

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>PPFA RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>003</u>
		1c	Effective date of plan <u>01/01/1982</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>PLANNED PARENTHOOD OF MARYLAND</u> <u>330 NORTH HOWARD STREET</u> <u>BALTIMORE, MD 21201</u>	2b	Employer Identification Number (EIN) <u>52-0607930</u>
		2c	Plan Sponsor's telephone number <u>410-576-2139</u>
		2d	Business code (see instructions) <u>621410</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	STEVE MANLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2019	ANTHONY BOYO
	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 VICE PRESIDENT-HUMAN RESOURCES PPFA INC. 123 WILLIAM STREET NEW YORK, NY 10038	3b Administrator's EIN 13-1644147 3c Administrator's telephone number 212-541-7800
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	5 111
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) 107 6a(2) 112 6b 0 6c 40 6d 152 6e 0 6f 152 6g 74 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 2T 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 PPFA RETIREMENT PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 PLANNED PARENTHOOD OF MARYLAND	D Employer Identification Number (EIN) 52-0607930	

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	166	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.	
ALZGI NFJ SMCPLV ADM - DST ASSET M PO BOX 219432 KANSAS CITY, MO 64121	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.	
DOMINI IMPACT EQ INV - BNY MELLON 101 SABIN STREET PAWTUCKET, RI 02860	0.40%	
(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.	
LD ABT MID CAP STK A - DST SYSTEMS	0.40%	
43-1581814		

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.	
MSIF INCEPTION A - DST ASSET MANAG PO BOX 219432 KANSAS CITY, MO 64121	0.40%	
(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 TOT RETURN ADM - DST ASSET M PO BOX 219432 KANSAS CITY, MO 64121	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.	
VRTS DP REAL EST A - VIRTUS FUND S 4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.50%	

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.	
WALDEN ASSET MGMT - BOSTON TRUST & ONE BEACON ST 33RD FLOOR BOSTON, MA 02108	0.25%	
(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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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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 PPFA RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 PLANNED PARENTHOOD OF MARYLAND	D Employer Identification Number (EIN) 52-0607930
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

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

c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81508
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan PPFA RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 PLANNED PARENTHOOD OF MARYLAND	D Employer Identification Number (EIN) 52-0607930	

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	7110	2497
(2) Participant contributions	1b(2)	13585	5973
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	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)	4383	77419
(9) Value of interest in common/collective trusts	1c(9)	87021	81508
(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)	2867129	2573205
(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	2979228	2740602

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	2979228	2740602
---	-----------	---------	---------

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)	76854	
(B) Participants	2a(1)(B)	176760	
(C) Others (including rollovers)	2a(1)(C)	933	
(2) Noncash contributions	2a(2)	0	254547
(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	1476
(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)	1476	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1476
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	186827
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	186827	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		186827
(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)		457
(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)		-427946
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		15361

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	455546	
(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)		455546
f Corrective distributions (see instructions)	2f		0
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)	0	
(4) Other	2i(4)	166	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		166
j Total expenses. Add all expense amounts in column (b) and enter total	2j		455712

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-440351
l Transfers of assets:			
(1) To this plan.....	2l(1)		201725
(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: KPMG, LLP

(2) EIN: 13-5565207

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		27529
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		5000000
4e	X		5000000
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>PPFA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLANNED PARENTHOOD OF MARYLAND</u>	D Employer Identification Number (EIN) <u>52-0607930</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
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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):



PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Financial Statements and Supplemental Schedules
December 31, 2018 and 2017
(With Independent Auditors' Report Thereon)

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)

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



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors
Planned Parenthood of Maryland:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of PPFA Retirement Plan (sponsored by Planned Parenthood of Maryland) (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years ended December 31, 2018 and 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 (DOL) 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 a certification from the trustee as of and for the years ended December 31, 2018 and 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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



Other Matter

The supplemental schedule H, line 4a, Schedule of Delinquent Participation Contributions for the year ended December 31, 2018 and schedule H, line 4i, Schedule of Assets (held at end of year) as of December 31, 2018 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the trustee, 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.

KPMG LLP

October 11, 2019

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Statements of Net Assets Available for Benefits
December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Assets:		
Investments at fair value as certified by the trustee (note 3)	\$ 2,573,205	2,867,129
Investments in fully benefit-responsive investment contracts, at contract value, as certified by the trustee (note 3)	82,383	87,021
Participant loans receivable as certified by the trustee (note 3)	77,419	4,383
Employer contributions receivable	2,497	7,110
Employee contributions receivable	<u>5,973</u>	<u>13,585</u>
Net assets available for benefits	<u>\$ 2,741,477</u>	<u>2,979,228</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN

(Sponsored by Planned Parenthood of Maryland)

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2018 and 2017

	2018	2017
Additions to net assets attributed to:		
Investment (loss) income as certified by the trustee (note 3)	\$ (239,787)	497,971
Interest from loans to participants as certified by the trustee (note 3)	1,476	293
Employee contributions	176,760	185,666
Employer contributions	76,854	86,385
Employee rollover contributions	933	946
Total additions	<u>16,236</u>	<u>771,261</u>
Deductions from net assets attributed to:		
Distributions to participants	455,546	86,488
Administrative expenses (notes 5 and 7)	166	53
Total deductions	<u>455,712</u>	<u>86,541</u>
Net (decrease) increase in net assets available for benefits before transfers of assets between the PPFA affiliates	(439,476)	684,720
Transfers of assets between the plans of PPFA affiliates	<u>201,725</u>	<u>—</u>
Net (decrease) increase in net assets available for benefits	(237,751)	684,720
Net assets available for benefits:		
Beginning of year	<u>2,979,228</u>	<u>2,294,508</u>
End of year	<u>\$ 2,741,477</u>	<u>2,979,228</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

