Form 5500	•	t of Employee Benefit Plan		OMB Nos. 12	10-0110			
Department of the Treasury	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							
Internal Revenue Service sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).				2018				
Department of Labor Employee Benefits Security Administration		ntries in accordance with ons to the Form 5500.						
Pension Benefit Guaranty Corporation			This	Form is Open to Pu Inspection	ıblic			
	entification Information							
For calendar plan year 2018 or fiscal	I plan year beginning 01/01/2018	and ending 12/31/20	018					
A This return/report is for:	a multiemployer plan	a multiple-employer plan (Filers checking t participating employer information in accor			ns.)			
	X a single-employer plan	a DFE (specify)						
<b>B</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 1	2 months	)				
<b>C</b> If the plan is a collectively-bargair	ned plan, check here			• 🗆				
_	Form 5558	automatic extension	_	e DFVC program				
D Check box if filing under:				e Di VC piogram				
	special extension (enter description)							
	ation—enter all requested information	1	46					
<b>1a</b> Name of plan DONUT HOLDINGS INC 401K PRC	OFIT SHARING PLAN			Three-digit plan number (PN) ▶	001			
			1c	Effective date of pla 01/01/2011	n			
City or town, state or province, c	, if for a single-employer plan) apt., suite no. and street, or P.O. Box) country, and ZIP or foreign postal code (	(if foreign, see instructions)	2b	Employer Identifica Number (EIN) 20-0909525	tion			
DONUT HOLDINGS INC			2c	Plan Sponsor's tele number 303-771-9999	phone			
3600 S YOSEMITE ST STE 750 DENVER, CO 80237-1851		SEMITE ST STE 750 CO 80237-1851	2d	Business code (see instructions) 445291	;			

#### 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	CAMERON ANAYA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2019	CAMERON ANAYA
HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
neke	Signature of DFE	Date	Enter name of individual signing as DFE

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	Form 5500 (2018) Page <b>2</b>		
3a	Plan administrator's name and address 🛛 Same as Plan Sponsor	3b Adı	ministrator's EIN
			ministrator's telephone mber
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:	4b Ell	
a c	Sponsor's name Plan Name	<b>4d</b> PN	I
5	Total number of participants at the beginning of the plan year	5	348
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
a(	1) Total number of active participants at the beginning of the plan year	. 6a(1)	345
a(	2) Total number of active participants at the end of the plan year	. 6a(2)	398
b	Retired or separated participants receiving benefits	. 6b	0
С	Other retired or separated participants entitled to future benefits	<b>6c</b>	6
d	Subtotal. Add lines 6a(2), 6b, and 6c	. <b>6d</b>	404
е	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	. <b>6e</b>	0
f	Total. Add lines 6d and 6e	6f	404
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	. 6g	9
	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	·· 7	

2E 2F 2G 2J 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 fur	nding	arrangement (check all that apply)	9b	Plan ber	nefit	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)	X	Trust		(3)	X	Trust
	(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					Genera	l Sc	hedules
	(1)	Х	R (Retirement Plan Information)		(1)	X	H (Financial Information)
	(0)		ND (Multiampleurar Defined Denefit Dien and Cartain Manau		(2)		I (Financial Information – Small Plan)
	(2)		<b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan		(3)		A (Insurance Information)
			actuary		(4)		C (Service Provider Information)
	(3)	<b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(5)		D (DFE/Participating Plan Information)	
					(6)		G (Financial Transaction Schedules)

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Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)						
<b>11a</b> 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.)         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.)						
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 th 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.)	9					

