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
COOLSYS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1991

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)
COOLSYS, INC.

145 S. STATE COLLEGE BLVD. STE. 200
BREA, CA 92821

2b Employer Identification Number (EIN)
82-0852708

2c Plan Sponsor's telephone number
714-510-9615

2d Business code (see instructions)
811310

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	BETH GOLDSTEIN
	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**	2066
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)**	1539
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1683
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	336
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	2019
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f Total. Add lines **6d** and **6e**.	**6f**	2023
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1853
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	99
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2S 2T 3D 3F 3H

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(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)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
COOLSYS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
COOLSYS, INC.

D Employer Identification Number (EIN)
82-0852708

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions). . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ALLIANCEBERNSTEIN

13-3191825

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AMERICAN FUNDS

95-1411037

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

EATON VANCE

04-2718215

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS

06-1194217

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JANUS

43-1804048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MASSMUTUAL

04-1590850

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MFS

04-2747644

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NUVEEN

36-3817266

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD

23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

WESTERN ASSET

52-1200960

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

METLIFE

04-3240897

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 37 50 62 64	SERVICE PROVIDER	139732	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

WELLS FARGO ADVISORS

34-1542819

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	SERVICE PROVIDER	30000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: RSM US LLP	**b** EIN: 42-0714325	
c Position: ACCOUNTING		
d Address: 515 SOUTH FLOWER ST. 17TH FLOOR LOS ANGELES, CA 90071	**e** Telephone: 213-330-4800	

Explanation: DUE TO NORMAL BUSINESS PRACTICE

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

a Name:	**b** EIN:	
c Position:		
d Address:	**e** Telephone:	

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

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

A Name of plan
COOLSYS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
COOLSYS, INC.

D Employer Identification Number (EIN)
82-0852708

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: RELIANCE TRUST STABLE VALUE FUND

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6625485-002	C	5637044

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection

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

A Name of plan
COOLSYS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
COOLSYS, INC.

D Employer Identification Number (EIN)
82-0852708

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1470552	1863898
(9) Value of interest in common/collective trusts	1c(9)	4228550	5637044
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	46351328	50914559
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	52050430	58415501
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	52050430	58415501

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)	2567311	
	(B) Participants	2a(1)(B)	7244144	
	(C) Others (including rollovers)	2a(1)(C)	5214908	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		15026363
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	82055	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		82055
	(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)	801205	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		801205
	(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)		131968
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-3322120
c Other income	2c		231
d Total income. Add all **income** amounts in column (b) and enter total	2d		12719702
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6773785	
(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)		6773785
f Corrective distributions (see instructions)	2f		46949
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	174332	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		174332
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6995066
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5724636
l Transfers of assets:			
(1) To this plan	2l(1)		640435
(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: PENSION ASSURANCE LLP **(2)** EIN: 30-0840934

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		3000000
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
COOLSYS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
COOLSYS, INC.

D Employer Identification Number (EIN)
82-0852708

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** 0

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): 41-6257133

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):

PENSION ASSURANCE LLP
401(k) | 403(b) | DEFINED BENEFIT | ESOP | PENSION PLAN AUDITS

20335 Ventura Boulevard
Suite 305
Woodland Hills, CA 91364

818.743.9443
pensionassurance.com

October 10, 2019

Members of the Audit Committee of the CoolSys Inc. 401(k) Plan:

We completed our audit of the financial statements of the CoolSys Inc. 401(k) Plan (the Plan) for the year ended December 31, 2018 and expect to issue our report thereon dated October 10, 2019. The following comments summarize the results of our 2018 audit.

Our audit report defines responsibilities and indicates, among other matters, that our audit was conducted in accordance with auditing standards generally accepted in the United States of America and was designed to provide reasonable, rather than absolute, assurance that the financial statements are free of material misstatement.

At year-end, management reviewed its investment portfolio for declines in market value below cost which were considered to be other-than-temporary. There were no impairments losses noted during 2018. We concur with management's conclusion. No other material subjective accounting estimates are included in the financial statements.

Proposed audit adjustments are detailed in the attached document.

There were no disagreements with management about auditing, accounting, or disclosure matters.

Management has advised us there were no consultations by management with other accountants regarding accounting, auditing or reporting matters.