(1) Description of the Plan

The following description of the PPFA Retirement Plan (the Plan), of which the plan sponsor is Planned Parenthood of Maryland (PPMD), is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) Plan Amendment

The Plan was originally a defined-contribution plan funded solely by contributions from PPMD. Effective March 1, 2001, the Plan was amended to become a 401(k) profit-sharing plan that is qualified pursuant to Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code). Additionally, the Plan is designed to comply with the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and, in such design, the participants, not the trustee or fiduciaries, are responsible for the results of the participants' investment decisions.

The board of directors of Planned Parenthood Federation of America, Inc. amended the Plan to provide that an affiliated employer may elect, in lieu of the current employer contribution that it provides under the Plan, effective January 1, 2005, to provide a fully vested "safe harbor contribution," which will satisfy certain retirement plan nondiscrimination testing. In 2004, PPMD adopted the amendment, effective January 1, 2005.

(b) General

Employees are immediately eligible to make voluntary pretax contributions to the Plan through a salary reduction agreement. All full-time employees of PPMD who have performed one year of service and are age 19 or older are eligible for employer contributions. Employees will be credited with a year of service for eligibility purposes for each continuous 12-month period.

(c) Contributions

PPMD makes a matching contribution to the Plan equal to 100% of each participant's voluntary contribution of up to a maximum of 3% of the participant's salary plus 50% of voluntary contributions in excess of 3% of salary up to a maximum of 5% of salary.

Total additions to a participant's account are limited to the lesser of (a) \$55,000 for 2018 and \$54,000 for 2017, or (b) 100% of the participant's taxable earnings for the year.

All employee contributions are voluntary and cannot exceed certain limitations as defined by the Code. For the years 2018 and 2017, the maximum employee contributions permitted under Internal Revenue Services (IRS) Regulations are \$18,500 and \$18,000 respectively; however, plan participants who are age 50 or older are eligible for elective catch-up deferrals of \$6,000, allowing for maximum contributions of \$24,500 and \$24,000, respectively. The catch-up deferrals are not considered in applying certain plan limitations, including the maximum amounts of elective deferrals. Employer contributions will not apply to catch-up contributions.

Additionally, the Plan accepts contributions that are rolled over from other qualified plans, as well as accumulations from tax-sheltered annuities, Section 403(b) plans and Section 457 governmental plans, and individual retirement annuities.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

(d) Participant Accounts and Investment Options

The Plan maintains a separate account for each participant, to which contributions and investment performance are allocated. Each participant's account is credited with contributions (employee and employer) and an allocation of the participant's selected investments' earnings. Participants have access to their own contributions prior to retirement through in-service loans and withdrawals.

Employer contributions are not available for in-service loans or withdrawals, except in the event of total and permanent disability, at which time a participant can request a withdrawal in an amount up to the vested portion in his or her participant account. The Plan allows participants to self-direct the investments of their accounts among various designated investment fund options. Participants may change investment allocations at any time.

(e) Participant Loans

If the portion of a participant's account based on employee contributions is at least \$2,000, a participant may borrow a minimum of \$1,000 up to the lesser of \$50,000, or 50%, of his or her participant account balance. Loan terms range from one to five years, unless such loan is for the purchase of a principal residence, whereupon repayment may be extended to ten years. The loans are collateralized by the participant's account and bear interest at a rate, established by the plan administrator, that approximate current market rates. Principal and interest payments are made ratably through deductions from participants' bank accounts. Participant loans are stated at their outstanding balance, plus accrued interest.

(f) Vesting

All participant voluntary contributions and investment earnings are fully vested at all times. Employer contributions and investment earnings are fully vested once the participant has completed two years of service, except for safe harbor contributions, which are immediately vested.

(g) Payment of Benefits

Upon termination of service, a participant can elect to receive his or her account balance, either as a lump-sum amount, in installments, or through optional forms of annuity-type payments. Other benefits available to participants include in-service withdrawals and withdrawals on account of death and disability.

All participant accounts under \$1,000 (exclusive of rollover contributions) are automatically paid in cash upon the participant's separation from employment.

(h) Forfeited Accounts

Forfeited accounts can be used to reduce future employer contributions, reduce future plan expenses, or be allocated to the participants in the Plan. Employer contributions were not reduced from forfeited investment accounts in 2018 or 2017. At December 31, 2018 and 2017, forfeited nonvested accounts totaled \$4,430 and \$4,362, respectively.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared using the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The investment assets are maintained in a trust. The trustee is Fidelity Management Trust Company (Fidelity). Each participant designates the percentage of his or her participant account that is allocated to each investment fund. Each participant's interest in each investment fund is adjusted as of each valuation date to reflect his or her proportionate share of the total net fair value of such investment fund.