Receipt Confirmation Code\_\_\_\_\_

SCHEDULE H	Einancial In	formatic	n			OMB No. 1210	)-0110	
	CHEDULE H Financial Information (Form 5500)							
	his schedule is required to be filed u	2018						
	irement Income Security Act of 1974 Internal Revenue C	(ERISA), and	d section 6					
Department of Labor Employee Benefits Security Administration		Thia	Form in One	n to Dublic				
Pension Benefit Guaranty Corporation	File as an attachm	ent to Form	5500.		inis	Form is Ope Inspectio		
For calendar plan year 2018 or fiscal plan year	r beginning 01/01/2018		and	ending 12/31/	2018			
A Name of plan DONUT HOLDINGS INC 401K PROFIT SHA	RING PLAN			B Three-di	0		001	
				plan nun	nber (PN)		001	
<b>C</b> Plan sponsor's name as shown on line 2a	of Form 5500					ation Number (	EIN)	
DONUT HOLDINGS INC 2					909525			
Dort L Accet and Liphility State	mant							
Part I         Asset and Liability State           1         Current value of plan assets and liabilities		vear Combir	na tha valu	a of plan assats	held in r	more than one	trust Report	
the value of the plan's interest in a commi	ngled fund containing the assets of m	nore than one	plan on a	line-by-line bas	is unless	the value is re	portable on	
lines 1c(9) through 1c(14). Do not enter th benefit at a future date. <b>Round off amou</b>								
and 1i. CCTs, PSAs, and 103-12 IEs also						3 ID(1), ID(2),	10(0), 19, 11,	
Assets			<b>(a)</b> B	eginning of Yea	r	<b>(b)</b> End	of Year	
a Total noninterest-bearing cash		1a			0		0	
<b>b</b> Receivables (less allowance for doubtful a	accounts):							
(1) Employer contributions		1b(1)			0	0		
(2) Participant contributions		1b(2)			0	0		
(3) Other		1b(3)			0	0		
<b>C</b> General investments:								
<ol> <li>Interest-bearing cash (include money of deposit)</li> </ol>		1c(1)			848		601	
(2) U.S. Government securities		1c(2)			0		0	
(3) Corporate debt instruments (other th	an employer securities):							
(A) Preferred		1c(3)(A)			0		0	
(B) All other		1c(3)(B)			0	0		
(4) Corporate stocks (other than employ	er 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 rea	property)	1c(6)			0		0	
(7) Loans (other than to participants)		1c(7)			0		0	
(8) Participant loans		1c(8)			0		0	
(9) Value of interest in common/collective	e trusts	1c(9)			0		0	
(10) Value of interest in pooled separate a	accounts	1c(10)			0		0	
(11) Value of interest in master trust invest	tment accounts	1c(11)			0		0	
(12) Value of interest in 103-12 investmer		1c(12)			0		0	
(13) Value of interest in registered investm funds)		1c(13)		22	.407		28073	
(14) Value of funds held in insurance com contracts)	pany general account (unallocated	1c(14)			0		0	
(15) Other		1c(15)			0		0	

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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	23255	28674
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 through1j)	. 1k	0	0
Net Assets		·	
Net assets (subtract line 1k from line 1f)	. 11	23255	28674

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
а	Contributions:			
	(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
	(B) Participants	2a(1)(B)	14582	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		14582
b	Earnings on investments:			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	15	
	(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)	0	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		15
	(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1515	
	(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		1515
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	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)		0
	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).	2b(5)(C)		0

			(a	a) Am	ount			(b) <sup>-</sup>	Fotal
	(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)							-3794
С	Other income	- 2c							
d	Total income. Add all <b>income</b> amounts in column (b) and enter total	. 2d							12318
	Expenses								
е	Benefit payment and payments to provide benefits:	·							
	(1) Directly to participants or beneficiaries, including direct rollovers	_ 2e(1)				3768	_		
	(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)							3768
f	Corrective distributions (see instructions)	2f							3039
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)				92			
	(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)							92
j	Total expenses. Add all <b>expense</b> amounts in column (b) and enter total								6899
	Net Income and Reconciliation								
k	Net income (loss). Subtract line 2j from line 2d	2k							5419
I	Transfers of assets:								
	(1) To this plan	2I(1)							0
	(2) From this plan	21(2)							0
De									
3 (	Accountant's Opinion           Complete lines 3a through 3c if the opinion of an independent qualified public	accountant i	s attached to	o this I	Form 5	500. C	omple	ete line 3d if a	n opinion is not
	attached. The attached opinion of an independent qualified public accountant for this pla	n ia (aga ina	tructiona).						
a		Adverse	tructions).						
<u> </u>								<u> </u>	<b>—</b>
	Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.10	3-8 and/or 1	03-12(d)?					Yes	X No
C	Enter the name and EIN of the accountant (or accounting firm) below:		(0) 5111						
	(1) Name: ELLSWORTH & STOUT, LLC		(2) EIN:	26-1	529859	)			
a	The opinion of an independent qualified public accountant is <b>not attached</b> beint <b>(1)</b> This form is filed for a CCT, PSA, or MTIA. <b>(2)</b> It will be attached		ext Form 55	600 pu	rsuant	to 29	CFR 2	520.104-50.	
Ра	rt IV Compliance Questions								
4	CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete		e lines 4a, 4e	e, 4f, 4	g, 4h,	4k, 4m	ı, 4n, o	or 5.	
	During the plan year:			. [	Yes	No		Amo	ount
а	Was there a failure to transmit to the plan any participant contributions withi								
	period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction			4a		Х			
b	Were any loans by the plan or fixed income obligations due the plan in defau								
	close of the plan year or classified during the year as uncollectible? Disrega secured by participant's account balance. (Attach Schedule G (Form 5500)								
	checked.)			4b		X			