Everyone within the Company cooperated fully with us; the account schedules and analyses provided were appropriately prepared and timely.

There were no significant changes from our Audit Plan dated July 26, 2019, which was previously provided. We focused our audit effort on related party transactions, significant plan transactions, possible unrecorded accruals, and AU-C 240, *Consideration of Fraud in a Financial Statement Audit.*

We noted no material misstatements, fraud or possible illegal acts (all as defined under current auditing standards) which have a direct effect on the financial statements.

There were no relationships between any of our representatives and the Company that in our professional judgment may reasonably be thought to bear on independence.

This letter is intended solely for your information and use and that of the Company's board of directors and management and is not intended to be and should not be used by anyone other than these specified parties.

Pension Assurance LLP

Client: ***CoolSys Inc. 401(k) Plan***
Engagement: ***CoolSys Inc. 401(k) Plan***
Period Ending: ***12/31/2018***
Trial Balance: ***Trial Balance Data - DO NOT RENAME***
Workpaper: ***AJE - Adjusting Journal Entries Report***

Account	Description	W/P Ref	Debit	Credit
Adjusting Journal Entries				
Adjusting Journal Entries JE # 1		**'00**		
To agree beginning net assets per the current year trust statements to the prior year's predecessor audited financial statements				
5000	Beginning Balance (Plan Investments)		41,169.00	
8000	Non-Periodic Payments			41,169.00
Total			**41,169.00**	**41,169.00**
Adjusting Journal Entries JE # 2		**07-01**		
To record the loan activity for the 2018 plan year.				
3002	Notes Receivable from Participant		1,863,898.00	
6004	Participant Loan Principal		637,954.00	
6007	Loan Balances Paid Off By Distributions (Loan Report)		231,458.00	
8011	Loan Principal Adjustments (Forgiven Amts)		15.00	
5002	Beginning Balance (Notes Receivale)			1,470,552.00
6011	Loan Rollover Contributions			86,442.00
8001	Participant Loans			1,176,331.00
Total			**2,733,325.00**	**2,733,325.00**
Adjusting Journal Entries JE # 5		**09-03**		
To accrue for corrective refunds payable as of 12/31/2018.				
6001	Employee Pre-Tax Contributions		50,457.00	
4000	Excess Contributions Payable			50,457.00
Total			**50,457.00**	**50,457.00**
	Total Adjusting Journal Entries		**2,824,951.00**	**2,824,951.00**
	Total All Journal Entries		**2,824,951.00**	**2,824,951.00**

CoolSys
145 South State College Boulevard, Suite 200 Brea, CA 92821
P 714-510-9500
CoolSys.com

October 10, 2019

Pension Assurance LLP
20335 Ventura Blvd., Suite 305
Woodland Hills, CA 91364

This representation letter is provided in connection with your audit of the financial statements of the CoolSys Inc. 401(k) Plan (the Plan), which comprise the Statements of Net Assets Available for Plan Benefits as of December 31, 2018, the Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018, and the related notes to the financial statements, for the purpose of expressing an opinion on whether the financial statements present fairly, in all material respects, the net assets available for plan benefits and changes in net assets available for plan benefits of the Plan in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). We understand that, at our instruction, you did not perform any audit procedures with respect to information prepared and certified by Wells Fargo N.A., the Trustee of the Plan, in accordance with 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA), other than comparing such information with the financial statements and supplemental schedules. Because of the significance of the information you did not audit, we understand that you will not express an opinion on the financial statements and schedule as a whole. We understand the form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by Wells Fargo N.A., was audited by you in accordance with Generally Accepted Auditing Standards (GAAS), and was subjected to tests of our accounting records and other procedures as you considered necessary to enable you to express an opinion as to whether they are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

We confirm that, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves as of the date of this letter, the following representations made to you during your audit:

Financial Statements

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement, for the preparation and fair presentation of the financial statements (including disclosures) in accordance with U.S. GAAP.

2. We acknowledge our responsibility for 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.

3. We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.

4. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable and result in a measure of fair value appropriate for financial measurement and disclosure purposes.

5. We are responsible for the estimation methods and assumptions used in measuring assets and liabilities reported or disclosed at fair value. Our valuation methodologies have been consistently applied from period to period. The fair value measurements reported or disclosed represent our best estimate of fair value as of the measurement date in accordance with the requirements of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*. In addition, our disclosures related to the fair value measurements are consistent with the objectives outlined in FASB ASC 820.

6. Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.

7. Transactions with *parties in interest*, as defined in Section 3(14) of the Employee Retirement Income Security Act of 1974 (ERISA) and regulations thereunder, including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from, or payable to, related parties have been appropriately disclosed.

8. All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed.

9. There are no material transactions that have not been properly recorded in the accounting records underlying the financial statements.

10. The effects of all known actual or possible litigation and claims have been accounted for and disclosed in accordance with U.S. GAAP.

11. We have no plans or intentions that may materially affect the carrying value or classification of assets and liabilities. In this regard, there is no present intention to terminate the Plan.

12. Guarantees, whether written or oral, under which the plan is contingently liable have been properly recorded or disclosed in the financial statements.

13. We have properly reported and disclosed amendments to the plan instrument, if any.

14. We acknowledge our responsibility for the presentation of the supplementary information in accordance with the applicable criteria and we believe the supplementary information, including its form and content, is fairly presented in accordance with the applicable criteria. The methods of measurement or presentation have not changed from those used in the prior period.

15. The form and content of the information included in the financial statements and schedules is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

16. We acknowledge our responsibility to oversee the non-attest services identified within the terms of the audit engagement. We have assigned an individual who possesses the suitable skill, knowledge, and/or experience to oversee such non-attest services.

Information Provided

17. We have provided you with
    a. access to all information, of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;
    b. additional information that you have requested from us for the purpose of the audit;
    c. unrestricted access to persons within the plan from whom you determined it necessary to obtain audit evidence;
    d. all meeting minutes or summaries of actions of recent meetings for which minutes have not yet been prepared;
    e. amendments made to the plan instrument, trust agreement, or insurance contracts during the year, including amendments to comply with applicable laws.

18. All transactions have been recorded in the accounting records and are reflected in the financial statements.

19. Financial instruments with off-balance-sheet risk and financial instruments with concentrations of credit risk have been properly recorded or disclosed in the financial statements.

20. The plan or trust has satisfactory title to all owned assets that are recorded at fair value, and all liens, encumbrances, or security interest requiring disclosure in the financial statements have been properly disclosed.

21. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.

22. We have no knowledge of any fraud or suspected fraud that affects the plan and involves
    a. management,
    b. employees who have significant roles in internal control, or
    c. others when the fraud could have a material effect on the financial statements.

23. We have no knowledge of any allegations of fraud, or suspected fraud, affecting the plan's financial statements communicated by employees, former employees, participants, regulators, beneficiaries, service providers, third-party administrators, or others.

24. We have disclosed to you all known instances of noncompliance or suspected noncompliance with laws and regulations whose effects should be considered when preparing financial statements.

25. We are not aware of any pending or threatened litigation and claims whose effects should be considered when preparing the financial statements.

26. There are no other matters (for example, breach of fiduciary responsibilities, nonexempt transactions, loans or loans in default, or events that may jeopardize the tax status) that legal counsel has advised us must be disclosed.

27. We have disclosed to you the identity of the plan's related parties and parties in interest and all the related party and party in interest relationships and transactions of which we are aware.

28. We have apprised you of all communications, whether written or oral, with regulatory agencies concerning the operation of the plan.

29. The plan has complied with all aspects of debt and other contractual agreements that would have a material effect on the financial statements in the event of noncompliance.

30. All required filings with the appropriate agencies have been made.

31. We are responsible for compliance with all applicable ERISA and Internal Revenue Code (the Code) requirements. The plan (and the trust established under the plan) is qualified under the appropriate section of the Code and intends to continue as a qualified plan (and trust). The plan sponsor(s) has operated the plan and trust or insurance contract in a manner that did not jeopardize this tax status.

32. The plan has complied with the Department of Labor's regulations concerning the timely remittance of participants' contributions to trusts containing assets for the plan.

33. The plan has complied with the fidelity bonding requirements of ERISA.

34. There are no
    a. *nonexempt party-in-interest transactions* (as defined in ERISA Section 406-408 and regulations thereunder) that were not disclosed in the supplemental schedules or financial statements.
    b. investments in default or considered to be uncollectible that were not disclosed in the supplemental schedules.
    c. *reportable transactions* (as defined in ERISA Section 103[b][3][H] and regulations under that section) that were not disclosed in the supplemental schedules.

