Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
D3 LLC 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2013

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)
D 3 LLC

75 MARCUS DRIVE
MELVILLE, NY 11747

2b Employer Identification Number (EIN)
20-4873170

2c Plan Sponsor's telephone number
631-454-6600

2d Business code (see instructions)
423800

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.	10/15/2019	LOUIS DUPERE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3b Administrator's EIN

3c Administrator's telephone number

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

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	162
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	149
a(2) Total number of active participants at the end of the plan year	**6a(2)**	174
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	23
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	197
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	197
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	95
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**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 3D 3H

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

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

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

a Pension Schedules

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

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

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

b General Schedules

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

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

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

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

(5) [ ] **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 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
D3 LLC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
D 3 LLC

D Employer Identification Number (EIN)
20-4873170

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	172044	211799
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	31188	42873
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1189083	1443535
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	
	(2) Employer real property	1d(2)	0	
e	Buildings and other property used in plan operation	1e	0	
f	Total assets (add all amounts in lines 1a through 1e)	1f	1392315	1698207
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	0	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1392315	1698207

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)	171426	
	(B) Participants	2a(1)(B)	320788	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		492214
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2208	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	1449	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3657
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	94231	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		94231
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-191259
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		398843
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	90461	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		90461
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	2490	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2490
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		92951
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		305892
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DOANE CPA FIRM LLC **(2)** EIN: 27-4431954

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		139232
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

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

A Name of plan
D3 LLC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
D 3 LLC

D Employer Identification Number (EIN)
20-4873170

Part I Distributions

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

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

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

EIN(s): 16-1470238

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

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

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

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

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

D3 LLC

401(K) PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS

AND

SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED

DECEMBER 31, 2018

* * * * * * * * * * * * * * * * * * * *

D3 LLC
401(K) PROFIT SHARING PLAN & TRUST

TABLE OF CONTENTS

	PAGE NO.
Report of Independent Accountant	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-11
Supplementary Schedules	
Form 5500 Schedule H - Line 4i	12
Form 5500 Schedule H - Line 4j	13

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TEL. (315) 661-6555 * FAX (315) 782-8667
Member: FICPA

INDEPENDENT ACCOUNTANT'S REPORT

To the Participants and Administrative Committee
of D3 LLC LLC
401(k) Profit Sharing Plan & Trust
Melville, NY 11747

Report on the Financial Statements

I was engaged to audit the financial statements of the D3 LLC 401(k) Profit Sharing Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2018, and the related statements of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note G, which was certified by MidAtlantic Trust Corporation., the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplementary schedules. I have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2018, that the information provided to the plan administrator by the custodians is complete and accurate.

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Doane CPA Firm

Doane CPA Firm LLC
Watertown, New York

October 8, 2019

D3 LLC
401(K) PROFIT SHARING PLAN & TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	2018 AUDITED	2017 COMPILED
ASSETS		
Investments - Fair market value		
Mutual Funds	$ 1,443,535	$ 1,189,083
Money Market Funds	211,799	172,044
Total investments	1,655,334	1,361,127
Notes receivable from participants	42,873	31,188
TOTAL ASSETS	$ 1,698,207	$ 1,392,315
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,698,207	$ 1,392,315

See independent accountant's report and notes to financial statements.

D3 LLC
401(K) PROFIT SHARING PLAN & TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
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Additions	2018 (Audited)	2017 (Compiled)
Plan contributions	$ 492,213	$ 511,066
Loan interest income	2,898	1,042
Dividends and interest	94,991	45,712
Net investment gain(loss)	(191,259)	80,000
Total additions	398,843	637,820
Disbursements		
Amounts paid to participants and beneficiaries	90,461	37,743
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Net assets available for benefits beginning of year	1,392,315	793,479
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NOTE A - GENERAL DESCRIPTION OF THE PLAN

The following description of the D3 LLC, ("the Company") 401(k) Profit Sharing Plan & Trust ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Company comprises a "controlled group" of corporations under Code Sec 414(b).