			Yes	No	Amou	Int
С	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		Х		
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		Х		
е	Was this plan covered by a fidelity bond?	4e	Х			20000
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		Х		
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		Х		
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		Х		
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	Х			
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		Х		
I	Has the plan failed to provide any benefit when due under the plan?	41		Х		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		Х		
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?	s 🗙	No			
5b	If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), ide transferred. (See instructions.)	ntify tl	he plan(	s) to w	hich assets or liabil	ties were
	5b(1) Name of plan(s)				5b(2) EIN(s)	5b(3) PN(s)
	the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan y		21.)?	🗌 Yo		ot determined instructions.)

SCHEDULE R			Retirement Plan Inform	ation			ON	1B No. 1210-0110			
	Departr	nent of the Treasury Revenue Service	This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section					2018			
E	mployee Ben	artment of Labor efits Security Administration efit Guaranty Corporation	6058(a) of the Internal Revenue Code (the File as an attachment to Form the File as an attachment to Form the file as a file of the file o	,				m is Open to F Inspection.	Public		
For		plan year 2018 or fiscal p	lan year beginning 01/01/2018	and endi	na 1	2/31/2	2018				
AN	iame of pla	, ,		E	B Three	-digit numbe		001			
		or's name as shown on li DINGS INC	ne 2a of Form 5500	C		oyer Ide 09525	entificatio	on Number (EIN	)		
F	Part I	Distributions									
			only to payments of benefits during the plan year.								
1			property other than in cash or the forms of property spec			1					
2		EIN(s) of payor(s) who ho paid the greatest doll	paid benefits on behalf of the plan to participants or benefing a mounts of benefits):	ficiaries during	the year	(if mor	e than tw	o, enter EINs o	f the two		
	EIN(s):										
	Profit-sh	naring plans, ESOPs, ar	nd stock bonus plans, skip line 3.								
3			leceased) whose benefits were distributed in a single sun			3					
P	art II	Funding Informa ERISA section 302, sk	<b>tion</b> (If the plan is not subject to the minimum funding re ip this Part.)	equirements of	section 4	12 of t	he Intern	al Revenue Co	de or		
4	Is the plar	n administrator making an	election under Code section 412(d)(2) or ERISA section 302	:(d)(2)?			Yes	× No	N/A		
	If the pla	an is a defined benefit p	lan, go to line 8.								
5			g standard for a prior year is being amortized in this the date of the ruling letter granting the waiver.	ate: Month _		_ Da	у	Year			
	If you co	ompleted line 5, comple	te lines 3, 9, and 10 of Schedule MB and do not comp	lete the remai	nder of t	his sc	hedule.				
6			ontribution for this plan year (include any prior year accur		-	6a					
	<b>b</b> Enter	r the amount contributed	by the employer to the plan for this plan year			6b					
			from the amount in line 6a. Enter the result of a negative amount)			6c					
		ompleted line 6c, skip li			· · · ·						
7	Will the m	inimum funding amount	reported on line 6c be met by the funding deadline?		<u></u>		Yes	No	N/A		
8	authority	providing automatic app	od was made for this plan year pursuant to a revenue pro roval for the change or a class ruling letter, does the plan ge?	sponsor or pla	ın		Yes	No	<b>N/A</b>		
Р	art III	Amendments									
9	If this is a	a defined benefit pension	plan, were any amendments adopted during this plan the value of benefits? If yes, check the appropriate					□ -			
	box. If no	o, check the "No" box		Increase	<u> </u>	Decre		Both	No		
P	art IV	ESOPs (see instruc	tions). If this is not a plan described under section 409(a)	or 4975(e)(7)	of the Inte	ernal R	evenue (				
10	Were ur	nallocated employer secu	rities or proceeds from the sale of unallocated securities	used to repay	any exem	npt loar	า?	Yes	No		
11			eferred stock?					Yes	No		
			ling exempt loan with the employer as lender, is such loai n of "back-to-back" loan.)					Yes	No		
	· -		,								
12	Does the	ESOP hold any stock th	at is not readily tradable on an established securities mai	rket?				Yes	No		