Plan Administrator

CFO

COOLSYS INC. 401(k) PLAN

Financial Statements with Auditors' Report
As of December 31, 2018 and 2017

Index

Report of Independent Public Accountants	1
Financial Statements:	
Statements of Net Assets Available for Plan Benefits as of December 31, 2018 and 2017	3
Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018	4
Notes to Financial Statements	5
Supplemental Information:	
Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018	12

Note: Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PENSION ASSURANCE LLP
401(k) | 403(b) | DEFINED BENEFIT | ESOP | PENSION PLAN AUDITS

20335 Ventura Boulevard
Suite 305
Woodland Hills, CA 91364

818.743.9443
pensionassurance.com

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the plan administrator of the
CoolSys Inc. 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the CoolSys Inc. 401(k) Plan (the Plan), which comprise the Statement of Net Assets Available for Plan Benefits as of December 31, 2018, the related Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2018 and 2017, and for the year ended December 31, 2018, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedule

The supplemental schedule, Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Other Matter – 2017 Financial Statements

The financial statements of the plan as of December 31, 2017, were audited by a predecessor auditor. 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 the predecessor auditor not to perform and they did not perform any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 12, 2018, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on Form and Content in Compliance with the Department of Labor's Rules and Regulations

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



Pension Assurance LLP

Los Angeles, California
October 10, 2019

COOLSYS INC. 401(k) PLAN
Statements of Net Assets Available for Plan Benefits
As of December 31, 2018 and 2017

	2018	2017
Assets:		
Investments, at fair value:		
Mutual funds	$ 50,914,559	$ 46,351,328
Common/Collective trust	5,637,044	4,228,550
	56,551,603	50,579,878
Receivables:		
Notes receivable from participants	1,863,898	1,470,552
Total assets	58,415,501	52,050,430
Liabilities:		
Excess contributions payable	50,457	41,169
Net assets available for plan benefits	$ 58,365,044	$ 52,009,261

See accompanying notes to the financial statements.

COOLSYS INC. 401(k) PLAN
Statement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2018

Additions to net assets attributable to:		
Contributions:		
Participant	$	7,193,687
Company		2,567,311
Rollover		5,214,908
		14,975,906
Interest income on notes receivable from participants		82,056
Investment income:		
Interest and dividends		801,205
Total additions		15,859,167
Deductions from net assets attributable to:		
Net realized and unrealized depreciation in fair value of investments		3,189,922
Benefits paid to participants		6,779,565
Administrative fees		174,332
Total deductions		10,143,819
Net increase in plan assets		5,715,348
Transfer of assets from another plan (Note 1b)		640,435
Net assets available for plan benefits:		
Beginning of year		52,009,261
End of year	$	58,365,044

See accompanying notes to the financial statements.

1. Plan Description

The following description of the CoolSys Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

a. General

The Plan, originally effective July 1, 1991, and restated November 1, 2017, is a defined contribution plan covering all employees of CoolSys Inc. and related participating employers (the Company) who have completed two months of service, excluding nonresident aliens and employees covered under a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. Transfer of Assets from Another Plan

Effective August 22, 2018, the Company adopted a direction to transfer plan assets from the Refrigeration Solutions Inc. 401(k) Profit Sharing Plan into the CoolSys Inc. 401(k) Plan. Pursuant to the adoption, assets of $640,435 were transferred into the Plan on August 23, 2018.

c. Contributions

Participants may elect to defer up to 75 percent of annual compensation in pre-tax or Roth contributions, as defined in the plan document and allowed by law. Participants may also contribute amounts representing distributions from other qualified plans. The Plan provides for automatic election of participant contributions at a rate of 3 percent of compensation. Participants may affirmatively elect a different contribution percentage or elect not to defer into the Plan. Unless affirmatively elected otherwise, the contribution percentage for participants that have been automatically enrolled in the Plan is increased annually by 1 percent, not to exceed 8 percent of compensation. Company contributions are discretionary. During 2018, the Company contributed $2,567,311 to the Plan

d. Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's contribution, if applicable, and the Plan's earnings and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

e. Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. Participants become 20 percent vested for each year of credited service until they are 100 percent vested after five years.

