39
Nationwide	NW Inv Dest Mod Aggr R6 - 385,582.8141 units at 2.015557 adjusted unit value		\$777,164.14
Nationwide	NW Inv Dest Mod Cnsrv R6 - 83,904.8226 units at 1.557072 adjusted unit value		\$130,645.85
Nationwide	NW Inv Dest Mod R6 - 343,182.4603 units at 1.774583 adjusted unit value		\$609,005.76
Nationwide	Okmrk Intl SmCap II - 03,270.5941 units at 3.201241 adjusted unit value		\$10,469.96
Nationwide	PIMCO Inc Inst - 16,074.5512 units at 1.189706 adjusted unit value		\$19,123.99
Nationwide	TRowePr Blue Chip Gr R - 00,011.0578 units at 3.270988 adjusted unit value		\$36.17
Nationwide	TRowePr Divd Gr I - 00,037.9702 units at 0.953642 adjusted unit value		\$36.21
Nationwide	TRowePr Intl Disc - 12,498.5225 units at 0.85958 adjusted unit value		\$10,743.48
Nationwide	Vngrd 500 Index Fd AS - 335,390.8651 units at 1.361288 adjusted unit value		\$456,563.56
Nationwide	Vngrd Eq Inc Inv - 108,694.1889 units at 2.040096 adjusted unit value		\$221,746.58

Nationwide	Vngrd Extnd Mkt Indx Adml - 42,922.8053 units at 1.222312 adjusted unit value		\$52,465.06
Nationwide	Vngrd GNMA Adml - 05,691.9693 units at 1.019814 adjusted unit value		\$5,804.75
Nationwide	Vngrd Hlth Care Adml - 18,488.3445 units at 1.07889 adjusted unit value		\$19,946.89
Nationwide	Vngrd LT Invmt Grd Adml - 18,766.9473 units at 1.003112 adjusted unit value		\$18,825.35
Nationwide	Vngrd LT Trsry Adml - 52,875.9967 units at 1.095495 adjusted unit value		\$57,925.39
Nationwide	Vngrd MdCap Gr Indx Inv - 65,186.5622 units at 2.294597 adjusted unit value		\$149,576.89
Nationwide	Vngrd RealEst Indx Inv - 12,464.0766 units at 2.120064 adjusted unit value		\$26,424.64
Nationwide	Vngrd Sm Cap Indx Fd AS - 46,131.1356 units at 1.199781 adjusted unit value		\$55,347.26
Nationwide	Vngrd SmCap Gr Indx Inv - 56,064.2129 units at 2.849768 adjusted unit value		\$159,770.00
Nationwide	Vngrd Trgt Rtrmt 2015 Inv - 02,997.8313 units at 1.754535 adjusted unit value		\$5,259.80
Nationwide	Vngrd Trgt Rtrmt 2020 Inv - 07,032.7358 units at 1.857017 adjusted unit value		\$13,059.91
Nationwide	Vngrd Trgt Rtrmt 2025 Inv - 00,206.8983 units at 1.936507 adjusted unit value		\$400.66
Nationwide	Vngrd Trgt Rtrmt 2035 Inv - 192,344.1278 units at 2.091746 adjusted unit value		\$402,335.06
Nationwide	Vngrd Trgt Rtrmt 2040 Inv - 99,460.6639 units at 2.132047 adjusted unit value		\$212,054.81
Nationwide	Vngrd Trgt Rtrmt 2045 Inv - 09,094.9765 units at 2.134508 adjusted unit value		\$19,413.30
Nationwide	Vngrd Trgt Rtrmt 2050 Inv - 39,628.1796 units at 2.133987 adjusted unit value		\$84,566.02
Nationwide	Vngrd Trgt Rtrmt 2055 Inv - 07,727.9717 units at 1.820928 adjusted unit value		\$14,072.08
Nationwide	Vngrd Trgt Rtrmt 2060 Inv - 04,024.1851 units at 1.639522 adjusted unit value		\$6,597.74

Nationwide	Vngrd Trgt Rtrmt Inc - 00,266.1758 units at 1.509679 adjusted unit value		\$401.84
Nationwide	Vngrd Ttl StMkt Indx Fd AS - 108,374.8094 units at 1.32446 adjusted unit value		\$143,538.10

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2018</div> 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 01/01/2018 and ending 12/31/2018			
A This return/report is for:	<input type="checkbox"/> a multiemployer plan <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)		
	<input checked="" type="checkbox"/> a single-employer plan <input type="checkbox"/> a DFE (specify) _____		
B This return/report is:	<input type="checkbox"/> the first return/report <input type="checkbox"/> an amended return/report	<input type="checkbox"/> the final return/report <input type="checkbox"/> a short plan year return/report (less than 12 months)	
C If the plan is a collectively-bargained plan, check here. ▶ <input type="checkbox"/>			
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558 <input type="checkbox"/> special extension (enter description)	<input type="checkbox"/> automatic extension	<input type="checkbox"/> the DFVC program

Part II Basic Plan Information—enter all requested information			
1a Name of plan Diller Scofidio Renfro LLC 401(k) Retirement Plan	1b	Three-digit plan number (PN) ▶	001
	1c	Effective date of plan 01/01/2003	
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) Diller Scofidio Renfro, LLC 601 West 26th Street, Suite 1815 New York NY 10001-1152 Suite 1815 New York NY 10001-1152	2b	Employer Identification Number (EIN) 13-4180468	
	2c	Plan Sponsor's telephone number (212) 260-7971	
	2d	Business code (see instructions) 541310	

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

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

SIGN HERE	 Signature of plan administrator	10/11/2019	Charles Renfro
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as plan administrator
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			Enter name of individual signing as DFE

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="border: 1px solid black; height: 40px; width: 100%;"></div>
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	5 158
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) 85 6a(2) 77 6b 0 6c 81 6d 158 6e 0 6f 158 6g 154 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: 2A 2E 2F 2G 2J 3B 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) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) ☒ 1 **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 _____