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Pa	rt \	Additional Information for Multiemployer Defined Benefit Pension Plans										
13		er the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in lars). See instructions. Complete as many entries as needed to report all applicable employers.										
	а	Name of contributing employer										
	b	EIN C Dollar amount contributed by employer										
	d	and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year										
	е	Contribution rate information ( <i>If more than one rate applies, check this box</i> and see <i>instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).</i> ) (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:										
	а	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):										
	а	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):										
	а	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):										

Schedule R (Form 5500) 2018

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>b</b> The plan year immediately preceding the current plan year	. 14b
	<b>C</b> 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 ma employer contribution during the current plan year to:	ake an
	<b>a</b> The corresponding number for the plan year immediately preceding the current plan year	_ 15a
	<b>b</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>b</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, o supplemental information to be included as an attachment.	· · · · · · · · · · · · · · · · · · ·
P	art VI Additional Information for Single-Employer and Multiemployer Defined Benef	it 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 and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see in information to be included as an attachment	nstructions regarding supplemental
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: b Provide the average duration of the combined investment-grade and high-yield debt: 0-3 years3-6 years6-9 years9-12 years12-15 years15-18 years18- C What duration measure was used to calculate line 19(b)? Effective durationMacaulay durationModified durationOther (specify):	

# DONUT HOLDINGS INC 401(K) PROFIT SHARING PLAN AND TRUST

# FINANCIAL STATEMENTS

# **DECEMBER 31, 2018**



# DONUT HOLDINGS INC 401(K) PROFIT SHARING PLAN AND TRUST FINANCIAL STATEMENTS DECEMBER 31, 2018

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#### Independent Auditor's Report

To the Administrative Committee of Donut Holdings Inc 401(k) Profit Sharing Plan and Trust

#### Report on the Financial Statements

We have audited the accompanying financial statements of Donut Holdings Inc 401(k) Profit Sharing Plan and Trust (the "Plan") as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

#### Management's Responsibility for the Financial Statements

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

#### Auditor's Responsibility

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

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

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

#### <u>Opinion</u>

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Donut Holdings Inc 401(k) Profit Sharing Plan and Trust as of December 31, 2018 and 2017, and the changes in net assets available for benefits for the year ended December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

#### Report on Supplemental Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year), herein referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ellsworth & Start, LLC

Las Vegas, Nevada September 26, 2019



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# DONUT HOLDINGS INC 401(K) PROFIT SHARING PLAN AND TRUST STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2018 AND 2017

	2018		2017		
ASSETS					
Investments, at fair value	\$	28,674	\$	23,255	
Total assets		28,674		23,255	
LIABILITIES					
Excess contributions payable		2,894		3,039	
Total liabilities		2,894		3,039	
NET ASSETS AVAILABLE FOR BENEFITS	\$	25,780	\$	20,216	

# DONUT HOLDINGS INC 401(K) PROFIT SHARING PLAN AND TRUST STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2018

# Additions:

Additions to net assets attributed to:	
Investment income:	
Net depreciation in fair value of investments	\$ (3,794)
Interest and dividends	1,530
	(2,264)
Contributions:	
Participant contributions	14,582
Total additions	12,318
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	6,662
Administrative fees	92
Total deductions	6,754
Net Increase	5,564
Net Assets Available for Benefits:	
Beginning of year	20,216
End of year	\$ 25,780

# NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Donut Holdings Inc 401(k) Profit Sharing Plan and Trust (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

## General

The Plan is a defined contribution plan covering all employees of Donut Holdings, Inc. (the "Company") and its affiliates who have completed at least three months of service and are age eighteen or older. Upon attaining at least one year of service, including 1,000 hours, participants are additionally eligible for matching contributions or profit sharing contributions offered at the discretion of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Board of Trustees is responsible for oversight of the plan, determines the appropriateness of the Plan's investment offerings, and monitors investment performance.

#### Eligibility

All employees with at least 3 months of completed service that are at least 18 years old are eligible to enter the Plan. Participants are eligible for discretionary matching contributions, if applicable, after one year of credited service.

#### Contributions

Each year, participants may contribute up to 92% of pretax annual compensation, as defined in the Plan. 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 distributions from other qualified defined contribution plans ("rollover"). Contributions are subject to certain Internal Revenue Service (IRS) limitations. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various investment options for participants. For the year ended December 31, 2018, the Company did not make any matching or profit sharing contributions into the Plan.

#### **Participant Accounts**

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

# Vesting of Benefits

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service.

# NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

#### **Notes Receivable from 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 95% of one-half of their vested account balance, excluding roth balances. The loans are secured by the balance in the participant's account. The loan interest rate is determined by the Plan Administrator based on prevailing market rates, as defined by the Plan. The terms of the loan shall not exceed 4.5 years unless the purpose of the loan is for the purchase of the participant's primary residence. Principal and interest is paid ratably through payroll deductions. As of December 31, 2018 and 2017, no participants had borrowed from their fund accounts.

#### **Distribution of Benefits**

Upon termination of services, a participant with a vested balance greater than \$5,000 may either rollover their vested balance to an eligible retirement plan or purchase an annuity to receive a series of periodic payments in accordance with the terms of the purchased annuity. Participants with a vested benefit of less than \$5,000, but greater than \$1,000, may elect to receive a lump sum payment or a direct rollover distribution to an eligible retirement plan, specified by the participant. Participants with a vested balance less than \$1,000 will receive a lump sum amount equal to the value of his or her account.

#### **Forfeited Accounts**

Forfeited funds related to non-vested portions of profit sharing or employer matching contributions are applied to reduce future employer contributions. During the year ended December 31, 2018, there were no contributions made from forfeited non-vested accounts.

# NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

#### **Basis of Accounting**

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

# **Use of Estimates**

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

#### **Administrative Expenses**

Certain expenses of maintaining the Plan are paid by the Plan, and allocated to individual participant accounts, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

# NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### **Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Board of Trustees determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company.

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

# **Excess Contributions Payable**

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan had \$2,894 and \$3,039 in excess contributions payable as of December 31, 2018 and 2017, respectively.

#### **Payment of Benefits**

Benefits are recorded when paid.

# NOTE 3 – TAX STATUS

The Plan is a non-standardized prototype plan and has received an opinion letter from the IRS dated April 10, 2014, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related Trust is exempt from taxation. In accordance with Revenue Procedure 2002-6 and Announcement 2001-77, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. The Plan Administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code; therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is no longer subject to potential income tax examinations by tax authorities for years before 2015.

# NOTE 4 – PARTY-IN-INTEREST AND TRANSACTIONS

Paychex provides recordkeeping services to the Plan and receives fees, which are paid through revenue generated by Plan investments, for those services. These transactions are exempt from the prohibited transaction rules of ERISA.

# NOTE 5 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 820 are described as follows:

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

Level 2 Inputs to the valuation method include:

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

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

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

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

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

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

Money market: Valued at cost, which approximates fair value.