f. Distribution of Benefits

Upon termination of employment due to termination of service, death, disability, or retirement, participants may elect to receive the value of their vested account balance in a lump-sum distribution and installments. Participants may also take a financial hardship withdrawal under certain circumstances.

g. Forfeited Accounts

Forfeitures are reallocated to participants' accounts and may be used to pay plan expenses or reduce company contributions. Forfeitures of $68,150 and $67,025 were included in net assets available for plan benefits as of December 31, 2018 and 2017, respectively. For the year ended 2018, forfeited amounts of $5,769 were used to pay plan expenses.

h. Notes Receivable from Participants

Participants may borrow the lesser of $50,000 (reduced by the participant's highest outstanding loan balance during the 12-month period ending on the date of the loan) or 50 percent of their vested account balance with a minimum loan amount of $1,000. In addition, participants may have two loans outstanding at any time. Loan terms range up to five years, but may be extended if the proceeds are to be used for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25 to 7.75 percent. Principal and interest are paid ratably through payroll deductions.

2. Summary of Significant Accounting Policies

a. Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

b. Use of Estimates

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

c. 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. See Note 4 for discussion of fair value measurements.

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

d. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

e. Payment of Benefits

Benefits are recorded when paid.

f. Administrative Expenses

Certain administrative expenses incidental to the administration of the Plan, including fees of the administrative agent and independent public accountants, may be paid by the Plan. The Company, at its discretion, decided to pay for certain of these administrative expenses on behalf of the Plan. Most investment options have management fees, which reduce the overall return on assets. The net realized and unrealized depreciation in fair value of investments is reflected with these fees.

g. Subsequent Events

The Plan has evaluated the subsequent events through October 10, 2019, the date the financial statements were available to be issued.

h. Reclassifications

Certain reclassifications have been made to the 2017 financial statement to conform to the 2018 financial statement presentation

3. 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 investments, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits.

4. Fair Value Measurement

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under 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 methodology include • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the United States Securities and Exchange Commission. 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.

4. Fair Value Measurement (Continued)

Common/Collective trust: Valued at the NAV of units held by the Plan at year-end, which is considered by plan management to be the best approximation of fair value. The unit values of common/collective trust funds with underlying equity investments are calculated based on the observable value of the underlying investments. Funds held in common/collective trusts may generally be redeemed daily without restriction.

The following tables set 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

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 50,914,559	$ -	$ -	$ 50,914,559
Total assets in the fair value hierarchy	50,914,559	-	-	50,914,559
Investments measured at net asset value (1)	-	-	-	5,637,044
Investments, at fair value	$ 50,914,559	$ -	$ -	$ 56,551,603

Assets at Fair Value as of December 31, 2017

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 46,351,328	$ -	$ -	$ 46,351,328
Total assets in the fair value hierarchy	46,351,328	-	-	46,351,328
Investments measured at net asset value (1)	-	-	-	4,228,550
Investments, at fair value	$ 46,351,328	$ -	$ -	$ 50,579,878

(1) In accordance with FASB ASC 820, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statements of Net Assets Available for Plan Benefits."

5. Tax Exempt Status

The Plan has adopted a volume submitter plan documents subject to a favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014. The plan administrator believes the Plan has been operated in accordance with the applicable provisions of the Internal Revenue Code (IRC). The Company routinely self-reviews the administration of the Plan and self-corrects any compliance issues in accordance with the Employee Plan Compliance Resolution System. Accordingly, the plan administrator believes that the Plan and related trust are designed in accordance with applicable sections of the IRC and, accordingly, are exempt from income taxes

5. Tax Exempt Status (Continued)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for plan years ending on December 31, 2014, or prior.

6. Summary of Unaudited Information

The Trustee of the Plan certified certain information, which was not audited in accordance with the Plan administrator's instructions and as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information certified by the Trustee consists of the following:

- Fair value of investments and the carrying amount of notes receivable from participants as reflected in the Statements of Net Assets Available for Plan Benefits as of December 31, 2018 and 2017.
- Interest and dividends, net realized and unrealized depreciation in fair value of investments, and interest income on notes receivable from participants as reflected in the Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018.
- Investment information as reflected in Note 4 to these financial statements.
- Investment information reflected in the Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018.