Investments are reported at fair value, as described in note 4. The Plan records purchases and sales of securities on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment contracts held by a defined-contribution plan are required to be reported at contract value which is the relevant measurement attribute for the portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Use of Estimates

The preparation of the Plan's 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, the disclosure of contingencies at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

(3) Information Certified by Trustee (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting under ERISA. Accordingly, as permitted under such election, Fidelity has certified to the completeness and accuracy of the following information as of and for the years ended December 31, 2018 and 2017, and such information was not subject to any auditing procedures performed by the independent auditors.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

Assets certified at December 31, 2018 and 2017 are summarized as follows:

	<u>2018</u>	<u>2017</u>
Investments at fair value:		
Shares of registered investment companies:		
Fidelity Fund	\$ —	35,716
Fidelity Equity Income Fund	—	140,372
Fidelity Growth Company Fund	—	328,009
Fidelity Growth Company Fund – Class K	353,829	—
Fidelity OTC Portfolio	—	270,863
Fidelity Balanced Fund	—	145,549
Fidelity Low-Priced Stock Fund	—	92,631
Fidelity Low-Priced Stock Fund – Class K	79,724	—
Fidelity Diversified International Fund	—	151,529
Fidelity Diversified International Fund – Class K	125,123	—
Fidelity Freedom Income Fund	—	4,873
Fidelity Freedom Income Fund – Class K	7,841	—
Fidelity Freedom 2015 Fund	—	4,417
Fidelity Freedom 2015 Fund – Class K	4,228	—
Fidelity Freedom 2020 Fund	—	129,712
Fidelity Freedom 2020 Fund – Class K	11,793	—
Fidelity Freedom 2025 Fund	—	6,081
Fidelity Freedom 2025 Fund – Class K	58,883	—
Fidelity Freedom 2030 Fund	—	166,075
Fidelity Freedom 2030 Fund – Class K	260,544	—
Fidelity Freedom 2035 Fund	—	48,997
Fidelity Freedom 2035 Fund – Class K	236,064	—
Fidelity Freedom 2040 Fund	—	257,673
Fidelity Freedom 2040 Fund – Class K	232,901	—
Fidelity Freedom 2045 Fund	—	59,715
Fidelity Freedom 2045 Fund – Class K	80,657	—
Fidelity Freedom 2050 Fund	—	137,872
Fidelity Freedom 2050 Fund – Class K	149,484	—
Fidelity Freedom 2055 Fund	—	5,786
Fidelity Freedom 2055 Fund – Class K	16,724	—
Fidelity Freedom 2060 Fund	—	5,111
Fidelity Freedom 2060 Fund – Class K	3,518	—
Fidelity 500 Index Premium	—	331,130

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Fidelity 500 Index	\$ 357,295	—
Fidelity US Bond Index	905	—
Domini Impact Equity Fund	—	327,162
PIMCO Total Return Fund – Administrative Class	—	90,371
MFS Value Fund Class R6	130,108	—
Neuberger Berman Sustainable Equity R6 Fund	239,124	—
Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class A	—	45,904
Lord Abbett Mid-Cap Value Fund	—	4,336
PGIM Total Return Bond R6 Fund	83,231	—
Harbor Small Cap Value Fund	47,907	—
Fidelity Extended Market Index Fund	18,272	—
Virtus Real Estate Securities Fund	25,406	18,961
Carillon Eagle Small Cap Growth R6 Fund	49,644	—
Allianz NFJ Small-Cap Value Fund	—	58,284
Investments at fair value	<u>\$ 2,573,205</u>	<u>2,867,129</u>
Shares of common and collective trust in fully benefit-responsive investment contracts, at contract value:		
Shares of common and collective trust:		
Fidelity – Managed Income Portfolio	\$ 82,383	87,021
Participant loans receivable	77,419	4,383

The income certified for the years ended December 31, 2018 and 2017 is summarized as follows:

	<u>2018</u>	<u>2017</u>
Investment income:		
Net (depreciation) appreciation in fair value of investments, from registered investment companies including investments bought, sold and held during the year	\$ (427,858)	340,619
Interest and dividend income	188,071	157,352
Total investment (loss) income	<u>\$ (239,787)</u>	<u>497,971</u>
Interest from loans to participants	\$ 1,476	293

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

The Managed Income Portfolio's (the Portfolio) one-year total return as of December 31, 2018 and 2017 was 2.54% and 2.19%, respectively. The yield credited to participants was 1.81% and 1.41% for the Portfolio for the years ended December 31, 2018 and 2017, respectively. Both the one-year total return and the yield credited to participants for 2018 and 2017 are net of the annual trustee fees. The Portfolio uses a dollar yield to maturity for the purpose of calculating the crediting rate. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no restrictions on redemptions.

The existence of certain conditions can limit the Portfolio's ability to transact at contract value with the issuers of its investment contracts. Specifically, any event outside the normal operation of the Portfolio that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the Portfolio, tax disqualification of the Portfolio, and certain Portfolio amendments if issuers' consent is not obtained. As of December 31, 2018, the occurrence of an event outside the normal operation of the Portfolio that would cause a withdrawal from an investment contract is not considered to be probable. To the extent a Portfolio suffers a tax disqualification or legal termination event, under normal circumstances it is anticipated that liquid assets would be available to satisfy the redemption of such participants' interest in the Portfolio without the need to access investment contracts.