General

The Plan is a defined contribution plan which was established January 1, 2013 covering all full-time and part-time employees of the Company and its affiliates who are over the age of 21. It is subject to the provisions of the Employer Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute the lower of up to 92% of pretax annual compensation, as defined in the Plan subject to statutory limitations of the Internal Revenue Code ("IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollovers from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company makes a matching contribution of 100% of participants elective salary deferrals up to 3%.
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Participant Accounts

Each participant's account is credited with the participant's contribution and any potential employer's matching contribution plus allocations of (a) the Company's discretionary contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested accounts.

Vesting

Participants are immediately vested in their contributions and earnings thereon. Company contributions and matching contributions are vested at 100% upon initial participation in the plan.

Loan to Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant loan funds. Loan terms can range from 12-54 months up to 120 months for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates are equal to the prime rate at the time of the loan, plus 1%. Principal and interest is paid ratably through payroll deductions.

NOTE A - GENERAL DESCRIPTION OF THE PLAN (continued)

Payment of Benefits

On termination of service for any reason, participants will receive benefits equal to the value of the vested interest in his or her account. Account balances can remain in the Plan at the discretion of the Plan Sponsor.

Participants with a vested account balance greater than $5,000 may elect to receive their benefits in either a lump-sum or in installment payments, or defer payment of benefits until a later date.

Withdrawals from a participant's salary deferral account may not be made in the event of a financial hardship, in accordance with the provisions specified in the Plan.

Participants who are at least 59 1/2 years of age may withdraw all or a portion of their vested account balance prior to termination.

Forfeitures

Plan Forfeitures are first used to reduce plan expenses, then used to reduce employer contributions.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation and Income Recognition (SFAS 157)

The Company has adopted SFAS No. 157, "Fair Value Measurements". SFAS No. 157 applies to all financial instruments that are measured and reported on a fair value basis.

As defined in SFAS No. 157, fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. In determine fair value, the Company utilizes certain assumptions that market participants would be used in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable inputs and minimize the use of unobservable inputs. Based on the examination of the inputs used in the valuation techniques, the Company is required to prove the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data

Level 3 - Includes significant inputs to the valuation methodology that are unobservable and may include assumptions about market participant assumptions.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy:

MUTUAL FUNDS

Mutual funds are classified in Level 1 of the hierarchy as fair value is based on quoted prices in active markets for identical securities.

PARTICIPANT LOANS

Participant loans are valued at their outstanding balance, which approximates fair value. Participant loans are classified as level 2.

There is no market (quoted prices or observable inputs) for participant loans, and as such the valuation includes significant inputs based on assumptions about market participant assumptions.

INTEREST BEARING CASH (Money Market Fund)

Interest bearing cash is classified in Level 1. Funds are invested in Fidelity Bvt MMkt Sly MNY.

The following table presents the financial instruments carried at fair value as of December 31, 2018, by the TOPIC ASC 820 valuation hierarchy, as described above.

	Level 1	Level 2
Mutual Funds	$ 1,443,535	$ -
Money Market Funds	211,799	-
Participant loans	-	42,873
Total assets at fair value	$ 1,655,334	$ 42,873

	Mutual Funds	Money Market Funds	Participant Loans
Balance, beginning of year	$ 1,189,083	$ 172,044	$ 31,188
Contributions/(repayments)	436,260	55,954	(23,533)
Transfers in/(out) - net	9,609	(9,898)	
Investment income	92,568	2,423	1,449
Administrative fees	(2,265)	(225)	
Gains(losses)	(191,259)	-	
Benefit payments and Loan Issue	(90,461)	(8,499)	33,769
Balance, end of year	$ 1,443,535	$ 211,799	$ 42,873

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interest Income

Interest income is recorded as earned.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Various administrative costs, principally accounting and administrative fees, are paid directly by the Company. Other administrative expenses and investment advisory fees are paid by the Plan.

Participant Loans

Participant loans are recorded on the accrual basis, inclusive of accrued interest.
Interest income from participant loans is recorded when accrued.
No provision for uncollectible loans is recorded, as management records defaulted amounts as deemed uncollectible.

Risks and Uncertainties

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

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE C - INVESTMENTS

Plan assets are currently held in participant separate accounts through MidAtlantic Trust Corp, the current custodian.

Investments are participant directed.