The Plan's independent public accountants did not perform auditing procedures with respect to the above information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Party-in-Interest Transactions

Wells Fargo Bank N.A. is the Trustee of the Plan and holds and manages investments. Transactions with Wells Fargo Bank N.A. are party-in-interest transactions, as defined by ERISA.

8. Plan Termination

The Company has the right under the plan document to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

9. Reconciliation to Form 5500

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

	2018	2017
Net assets available for plan benefits per the financial statements	$ 58,365,044	$ 52,009,261
Excess contributions payable	50,457	41,169
Net assets available for plan benefits per the Form 5500	$ 58,415,501	$ 52,050,430

The following is a reconciliation of the change in net assets per the financial statements to the Form 5500 for the year ended December 31, 2018.

Net increase in plan assets per the financial statements	$ 5,715,348
Excess contributions payable accrued in current year	50,457
Refund of excess contributions accrued in prior year	(41,169)
Net increase in plan assets per the Form 5500	$ 5,724,636

10. Excess Contribution Payable

At December 31, 2018 and 2017 , liabilities of $50,457 and $41,169, respectively, were recorded for the amount refundable by the Plan to participants for contributions made in excess of amounts allowed by the IRS.

11. Subsequent Events – Plan Amendment

Effective January 1, 2019, the Plan was amended to allow participants to make contributions upon completing one month of credited service.

12. Subsequent Events – Plan Merger

Effective January 1, 2019, the Company merged the ADP Totalsource Retirement Savings Plan – Coolsys Energy Design, LLC into the Plan. Pursuant to the plan merger, approximately $2.4 million in assets were transferred into the Plan during January 2019.

COOLSYS INC. 401(k) PLAN
EIN: 82-0852708 PLAN: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2018

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost		(e) Current Value
	Reliance Trust Stable Value Fund	Common/Collective Trust	**	$	5,637,044
	American New Perspect CL R6	Mutual Fund	**		252,678
	Eaton Vance-Atlanta SMID-R6	Mutual Fund	**		1,940,620
	Fidelity Intl Index Inst Prm	Mutual Fund	**		408,408
	Fidelity 500 Index FD-AI	Mutual Fund	**		2,450,009
	Janus Hndrsn Triton-N	Mutual Fund	**		331,098
	Massmutual Sel BL CH GR-I	Mutual Fund	**		5,381,598
	MFS Instl Intl equity FD	Mutual Fund	**		2,192,750
	MFS MID CAP Value Fund-R6	Mutual Fund	**		2,236,863
	Nuveen Small Cap Value FD-I	Mutual Fund	**		75,052
	Vanguard Equity Income - ADM	Mutual Fund	**		2,406,209
	Vanguard MID CAP Index-ADM	Mutual Fund	**		417,466
	Vanguard Small Cap Index FD-ADM	Mutual Fund	**		1,052,199
	AB Global Bond Z	Mutual Fund	**		78,973
	Vanguard Intm Trm BD Indx-Adm	Mutual Fund	**		50,366
	Western Asset Core BD Funds-S	Mutual Fund	**		3,146,229
	American Balanced Fund-R6	Mutual Fund	**		1,033,662
	American 2010 Target RET-R6	Mutual Fund	**		1,256,824
	American 2015 Target RET-R6	Mutual Fund	**		572,850
	American 2020 Target RET-R6	Mutual Fund	**		2,666,490
	American 2025 Target RET-R6	Mutual Fund	**		4,097,350
	American 2030 Target RET-R6	Mutual Fund	**		4,691,343
	American 2035 Target RET-R6	Mutual Fund	**		3,936,056
	American 2040 Target RET-R6	Mutual Fund	**		3,320,947
	American 2045 Target RET-R6	Mutual Fund	**		2,487,885
	American 2050 Target RET-R6	Mutual Fund	**		2,710,413
	American 2055 Target RET-R6	Mutual Fund	**		1,050,164
	American 2060 Target RET-R6	Mutual Fund	**		670,057
*	Participant Loans	Loans to participants with interest ranging from 4.25% to 7.75%	**		1,863,898
				$	58,415,501

* Represents a party-in-interest as defined by ERISA

** Not applicable for participant directed investments

See report of independent public accountants and accompanying notes to the financial statements.