(4) Fair Value Measurement

The 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.

Registered Investment Companies

Valued at quoted market prices. The Plan applies a hierarchy to categorize fair value measurements broken down into three levels based on the transparency of inputs as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active

Level 3 Inputs that are unobservable.

The asset'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.

Fully Benefit Responsive Contract

The Plan invests in the Fidelity Managed Income Portfolio, which is comprised of fully benefit responsive investment contracts. This investment is reported by the fund manager at contract value based on the underlying investments within each fund and is excluded from the fair value hierarchy table below.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

The following table presents the Plan's assets, by strategy, measured at fair value, all of which are considered Level 1, as of December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Registered investment companies:		
Bond fund	\$ 84,136	90,371
Blended funds	265,237	150,422
Life cycle funds	1,412,091	821,439
Large cap domestic equity	483,937	1,433,252
Medium cap domestic equity	79,724	96,967
Small cap domestic equity	97,551	104,188
International equity	125,123	151,529
Real estate	25,406	18,961
Total	\$ <u>2,573,205</u>	<u>2,867,129</u>

There were no transfers between levels during the years ended December 31, 2018 and 2017.

(5) Administration of the Plan and Administrative Expenses

Brokerage commissions and related expenses are payable out of the assets of the investment fund to which they relate, unless stated otherwise. Except for record-keeping expenses, all administrative expenses (note 7) are paid by PPMD.

(6) Federal Income Tax Status

The IRS has determined and informed the Plan by a letter dated February 18, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or derecognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or derecognition of an asset) or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2014.

(7) Related-Party Transactions

Certain plan investments are shares of registered investment companies and a common and collective trust managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services amounted to \$166 and \$53 for the years ended December 31, 2018 and 2017, respectively.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

(8) Plan Termination

Although it has not expressed any intent to do so, PPMD has the right to discontinue its contributions or terminate the Plan at any time. In the event of plan termination, participants become 100% vested in their accounts.

(9) Risks and Uncertainties

The Plan offers a number of investment options which enable participants to invest 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 certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

(10) Subsequent Events

Management evaluated events subsequent to December 31, 2018 and through October 11, 2019, the date on which the financial statements were issued and determined no additional disclosures were required.

(11) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2018:

	<u>2018</u>
Net assets available for benefits per the financial statements	\$ 2,741,477
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(875)</u>
Net assets available for benefits per the Form 5500	\$ <u><u>2,740,602</u></u>

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

The following is a reconciliation of net (decrease) increase in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2018:

	<u>2018</u>
Net (decrease) increase in net assets available for benefits per the financial statements	\$ (237,751)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts:	
Current year	(875)
Prior year	<u>—</u>
Net (decrease) increase in net assets available for benefits per the Form 5500	\$ <u><u>(238,626)</u></u>

There were no reconciling items between the financial statements and the Form 5500 for the year ended December 31, 2017.

(12) Prohibited Transactions

There was a delay by PPMD in submitting employee contributions to the trust during the plan years ended December 31, 2018 and 2017. Total contributions submitted to the trustee late for the plan years ended amount to \$27,529 and \$21,692, respectively. In 2019 and 2018, lost earnings on investments of \$56 and \$38, respectively, were remitted to the Trust.

Supplemental Schedule

PPFA RETIREMENT PLAN

(Sponsored by Planned Parenthood of Maryland)

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2018

Year	Participant contributions transferred late to Plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002–51
		Contributions not corrected	Contributions corrected outside of VFCP	Contributions pending correction in VFCP	
2018	\$ 27,529	—	—	—	27,529
2017	21,692	—	—	—	21,692

Notes:

In 2018 and 2017, employee contributions for various payrolls were not remitted to the Plan timely.

Total contributions submitted to the trustee late for the plan years ended December 31, 2018 and 2017 amounted to \$27,529 and \$21,692, respectively.

In 2019 and 2018, lost earnings on investments were remitted to the trust for \$56 and \$38, respectively.

See accompanying independent auditors' report.

Supplemental Schedule

PPFA RETIREMENT PLAN

(Sponsored by Planned Parenthood of Maryland)