NOTE C- INVESTMENTS (Continued)

The total fair market value of individual assets investment that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	2018	2017
JPMorgan US Rsch Enh Eq Fd	$ 232,262	$ 226,308
Fidelity Gvt MMK Dly MNY	211,799	172,044
American Funds American Mt Fnd	184,139	165,163
PGIM High Yld Fd Class A	123,404	113,143
Janus Henderson Triton Fd Cl A	114,295	78,346
American Fds The Grth Fd of	100,770	56,357
Invesco Short Duration Infl Prot Fd	98,852	-
AllianzGI NFJ Mid Cap Val Fd	89,813	-

During 2018 and 2017, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) increased in value by $305,892 and $598,836 respectively.

A participant may direct contributions to any investment available through Paychex Corp. and MidAtlantic Trust Co. All investments are self directed.

NOTE D - INCOME TAX STATUS

The Internal Revenue Service has determined and informed Paychex Corporation by letter dated April 10, 2014, that their plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Company has adopted the Paychex Inc. Plan and believes the plan to be in compliance with all IRS regulations.

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE F - RECONCILIATION OF FINANCIAL STATEMENTS

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

Net assets available for benefits - per financial statement	$ 1,698,207
Net assets available for benefits - per Form 5500 - Schedule H	$ 1,698,207

Note: Form 5500 was prepared by the Plan Administrator. We did not perform audit procedures beyond verifying the above reconciliation to the financial statements.

NOTE G - UNAUDITED INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

		2018
Investments, at fair value:		
Investments	$	1,655,334
Employee loans		42,873
Dividends and interest		94,991
Investment gains(losses)		(191,259)
Loan interest income		1,449

NOTE H - SUBSEQUENT EVENTS

The Plan administrator has evaluated events subsequent to the issuance of these financial statements on September 30, 2019 and has determined no significant events have occurred.

NOTE J - RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Name of parties in interest and description of relationship:

Plan Sponsor	D3 LLC
Multi Employer Participants with common ownership	
	EIN
D3LLC	20-4873170
FieldFlex LLC	47-5196088

Service Providers	Paychex Corporation
	Mid Atlantic Trust
Trustee	Mid Atlantic Trust
Limited Trustee	Louis Dupere
Plan Administrator	Louis Dupere
Attorney	NA
Independent Qualified CPA	Doane CPA Firm LLC

Significant Related Party Transactions:

Description
The Board of Directors for D3 LLC has elected to pay administrative audit fees for the Plan from company funds, as Plan Sponsors

SUPPLEMENTARY INFORMATION

SCHEDULE 1 - ASSETS HELD AT END OF YEAR
DECEMBER 31, 2018

(a)	(b) Identity of Issue	(c) Description of Investment	(d) **	(e) Current Value 2018	(e) Current Value 2017
*	JP Morgan	JPMorgan US Rsch Enh Eq Fd		$ 232,262	$ 226,308
*	Fidelity	Fidelity Gvt MMK Dly MNY		211,799	172,044
*	American	American Funds American Mt Fnd		184,139	165,163
*	PGIM	PGIM High Yld Fd Class A		123,404	113,143
*	Janus	Janus Henderson Triton Fd Cl A		114,295	78,346
*	American	American Fds The Grth Fd of America Cl A		100,770	56,357
*	Invesco	Invesco Short Duration Infl Prot Fd Class A		98,852	-
*	Allianz	AllianzGI NFJ Mid Cap Val Fd Class A		89,813	-
*	Columbia	Columbia Mid Cap Indx Fd Cl A		70,583	-
*	Blackrock	Blackrock LifePath Ind 2055		64,269	
*	Wells Fargo	Wells Fargo Disciplined US Cr Cl A		57,553	39,446
*	Blackrock	Blackrock Adv US		49,991	57,534
*	JP Morgan	JPMorgan Intl Rsch Enh Equ Cl A		48,196	48,756
*	Loans	Employee Loans		42,873	31,188
*	American	American Fds Europacific Gr Fd Cl R4		28,847	
*	Blackrock	Blackrock LifePath Ind 2040		27,795	
*	American	American Fds New World Fd Cl R4		25,389	18,522
*	Calvert	Calvert Intl Opp Fd Cl A		22,600	
*	Baird	Baird Aggregate Bd Fd Class Inv		21,272	12,984
*	Blackrock	Blackrock LifePath Ind 2045		20,333	
*	Goldman	Goldman Sachs US Mortgages Fd		18,642	13,826
*	Blackrock	Blackrock LifePath Ind 2050		16,763	
*	Blackrock	Blackrock LifePath Ind 2030		11,115	
*	Blackrock	Blackrock LifePath Ind 2035		7,729	
*	Blackrock	Blackrock LifePath Ret Fd A Sh		5,917	
*	American	American Beacon Sm Cap Val		2,911	-
*	VOYA	Voya Mid Cap Rsch Enh Ind Fd		36	70,475
	TIAA	TIAA CREF Inf Lkd Bd Fd		13	77,492
*	Goldman	Goldman Sach Intl Sm Cap Ins Fd Cl A		11	20,711
*	MFS	MFS Lifetime 2055		11	36,059
*	Oppenheimer	Oppenheimer "Intl Gr Fd Class A		6	7,244
*	MFS	MFS Lifetime 2040		4	10,365
*	MFS	MFS Lifetime 2050 Fd		3	16,170
*	MFS	MFS Lifetime 2045		3	11,245
*	Lazard	Lazard Intl Strategic Eq Pt Open Shares		2	9,114
*	MFS	MFS Lifetime 2030		2	6,053
*	Blackrock	Blackrock Infl Prot Bd Fd A Shares		1	-
*	Eaton Vance	Eaton Vance High Inc Opp Fd Cl A		1	1
*	MFS	MFS Income		1	3,284
*	MFS	MFS Lifetime 2035		1	5,578
*	Eaton Vance	Eaton Vance Atlanta Cpt Class A		-	83,708
*	Prudential	Prudential High Yld Fd Cl A		-	1,199
*		Total		$ 1,698,207	$ 1,392,315