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

# NOTE 5 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

Assets at Fair Value as of December 31, 2018:

	Fair Value Le		Level 1	el 1 Level 2		Le	evel 3	
Mutual funds	\$	28,073	\$	28,073	\$	-	\$	-
Money market		601		601		-		-
	\$	28,674	\$	28,674	\$	-	\$	-

Assets at Fair Value as of December 31, 2017:

	Fair Value Level 1		Le	evel 2	Level 3		
Mutual funds	\$	22,407	\$ 22,407	\$	-	\$	-
Money market		848	848		-		-
	\$	23,255	\$ 23,255	\$	-	\$	-

# **NOTE 6 – PRIORITIES UPON TERMINATION**

Although the Plan Sponsor has established the Plan with the bona fide intention and expectation that it will be maintained indefinitely, nevertheless, the Plan Sponsor is not under any obligation or liability to continue the Plan for any given length of time. The Plan Sponsor may in its sole discretion discontinue or terminate the Plan in whole or in part in accordance with its provisions at any time without any liability for such discontinuance or termination. In the event the Plan terminates, no further contributions will be made to the Plan and all amounts credited to the participants' accounts will continue to be vested in accordance with the Plan agreement. The Plan Sponsor will direct the distribution of the participants' accounts in a manner permitted by the Plan as soon as practicable.

# NOTE 7 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with 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 statement of net assets available for benefits.

# DONUT HOLDINGS INC 401(K) PROFIT SHARING PLAN AND TRUST NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2018

# NOTE 8 – RECONCILIATION OF THE FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2018 and 2017 to form 5500:

	 2018	 2017
Net assets available for benefits per the financial statements	\$ 25,780	\$ 20,216
Excess contributions payable	2,894	3,039
Net assets available for benefits per Form 5500	\$ 28,674	\$ 23,255

The following is a reconciliation of participant contributions per the financial statements for the year ended December 31, 2018 to the Form 5500:

Benefits paid to participants per the financial statements	\$ 6,662
Excess contributions payable	 (2,894)
Benefits paid to participants per the Form 5500	\$ 3,768

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

Net increase in net assets available for benefits per the financial statements	\$ 5,564
Current year excess contributions payable	2,894
Prior year excess contributions payable	 (3,039)
Net increase in net assets available for benefits per the Form 5500	\$ 5,419

# **NOTE 9 – SUBSEQUENT EVENTS**

Subsequent events have been evaluated through September 26, 2019, which is the date the financial statements were available to be issued. No additional events were identified that would require additional disclosure.

# **SUPPLEMENTARY INFORMATION**

# PLAN NAME: DONUT HOLDINGS INC 401(K) PROFIT SHARING PLAN AND TRUST PLAN SPONSOR: DONUT HOLDINGS, INC. PLAN YEAR: JANUARY 1, 2018 THROUGH DECEMBER 31, 2018 PLAN NUMBER: 001 EIN: 20-0909525

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

	(b)	(c)			
	Identity of issue, borrower,	Description of investment including maturity date,	(d)		(e)
(a)	lessor or similar party	rate of interest, collateral, part or maturity value	Cost	Cur	rent Value
	Goldman Sachs Large Cap Growth Insights A	Registered Investment Company	n/a	\$	4,518
	Columbia Small Cap Index A	Registered Investment Company	n/a		3,120
	TIAA-CREF Equity Index Fund Retail	Registered Investment Company	n/a		2,495
	MFS Lifetime Inc Fund R3	Registered Investment Company	n/a		1,622
	Invesco Equally-Weighted S&P 500 Fund A	Registered Investment Company	n/a		1,611
	MFS International New Discovery	Registered Investment Company	n/a		1,362
	Principal High Yield A	Registered Investment Company	n/a		1,350
	The Hartford MidCap Fund R4	Registered Investment Company	n/a		1,189
	Baird Aggregate Bond Fund Inv	Registered Investment Company	n/a		1,182
	Oppenheimer Limited-Term Government A	Registered Investment Company	n/a		1,156
	MFS Value Fund R3	Registered Investment Company	n/a		1,146
	WF Special Mid Cap Value Admin	Registered Investment Company	n/a		854
	Goldman Sachs Em Mkts Eq Insights A	Registered Investment Company	n/a		627
	MFS Lifetime 2035 Fund R3	Registered Investment Company	n/a		622
	MFS Lifetime 2040 Fund R3	Registered Investment Company	n/a		620
	MFS Lifetime 2045 Fund R3	Registered Investment Company	n/a		620
	MFS Lifetime 2055 Fund R3	Registered Investment Company	n/a		620
	MFS Lifetime 2050 Fund R3	Registered Investment Company	n/a		619
	Goldman Sachs U.S. Mortgages Fund A	Registered Investment Company	n/a		613
	MFS Lifetime 2060 Fund R3	Registered Investment Company	n/a		606
	AB Bond Inflation Strategy	Registered Investment Company	n/a		564
	PNC Multiple Factor Small Cap Core Fund A	Registered Investment Company	n/a		323
	SSgA International Stock Selection Fund N	Registered Investment Company	n/a		304
	American Funds Europacific R4	Registered Investment Company	n/a		288
	MFS Lifetime 2020 Fund R3	Registered Investment Company	n/a		14
	MFS Lifetime 2025 Fund R3	Registered Investment Company	n/a		14
	MFS Lifetime 2030 Fund R3	Registered Investment Company	n/a		14
	Federated US Treasury Cash Reserves Inst	Money Market Fund	n/a		601
				\$	28,674