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2018

Identity of issuer	Description of investments	Shares/units	Current value
Investments as certified by Fidelity Management Trust Company:			
Common and collective trust:			
* Fidelity	Fidelity Management Trust Company – Managed Income Portfolio	82,383	\$ 82,383
Shares of registered investment companies:			
* Fidelity	Fidelity Growth Company Fund – Class K	22,073	353,829
* Fidelity	Fidelity Extended Market Index Fund	344	18,272
* Fidelity	Fidelity OTC Portfolio	—	—
* Fidelity	Fidelity Low-Priced Stock Fund – Class K	1,839	79,724
* Fidelity	Fidelity Diversified International Fund – Class K	3,962	125,123
* Fidelity	Fidelity Freedom Income Fund – Class K	715	7,841
* Fidelity	Fidelity Freedom 2010 Fund – Class K	1	5
* Fidelity	Fidelity Freedom 2015 Fund – Class K	358	4,223
* Fidelity	Fidelity Freedom 2020 Fund – Class K	805	11,793
* Fidelity	Fidelity Freedom 2025 Fund – Class K	4,626	58,883
* Fidelity	Fidelity Freedom 2030 Fund – Class K	16,638	260,544
* Fidelity	Fidelity Freedom 2035 Fund – Class K	18,187	236,064
* Fidelity	Fidelity Freedom 2040 Fund – Class K	25,763	232,901
* Fidelity	Fidelity Freedom 2045 Fund – Class K	7,869	80,657
* Fidelity	Fidelity Freedom 2050 Fund – Class K	14,485	149,484
* Fidelity	Fidelity Freedom 2055 Fund – Class K	1,425	16,724
* Fidelity	Fidelity Freedom 2060 Fund – Class K	334	3,518
* Fidelity	Fidelity 500 Index	4,102	357,295
* Fidelity	Fidelity US Bond Index	80	905
Harbor Capital Advisors Inc.	Harbor Small Cap Value Fund	1,744	47,907
Neuberger Berman Investment Advisors LLC	Neuberger Berman Sustainable Equity R6 Fund	7,340	239,124
Massachusetts Financial Services Company	MFS Value Fund Class R6	3,686	130,108
PGIM Investments LLC	PGIM Total Return Bond R6 Fund	5,975	83,231
Virtus	Virtus Real Estate Securities Fund	1,216	25,406
Carillon Tower Advisors, Inc.	Carillon Eagle Small Cap Growth R6 Fund	1,088	49,644
			<u>2,573,205</u>
* Participant loans	4 loans at interest rates at 4.25%–6.00% and maturity dates through November 2023		<u>77,419</u>
	Total		<u>\$ 2,733,007</u>

* Represents a party in interest to the Plan as defined by ERISA.

The information in this schedule has been certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

See accompanying independent auditors' report.



PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Financial Statements and Supplemental Schedules
December 31, 2018 and 2017
(With Independent Auditors' Report Thereon)

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)

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



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors
Planned Parenthood of Maryland:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of PPFA Retirement Plan (sponsored by Planned Parenthood of Maryland) (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years ended December 31, 2018 and 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 (DOL) 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 a certification from the trustee as of and for the years ended December 31, 2018 and 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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



Other Matter

The supplemental schedule H, line 4a, Schedule of Delinquent Participation Contributions for the year ended December 31, 2018 and schedule H, line 4i, Schedule of Assets (held at end of year) as of December 31, 2018 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the trustee, 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.

KPMG LLP

October 11, 2019

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Statements of Net Assets Available for Benefits
December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Assets:		
Investments at fair value as certified by the trustee (note 3)	\$ 2,573,205	2,867,129
Investments in fully benefit-responsive investment contracts, at contract value, as certified by the trustee (note 3)	82,383	87,021
Participant loans receivable as certified by the trustee (note 3)	77,419	4,383
Employer contributions receivable	2,497	7,110
Employee contributions receivable	<u>5,973</u>	<u>13,585</u>
Net assets available for benefits	\$ <u><u>2,741,477</u></u>	<u><u>2,979,228</u></u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN

(Sponsored by Planned Parenthood of Maryland)

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2018 and 2017

	2018	2017
Additions to net assets attributed to:		
Investment (loss) income as certified by the trustee (note 3)	\$ (239,787)	497,971
Interest from loans to participants as certified by the trustee (note 3)	1,476	293
Employee contributions	176,760	185,666
Employer contributions	76,854	86,385
Employee rollover contributions	933	946
Total additions	<u>16,236</u>	<u>771,261</u>
Deductions from net assets attributed to:		
Distributions to participants	455,546	86,488
Administrative expenses (notes 5 and 7)	166	53
Total deductions	<u>455,712</u>	<u>86,541</u>
Net (decrease) increase in net assets available for benefits before transfers of assets between the PPFA affiliates	(439,476)	684,720
Transfers of assets between the plans of PPFA affiliates	<u>201,725</u>	<u>—</u>
Net (decrease) increase in net assets available for benefits	(237,751)	684,720
Net assets available for benefits:		
Beginning of year	<u>2,979,228</u>	<u>2,294,508</u>
End of year	\$ <u><u>2,741,477</u></u>	<u><u>2,979,228</u></u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood of Maryland)
Notes to Financial Statements
December 31, 2018 and 2017

(1) Description of the Plan

The following description of the PPFA Retirement Plan (the Plan), of which the plan sponsor is Planned Parenthood of Maryland (PPMD), is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) Plan Amendment

The Plan was originally a defined-contribution plan funded solely by contributions from PPMD. Effective March 1, 2001, the Plan was amended to become a 401(k) profit-sharing plan that is qualified pursuant to Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code). Additionally, the Plan is designed to comply with the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and, in such design, the participants, not the trustee or fiduciaries, are responsible for the results of the participants' investment decisions.

The board of directors of Planned Parenthood Federation of America, Inc. amended the Plan to provide that an affiliated employer may elect, in lieu of the current employer contribution that it provides under the Plan, effective January 1, 2005, to provide a fully vested "safe harbor contribution," which will satisfy certain retirement plan nondiscrimination testing. In 2004, PPMD adopted the amendment, effective January 1, 2005.

(b) General

Employees are immediately eligible to make voluntary pretax contributions to the Plan through a salary reduction agreement. All full-time employees of PPMD who have performed one year of service and are age 19 or older are eligible for employer contributions. Employees will be credited with a year of service for eligibility purposes for each continuous 12-month period.