** Column (d) has not been presented as this information is not required for participant directed plans.

See independent accountant's report and notes to financial statements.

Schedule of > 5% Reportable Transactions

Schedule H, Line 4j
EIN 20-4873170

(a) Identity of Party Involved	(b) Description of Asset	© Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Trans	(g) Cost of Asset	(h) Current Value on Trans Date	(i) Net gain or loss
INVESCO	Invesco Short Duration Inflation Prot Fd Cl A	$ 90,886		N/A	$ -			
Allianz	AllianzGI NFJ Mid Cap Val Fd Class A	88,013	9,646	N/A	-	9,549		97
American	American Funds Am Mutual Fd Class R4	54,618	31,764	N/A	-	31,690		74
Columbia	Columbia Mid Cap Ind Fd Class A	76,151	24	N/A	-	23		(1)
Eaton Vance	Eaton Vance At Capital SMID Cap Fd Cl A	88,013	88,241	N/A	-	88,884		(643)
Fidelity	Fidelity Gvt MMKT	61,888	23,546	N/A	-	23,546		
JP Morgan	JP Morgan US Rsc Enh Equity Fd Cl A	66,868	46,015	N/A	-	45,565		450
MFS	MFS Lifetime 2055 Fd Cl R3	23,386	56,761	N/A	-	58,647		(1,886)
PGIM	PGIM High Yield Fd Class A	40,323	29,247	N/A	-	29,609		(362)
TIAACREF	TIAA CREF Inflation Lkd Bd Fd Ret Cl	24,820	90,886	N/A	-	93,266		(2,370)
VOYA	Voya Mid Cap Rsc En Ind Fd Cl A	14,532	79,059	N/A	-	84,192		(5,133)

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D3 LLC

401(K) PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS

AND

SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED

DECEMBER 31, 2018

* * * * * * * * * * * * * * * * * * * *

D3 LLC
401(K) PROFIT SHARING PLAN & TRUST

TABLE OF CONTENTS

	PAGE NO.
Report of Independent Accountant	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
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Participants are immediately vested in their contributions and earnings thereon. Company contributions and matching contributions are vested at 100% upon initial participation in the plan.

Loan to Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant loan funds. Loan terms can range from 12-54 months up to 120 months for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates are equal to the prime rate at the time of the loan, plus 1%. Principal and interest is paid ratably through payroll deductions.

NOTE A - GENERAL DESCRIPTION OF THE PLAN (continued)

Payment of Benefits

On termination of service for any reason, participants will receive benefits equal to the value of the vested interest in his or her account. Account balances can remain in the Plan at the discretion of the Plan Sponsor.