# PLAN NAME: DONUT HOLDINGS INC 401(K) PROFIT SHARING PLAN AND TRUST PLAN SPONSOR: DONUT HOLDINGS, INC. PLAN YEAR: JANUARY 1, 2018 THROUGH DECEMBER 31, 2018 PLAN NUMBER: 001 EIN: 20-0909525

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

	(b)	(c)			
	Identity of issue, borrower,	Description of investment including maturity date,	(d)		(e)
(a)	lessor or similar party	rate of interest, collateral, part or maturity value	Cost	Cur	rent Value
	Goldman Sachs Large Cap Growth Insights A	Registered Investment Company	n/a	\$	4,518
	Columbia Small Cap Index A	Registered Investment Company	n/a		3,120
	TIAA-CREF Equity Index Fund Retail	Registered Investment Company	n/a		2,495
	MFS Lifetime Inc Fund R3	Registered Investment Company	n/a		1,622
	Invesco Equally-Weighted S&P 500 Fund A	Registered Investment Company	n/a		1,611
	MFS International New Discovery	Registered Investment Company	n/a		1,362
	Principal High Yield A	Registered Investment Company	n/a		1,350
	The Hartford MidCap Fund R4	Registered Investment Company	n/a		1,189
	Baird Aggregate Bond Fund Inv	Registered Investment Company	n/a		1,182
	Oppenheimer Limited-Term Government A	Registered Investment Company	n/a		1,156
	MFS Value Fund R3	Registered Investment Company	n/a		1,146
	WF Special Mid Cap Value Admin	Registered Investment Company	n/a		854
	Goldman Sachs Em Mkts Eq Insights A	Registered Investment Company	n/a		627
	MFS Lifetime 2035 Fund R3	Registered Investment Company	n/a		622
	MFS Lifetime 2040 Fund R3	Registered Investment Company	n/a		620
	MFS Lifetime 2045 Fund R3	Registered Investment Company	n/a		620
	MFS Lifetime 2055 Fund R3	Registered Investment Company	n/a		620
	MFS Lifetime 2050 Fund R3	Registered Investment Company	n/a		619
	Goldman Sachs U.S. Mortgages Fund A	Registered Investment Company	n/a		613
	MFS Lifetime 2060 Fund R3	Registered Investment Company	n/a		606
	AB Bond Inflation Strategy	Registered Investment Company	n/a		564
	PNC Multiple Factor Small Cap Core Fund A	Registered Investment Company	n/a		323
	SSgA International Stock Selection Fund N	Registered Investment Company	n/a		304
	American Funds Europacific R4	Registered Investment Company	n/a		288
	MFS Lifetime 2020 Fund R3	Registered Investment Company	n/a		14
	MFS Lifetime 2025 Fund R3	Registered Investment Company	n/a		14
	MFS Lifetime 2030 Fund R3	Registered Investment Company	n/a		14
	Federated US Treasury Cash Reserves Inst	Money Market Fund	n/a		601
				\$	28,674