(c) Contributions

PPMD makes a matching contribution to the Plan equal to 100% of each participant's voluntary contribution of up to a maximum of 3% of the participant's salary plus 50% of voluntary contributions in excess of 3% of salary up to a maximum of 5% of salary.

Total additions to a participant's account are limited to the lesser of (a) \$55,000 for 2018 and \$54,000 for 2017, or (b) 100% of the participant's taxable earnings for the year.

All employee contributions are voluntary and cannot exceed certain limitations as defined by the Code. For the years 2018 and 2017, the maximum employee contributions permitted under Internal Revenue Services (IRS) Regulations are \$18,500 and \$18,000 respectively; however, plan participants who are age 50 or older are eligible for elective catch-up deferrals of \$6,000, allowing for maximum contributions of \$24,500 and \$24,000, respectively. The catch-up deferrals are not considered in applying certain plan limitations, including the maximum amounts of elective deferrals. Employer contributions will not apply to catch-up contributions.

Additionally, the Plan accepts contributions that are rolled over from other qualified plans, as well as accumulations from tax-sheltered annuities, Section 403(b) plans and Section 457 governmental plans, and individual retirement annuities.

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(d) Participant Accounts and Investment Options

The Plan maintains a separate account for each participant, to which contributions and investment performance are allocated. Each participant's account is credited with contributions (employee and employer) and an allocation of the participant's selected investments' earnings. Participants have access to their own contributions prior to retirement through in-service loans and withdrawals.

Employer contributions are not available for in-service loans or withdrawals, except in the event of total and permanent disability, at which time a participant can request a withdrawal in an amount up to the vested portion in his or her participant account. The Plan allows participants to self-direct the investments of their accounts among various designated investment fund options. Participants may change investment allocations at any time.

(e) Participant Loans

If the portion of a participant's account based on employee contributions is at least \$2,000, a participant may borrow a minimum of \$1,000 up to the lesser of \$50,000, or 50%, of his or her participant account balance. Loan terms range from one to five years, unless such loan is for the purchase of a principal residence, whereupon repayment may be extended to ten years. The loans are collateralized by the participant's account and bear interest at a rate, established by the plan administrator, that approximate current market rates. Principal and interest payments are made ratably through deductions from participants' bank accounts. Participant loans are stated at their outstanding balance, plus accrued interest.

(f) Vesting

All participant voluntary contributions and investment earnings are fully vested at all times. Employer contributions and investment earnings are fully vested once the participant has completed two years of service, except for safe harbor contributions, which are immediately vested.

(g) Payment of Benefits

Upon termination of service, a participant can elect to receive his or her account balance, either as a lump-sum amount, in installments, or through optional forms of annuity-type payments. Other benefits available to participants include in-service withdrawals and withdrawals on account of death and disability.

All participant accounts under \$1,000 (exclusive of rollover contributions) are automatically paid in cash upon the participant's separation from employment.

(h) Forfeited Accounts

Forfeited accounts can be used to reduce future employer contributions, reduce future plan expenses, or be allocated to the participants in the Plan. Employer contributions were not reduced from forfeited investment accounts in 2018 or 2017. At December 31, 2018 and 2017, forfeited nonvested accounts totaled \$4,430 and \$4,362, respectively.

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(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared using the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The investment assets are maintained in a trust. The trustee is Fidelity Management Trust Company (Fidelity). Each participant designates the percentage of his or her participant account that is allocated to each investment fund. Each participant's interest in each investment fund is adjusted as of each valuation date to reflect his or her proportionate share of the total net fair value of such investment fund.

Investments are reported at fair value, as described in note 4. The Plan records purchases and sales of securities on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment contracts held by a defined-contribution plan are required to be reported at contract value which is the relevant measurement attribute for the portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Use of Estimates

The preparation of the Plan's 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, the disclosure of contingencies at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

(3) Information Certified by Trustee (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting under ERISA. Accordingly, as permitted under such election, Fidelity has certified to the completeness and accuracy of the following information as of and for the years ended December 31, 2018 and 2017, and such information was not subject to any auditing procedures performed by the independent auditors.

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Assets certified at December 31, 2018 and 2017 are summarized as follows:

	<u>2018</u>	<u>2017</u>
Investments at fair value:		
Shares of registered investment companies:		
Fidelity Fund	\$ —	35,716
Fidelity Equity Income Fund	—	140,372
Fidelity Growth Company Fund	—	328,009
Fidelity Growth Company Fund – Class K	353,829	—
Fidelity OTC Portfolio	—	270,863
Fidelity Balanced Fund	—	145,549
Fidelity Low-Priced Stock Fund	—	92,631
Fidelity Low-Priced Stock Fund – Class K	79,724	—
Fidelity Diversified International Fund	—	151,529
Fidelity Diversified International Fund – Class K	125,123	—
Fidelity Freedom Income Fund	—	4,873
Fidelity Freedom Income Fund – Class K	7,841	—
Fidelity Freedom 2015 Fund	—	4,417
Fidelity Freedom 2015 Fund – Class K	4,228	—
Fidelity Freedom 2020 Fund	—	129,712
Fidelity Freedom 2020 Fund – Class K	11,793	—
Fidelity Freedom 2025 Fund	—	6,081
Fidelity Freedom 2025 Fund – Class K	58,883	—
Fidelity Freedom 2030 Fund	—	166,075
Fidelity Freedom 2030 Fund – Class K	260,544	—
Fidelity Freedom 2035 Fund	—	48,997
Fidelity Freedom 2035 Fund – Class K	236,064	—
Fidelity Freedom 2040 Fund	—	257,673
Fidelity Freedom 2040 Fund – Class K	232,901	—
Fidelity Freedom 2045 Fund	—	59,715
Fidelity Freedom 2045 Fund – Class K	80,657	—
Fidelity Freedom 2050 Fund	—	137,872
Fidelity Freedom 2050 Fund – Class K	149,484	—
Fidelity Freedom 2055 Fund	—	5,786
Fidelity Freedom 2055 Fund – Class K	16,724	—
Fidelity Freedom 2060 Fund	—	5,111
Fidelity Freedom 2060 Fund – Class K	3,518	—
Fidelity 500 Index Premium	—	331,130