Participants with a vested account balance greater than $5,000 may elect to receive their benefits in either a lump-sum or in installment payments, or defer payment of benefits until a later date.

Withdrawals from a participant's salary deferral account may not be made in the event of a financial hardship, in accordance with the provisions specified in the Plan.

Participants who are at least 59 1/2 years of age may withdraw all or a portion of their vested account balance prior to termination.

Forfeitures

Plan Forfeitures are first used to reduce plan expenses, then used to reduce employer contributions.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation and Income Recognition (SFAS 157)

The Company has adopted SFAS No. 157, "Fair Value Measurements". SFAS No. 157 applies to all financial instruments that are measured and reported on a fair value basis.

As defined in SFAS No. 157, fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. In determine fair value, the Company utilizes certain assumptions that market participants would be used in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable inputs and minimize the use of unobservable inputs. Based on the examination of the inputs used in the valuation techniques, the Company is required to prove the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data

Level 3 - Includes significant inputs to the valuation methodology that are unobservable and may include assumptions about market participant assumptions.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy:

MUTUAL FUNDS

Mutual funds are classified in Level 1 of the hierarchy as fair value is based on quoted prices in active markets for identical securities.

PARTICIPANT LOANS

Participant loans are valued at their outstanding balance, which approximates fair value. Participant loans are classified as level 2.

There is no market (quoted prices or observable inputs) for participant loans, and as such the valuation includes significant inputs based on assumptions about market participant assumptions.

INTEREST BEARING CASH (Money Market Fund)

Interest bearing cash is classified in Level 1. Funds are invested in Fidelity Bvt MMkt Sly MNY.

The following table presents the financial instruments carried at fair value as of December 31, 2018, by the TOPIC ASC 820 valuation hierarchy, as described above.

	Level 1	Level 2
Mutual Funds	$ 1,443,535	$ -
Money Market Funds	211,799	-
Participant loans	-	42,873
Total assets at fair value	$ 1,655,334	$ 42,873

	Mutual Funds	Money Market Funds	Participant Loans
Balance, beginning of year	$ 1,189,083	$ 172,044	$ 31,188
Contributions/(repayments)	436,260	55,954	(23,533)
Transfers in/(out) - net	9,609	(9,898)	
Investment income	92,568	2,423	1,449
Administrative fees	(2,265)	(225)	
Gains(losses)	(191,259)	-	
Benefit payments and Loan Issue	(90,461)	(8,499)	33,769
Balance, end of year	$ 1,443,535	$ 211,799	$ 42,873

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interest Income

Interest income is recorded as earned.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Various administrative costs, principally accounting and administrative fees, are paid directly by the Company. Other administrative expenses and investment advisory fees are paid by the Plan.

Participant Loans

Participant loans are recorded on the accrual basis, inclusive of accrued interest.
Interest income from participant loans is recorded when accrued.
No provision for uncollectible loans is recorded, as management records defaulted amounts as deemed uncollectible.

Risks and Uncertainties

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

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE C - INVESTMENTS

Plan assets are currently held in participant separate accounts through MidAtlantic Trust Corp, the current custodian.

Investments are participant directed.

NOTE C- INVESTMENTS (Continued)

The total fair market value of individual assets investment that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	2018	2017
JPMorgan US Rsch Enh Eq Fd	$ 232,262	$ 226,308
Fidelity Gvt MMK Dly MNY	211,799	172,044
American Funds American Mt Fnd	184,139	165,163
PGIM High Yld Fd Class A	123,404	113,143
Janus Henderson Triton Fd Cl A	114,295	78,346
American Fds The Grth Fd of	100,770	56,357
Invesco Short Duration Infl Prot Fd	98,852	-
AllianzGI NFJ Mid Cap Val Fd	89,813	-

During 2018 and 2017, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) increased in value by $305,892 and $598,836 respectively.

A participant may direct contributions to any investment available through Paychex Corp. and MidAtlantic Trust Co. All investments are self directed.

NOTE D - INCOME TAX STATUS

The Internal Revenue Service has determined and informed Paychex Corporation by letter dated April 10, 2014, that their plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Company has adopted the Paychex Inc. Plan and believes the plan to be in compliance with all IRS regulations.

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE F - RECONCILIATION OF FINANCIAL STATEMENTS

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

Net assets available for benefits - per financial statement	$ 1,698,207
Net assets available for benefits - per Form 5500 - Schedule H	$ 1,698,207

Note: Form 5500 was prepared by the Plan Administrator. We did not perform audit procedures beyond verifying the above reconciliation to the financial statements.

NOTE G - UNAUDITED INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

		2018
Investments, at fair value:		
Investments	$	1,655,334
Employee loans		42,873
Dividends and interest		94,991
Investment gains(losses)		(191,259)
Loan interest income		1,449

NOTE H - SUBSEQUENT EVENTS

The Plan administrator has evaluated events subsequent to the issuance of these financial statements on September 30, 2019 and has determined no significant events have occurred.

NOTE J - RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Name of parties in interest and description of relationship:

Plan Sponsor	D3 LLC
Multi Employer Participants with common ownership	
	EIN
D3LLC	20-4873170
FieldFlex LLC	47-5196088

Service Providers	Paychex Corporation
	Mid Atlantic Trust
Trustee	Mid Atlantic Trust
Limited Trustee	Louis Dupere
Plan Administrator	Louis Dupere
Attorney	NA
Independent Qualified CPA	Doane CPA Firm LLC

Significant Related Party Transactions:

Description
The Board of Directors for D3 LLC has elected to pay administrative audit fees for the Plan from company funds, as Plan Sponsors

SUPPLEMENTARY INFORMATION

SCHEDULE 1 - ASSETS HELD AT END OF YEAR
DECEMBER 31, 2018

(a)	(b) Identity of Issue	(c) Description of Investment	(d) **	(e) Current Value 2018	(e) Current Value 2017
*	JP Morgan	JPMorgan US Rsch Enh Eq Fd		$ 232,262	$ 226,308
*	Fidelity	Fidelity Gvt MMK Dly MNY		211,799	172,044
*	American	American Funds American Mt Fnd		184,139	165,163
*	PGIM	PGIM High Yld Fd Class A		123,404	113,143
*	Janus	Janus Henderson Triton Fd Cl A		114,295	78,346
*	American	American Fds The Grth Fd of America Cl A		100,770	56,357
*	Invesco	Invesco Short Duration Infl Prot Fd Class A		98,852	-
*	Allianz	AllianzGI NFJ Mid Cap Val Fd Class A		89,813	-
*	Columbia	Columbia Mid Cap Indx Fd Cl A		70,583	-
*	Blackrock	Blackrock LifePath Ind 2055		64,269	
*	Wells Fargo	Wells Fargo Disciplined US Cr Cl A		57,553	39,446
*	Blackrock	Blackrock Adv US		49,991	57,534
*	JP Morgan	JPMorgan Intl Rsch Enh Equ Cl A		48,196	48,756
*	Loans	Employee Loans		42,873	31,188
*	American	American Fds Europacific Gr Fd Cl R4		28,847	
*	Blackrock	Blackrock LifePath Ind 2040		27,795	
*	American	American Fds New World Fd Cl R4		25,389	18,522
*	Calvert	Calvert Intl Opp Fd Cl A		22,600	
*	Baird	Baird Aggregate Bd Fd Class Inv		21,272	12,984
*	Blackrock	Blackrock LifePath Ind 2045		20,333	
*	Goldman	Goldman Sachs US Mortgages Fd		18,642	13,826
*	Blackrock	Blackrock LifePath Ind 2050		16,763	
*	Blackrock	Blackrock LifePath Ind 2030		11,115	
*	Blackrock	Blackrock LifePath Ind 2035		7,729	
*	Blackrock	Blackrock LifePath Ret Fd A Sh		5,917	
*	American	American Beacon Sm Cap Val		2,911	-
*	VOYA	Voya Mid Cap Rsch Enh Ind Fd		36	70,475
	TIAA	TIAA CREF Inf Lkd Bd Fd		13	77,492
*	Goldman	Goldman Sach Intl Sm Cap Ins Fd Cl A		11	20,711
*	MFS	MFS Lifetime 2055		11	36,059
*	Oppenheimer	Oppenheimer "Intl Gr Fd Class A		6	7,244
*	MFS	MFS Lifetime 2040		4	10,365
*	MFS	MFS Lifetime 2050 Fd		3	16,170
*	MFS	MFS Lifetime 2045		3	11,245
*	Lazard	Lazard Intl Strategic Eq Pt Open Shares		2	9,114
*	MFS	MFS Lifetime 2030		2	6,053
*	Blackrock	Blackrock Infl Prot Bd Fd A Shares		1	-
*	Eaton Vance	Eaton Vance High Inc Opp Fd Cl A		1	1
*	MFS	MFS Income		1	3,284
*	MFS	MFS Lifetime 2035		1	5,578
*	Eaton Vance	Eaton Vance Atlanta Cpt Class A		-	83,708
*	Prudential	Prudential High Yld Fd Cl A		-	1,199
*		Total		$ 1,698,207	$ 1,392,315