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	<u>2018</u>	<u>2017</u>
Fidelity 500 Index	\$ 357,295	—
Fidelity US Bond Index	905	—
Domini Impact Equity Fund	—	327,162
PIMCO Total Return Fund – Administrative Class	—	90,371
MFS Value Fund Class R6	130,108	—
Neuberger Berman Sustainable Equity R6 Fund	239,124	—
Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class A	—	45,904
Lord Abbett Mid-Cap Value Fund	—	4,336
PGIM Total Return Bond R6 Fund	83,231	—
Harbor Small Cap Value Fund	47,907	—
Fidelity Extended Market Index Fund	18,272	—
Virtus Real Estate Securities Fund	25,406	18,961
Carillon Eagle Small Cap Growth R6 Fund	49,644	—
Allianz NFJ Small-Cap Value Fund	—	58,284
Investments at fair value	<u>\$ 2,573,205</u>	<u>2,867,129</u>
Shares of common and collective trust in fully benefit-responsive investment contracts, at contract value:		
Shares of common and collective trust:		
Fidelity – Managed Income Portfolio	\$ 82,383	87,021
Participant loans receivable	77,419	4,383

The income certified for the years ended December 31, 2018 and 2017 is summarized as follows:

	<u>2018</u>	<u>2017</u>
Investment income:		
Net (depreciation) appreciation in fair value of investments, from registered investment companies including investments bought, sold and held during the year	\$ (427,858)	340,619
Interest and dividend income	188,071	157,352
Total investment (loss) income	<u>\$ (239,787)</u>	<u>497,971</u>
Interest from loans to participants	\$ 1,476	293

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The Managed Income Portfolio's (the Portfolio) one-year total return as of December 31, 2018 and 2017 was 2.54% and 2.19%, respectively. The yield credited to participants was 1.81% and 1.41% for the Portfolio for the years ended December 31, 2018 and 2017, respectively. Both the one-year total return and the yield credited to participants for 2018 and 2017 are net of the annual trustee fees. The Portfolio uses a dollar yield to maturity for the purpose of calculating the crediting rate. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no restrictions on redemptions.

The existence of certain conditions can limit the Portfolio's ability to transact at contract value with the issuers of its investment contracts. Specifically, any event outside the normal operation of the Portfolio that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the Portfolio, tax disqualification of the Portfolio, and certain Portfolio amendments if issuers' consent is not obtained. As of December 31, 2018, the occurrence of an event outside the normal operation of the Portfolio that would cause a withdrawal from an investment contract is not considered to be probable. To the extent a Portfolio suffers a tax disqualification or legal termination event, under normal circumstances it is anticipated that liquid assets would be available to satisfy the redemption of such participants' interest in the Portfolio without the need to access investment contracts.

(4) Fair Value Measurement

The 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.

Registered Investment Companies

Valued at quoted market prices. The Plan applies a hierarchy to categorize fair value measurements broken down into three levels based on the transparency of inputs as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active

Level 3 Inputs that are unobservable.

The asset'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.

Fully Benefit Responsive Contract

The Plan invests in the Fidelity Managed Income Portfolio, which is comprised of fully benefit responsive investment contracts. This investment is reported by the fund manager at contract value based on the underlying investments within each fund and is excluded from the fair value hierarchy table below.

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The following table presents the Plan's assets, by strategy, measured at fair value, all of which are considered Level 1, as of December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Registered investment companies:		
Bond fund	\$ 84,136	90,371
Blended funds	265,237	150,422
Life cycle funds	1,412,091	821,439
Large cap domestic equity	483,937	1,433,252
Medium cap domestic equity	79,724	96,967
Small cap domestic equity	97,551	104,188
International equity	125,123	151,529
Real estate	25,406	18,961
Total	<u>\$ 2,573,205</u>	<u>2,867,129</u>

There were no transfers between levels during the years ended December 31, 2018 and 2017.

(5) Administration of the Plan and Administrative Expenses

Brokerage commissions and related expenses are payable out of the assets of the investment fund to which they relate, unless stated otherwise. Except for record-keeping expenses, all administrative expenses (note 7) are paid by PPMD.

(6) Federal Income Tax Status

The IRS has determined and informed the Plan by a letter dated February 18, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or derecognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or derecognition of an asset) or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2014.