** Column (d) has not been presented as this information is not required for participant directed plans.

See independent accountant's report and notes to financial statements.

Schedule of > 5% Reportable Transactions

Schedule H, Line 4j
EIN 20-4873170

(a) Identity of Party Involved	(b) Description of Asset	© Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Trans	(g) Cost of Asset	(h) Current Value on Trans Date	(i) Net gain or loss
INVESCO	Invesco Short Duration Inflation Prot Fd Cl A	$ 90,886		N/A	$ -			
Allianz	AllianzGI NFJ Mid Cap Val Fd Class A	88,013	9,646	N/A	-	9,549		97
American	American Funds Am Mutual Fd Class R4	54,618	31,764	N/A	-	31,690		74
Columbia	Columbia Mid Cap Ind Fd Class A	76,151	24	N/A	-	23		(1)
Eaton Vance	Eaton Vance At Capital SMID Cap Fd Cl A	88,013	88,241	N/A	-	88,884		(643)
Fidelity	Fidelity Gvt MMKT	61,888	23,546	N/A	-	23,546		
JP Morgan	JP Morgan US Rsc Enh Equity Fd Cl A	66,868	46,015	N/A	-	45,565		450
MFS	MFS Lifetime 2055 Fd Cl R3	23,386	56,761	N/A	-	58,647		(1,886)
PGIM	PGIM High Yield Fd Class A	40,323	29,247	N/A	-	29,609		(362)
TIAACREF	TIAA CREF Inflation Lkd Bd Fd Ret Cl	24,820	90,886	N/A	-	93,266		(2,370)
VOYA	Voya Mid Cap Rsc En Ind Fd Cl A	14,532	79,059	N/A	-	84,192		(5,133)

See independent accountant's report and notes to financial statements.

Schedule of > 5% Reportable Transactions

Schedule H, Line 4j
EIN 20-4873170

(a) Identity of Party Involved	(b) Description of Asset	© Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Trans	(g) Cost of Asset	(h) Current Value on Trans Date	(i) Net gain or loss
INVESCO	Invesco Short Duration Inflation Prot Fd Cl A	$ 90,886		N/A	$ -			
Allianz	AllianzGI NFJ Mid Cap Val Fd Class A	88,013	9,646	N/A	-	9,549		97
American	American Funds Am Mutual Fd Class R4	54,618	31,764	N/A	-	31,690		74
Columbia	Columbia Mid Cap Ind Fd Class A	76,151	24	N/A	-	23		(1)
Eaton Vance	Eaton Vance At Capital SMID Cap Fd Cl A	88,013	88,241	N/A	-	88,884		(643)
Fidelity	Fidelity Gvt MMKT	61,888	23,546	N/A	-	23,546		
JP Morgan	JP Morgan US Rsc Enh Equity Fd Cl A	66,868	46,015	N/A	-	45,565		450
MFS	MFS Lifetime 2055 Fd Cl R3	23,386	56,761	N/A	-	58,647		(1,886)
PGIM	PGIM High Yield Fd Class A	40,323	29,247	N/A	-	29,609		(362)
TIAACREF	TIAA CREF Inflation Lkd Bd Fd Ret Cl	24,820	90,886	N/A	-	93,266		(2,370)
VOYA	Voya Mid Cap Rsc En Ind Fd Cl A	14,532	79,059	N/A	-	84,192		(5,133)

See independent accountant's report and notes to financial statements.