(7) Related-Party Transactions

Certain plan investments are shares of registered investment companies and a common and collective trust managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services amounted to \$166 and \$53 for the years ended December 31, 2018 and 2017, respectively.

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(8) Plan Termination

Although it has not expressed any intent to do so, PPMD has the right to discontinue its contributions or terminate the Plan at any time. In the event of plan termination, participants become 100% vested in their accounts.

(9) Risks and Uncertainties

The Plan offers a number of investment options which enable participants to invest 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 certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

(10) Subsequent Events

Management evaluated events subsequent to December 31, 2018 and through October 11, 2019, the date on which the financial statements were issued and determined no additional disclosures were required.

(11) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2018:

	<u>2018</u>
Net assets available for benefits per the financial statements	\$ 2,741,477
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(875)</u>
Net assets available for benefits per the Form 5500	\$ <u><u>2,740,602</u></u>

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The following is a reconciliation of net (decrease) increase in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2018:

	<u>2018</u>
Net (decrease) increase in net assets available for benefits per the financial statements	\$ (237,751)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts:	
Current year	(875)
Prior year	<u>—</u>
Net (decrease) increase in net assets available for benefits per the Form 5500	\$ <u><u>(238,626)</u></u>

There were no reconciling items between the financial statements and the Form 5500 for the year ended December 31, 2017.

(12) Prohibited Transactions

There was a delay by PPMD in submitting employee contributions to the trust during the plan years ended December 31, 2018 and 2017. Total contributions submitted to the trustee late for the plan years ended amount to \$27,529 and \$21,692, respectively. In 2019 and 2018, lost earnings on investments of \$56 and \$38, respectively, were remitted to the Trust.

Supplemental Schedule

PPFA RETIREMENT PLAN

(Sponsored by Planned Parenthood of Maryland)

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2018

Year	Participant contributions transferred late to Plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002–51
		Contributions not corrected	Contributions corrected outside of VFCP	Contributions pending correction in VFCP	
2018	\$ 27,529	—	—	—	27,529
2017	21,692	—	—	—	21,692

Notes:

In 2018 and 2017, employee contributions for various payrolls were not remitted to the Plan timely.

Total contributions submitted to the trustee late for the plan years ended December 31, 2018 and 2017 amounted to \$27,529 and \$21,692, respectively.

In 2019 and 2018, lost earnings on investments were remitted to the trust for \$56 and \$38, respectively.

See accompanying independent auditors' report.

Supplemental Schedule

PPFA RETIREMENT PLAN

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2018

Identity of issuer	Description of investments	Shares/units	Current value
Investments as certified by Fidelity Management Trust Company:			
Common and collective trust:			
* Fidelity	Fidelity Management Trust Company – Managed Income Portfolio	82,383	\$ 82,383
Shares of registered investment companies:			
* Fidelity	Fidelity Growth Company Fund – Class K	22,073	353,829
* Fidelity	Fidelity Extended Market Index Fund	344	18,272
* Fidelity	Fidelity OTC Portfolio	—	—
* Fidelity	Fidelity Low-Priced Stock Fund – Class K	1,839	79,724
* Fidelity	Fidelity Diversified International Fund – Class K	3,962	125,123
* Fidelity	Fidelity Freedom Income Fund – Class K	715	7,841
* Fidelity	Fidelity Freedom 2010 Fund – Class K	1	5
* Fidelity	Fidelity Freedom 2015 Fund – Class K	358	4,223
* Fidelity	Fidelity Freedom 2020 Fund – Class K	805	11,793
* Fidelity	Fidelity Freedom 2025 Fund – Class K	4,626	58,883
* Fidelity	Fidelity Freedom 2030 Fund – Class K	16,638	260,544
* Fidelity	Fidelity Freedom 2035 Fund – Class K	18,187	236,064
* Fidelity	Fidelity Freedom 2040 Fund – Class K	25,763	232,901
* Fidelity	Fidelity Freedom 2045 Fund – Class K	7,869	80,657
* Fidelity	Fidelity Freedom 2050 Fund – Class K	14,485	149,484
* Fidelity	Fidelity Freedom 2055 Fund – Class K	1,425	16,724
* Fidelity	Fidelity Freedom 2060 Fund – Class K	334	3,518
* Fidelity	Fidelity 500 Index	4,102	357,295
* Fidelity	Fidelity US Bond Index	80	905
Harbor Capital Advisors Inc.	Harbor Small Cap Value Fund	1,744	47,907
Neuberger Berman Investment Advisors LLC	Neuberger Berman Sustainable Equity R6 Fund	7,340	239,124
Massachusetts Financial Services Company	MFS Value Fund Class R6	3,686	130,108
PGIM Investments LLC	PGIM Total Return Bond R6 Fund	5,975	83,231
Virtus	Virtus Real Estate Securities Fund	1,216	25,406
Carillon Tower Advisors, Inc.	Carillon Eagle Small Cap Growth R6 Fund	1,088	49,644
			<u>2,573,205</u>
* Participant loans	4 loans at interest rates at 4.25%–6.00% and maturity dates through November 2023		<u>77,419</u>
	Total		<u>\$ 2,733,007</u>

* Represents a party in interest to the Plan as defined by ERISA.

The information in this schedule has been certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

See accompanying independent auditors' report.