PENSION ASSURANCE LLP
401(k) | 403(b) | DEFINED BENEFIT | ESOP | PENSION PLAN AUDITS

20335 Ventura Boulevard
Suite 305
Woodland Hills, CA 91364

818.743.9443
pensionassurance.com

October 10, 2019

Members of the Audit Committee of the CoolSys Inc. 401(k) Plan:

We completed our audit of the financial statements of the CoolSys Inc. 401(k) Plan (the Plan) for the year ended December 31, 2018 and expect to issue our report thereon dated October 10, 2019. The following comments summarize the results of our 2018 audit.

Our audit report defines responsibilities and indicates, among other matters, that our audit was conducted in accordance with auditing standards generally accepted in the United States of America and was designed to provide reasonable, rather than absolute, assurance that the financial statements are free of material misstatement.

At year-end, management reviewed its investment portfolio for declines in market value below cost which were considered to be other-than-temporary. There were no impairments losses noted during 2018. We concur with management's conclusion. No other material subjective accounting estimates are included in the financial statements.

Proposed audit adjustments are detailed in the attached document.

There were no disagreements with management about auditing, accounting, or disclosure matters.

Management has advised us there were no consultations by management with other accountants regarding accounting, auditing or reporting matters.

Everyone within the Company cooperated fully with us; the account schedules and analyses provided were appropriately prepared and timely.

There were no significant changes from our Audit Plan dated July 26, 2019, which was previously provided. We focused our audit effort on related party transactions, significant plan transactions, possible unrecorded accruals, and AU-C 240, *Consideration of Fraud in a Financial Statement Audit.*

We noted no material misstatements, fraud or possible illegal acts (all as defined under current auditing standards) which have a direct effect on the financial statements.

There were no relationships between any of our representatives and the Company that in our professional judgment may reasonably be thought to bear on independence.

This letter is intended solely for your information and use and that of the Company's board of directors and management and is not intended to be and should not be used by anyone other than these specified parties.

Pension Assurance LLP

Client: ***CoolSys Inc. 401(k) Plan***
Engagement: ***CoolSys Inc. 401(k) Plan***
Period Ending: ***12/31/2018***
Trial Balance: ***Trial Balance Data - DO NOT RENAME***
Workpaper: ***AJE - Adjusting Journal Entries Report***

Account	Description	W/P Ref	Debit	Credit
Adjusting Journal Entries				
Adjusting Journal Entries JE # 1		**'00**		
To agree beginning net assets per the current year trust statements to the prior year's predecessor audited financial statements				
5000	Beginning Balance (Plan Investments)		41,169.00	
8000	Non-Periodic Payments			41,169.00
Total			**41,169.00**	**41,169.00**
Adjusting Journal Entries JE # 2		**07-01**		
To record the loan activity for the 2018 plan year.				
3002	Notes Receivable from Participant		1,863,898.00	
6004	Participant Loan Principal		637,954.00	
6007	Loan Balances Paid Off By Distributions (Loan Report)		231,458.00	
8011	Loan Principal Adjustments (Forgiven Amts)		15.00	
5002	Beginning Balance (Notes Receivale)			1,470,552.00
6011	Loan Rollover Contributions			86,442.00
8001	Participant Loans			1,176,331.00
Total			**2,733,325.00**	**2,733,325.00**
Adjusting Journal Entries JE # 5		**09-03**		
To accrue for corrective refunds payable as of 12/31/2018.				
6001	Employee Pre-Tax Contributions		50,457.00	
4000	Excess Contributions Payable			50,457.00
Total			**50,457.00**	**50,457.00**
	Total Adjusting Journal Entries		**2,824,951.00**	**2,824,951.00**
	Total All Journal Entries		**2,824,951.00**	**2,824,951.00**

CoolSys
145 South State College Boulevard, Suite 200 Brea, CA 92821
P 714-510-9500
CoolSys.com

October 10, 2019

Pension Assurance LLP
20335 Ventura Blvd., Suite 305
Woodland Hills, CA 91364

This representation letter is provided in connection with your audit of the financial statements of the CoolSys Inc. 401(k) Plan (the Plan), which comprise the Statements of Net Assets Available for Plan Benefits as of December 31, 2018, the Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018, and the related notes to the financial statements, for the purpose of expressing an opinion on whether the financial statements present fairly, in all material respects, the net assets available for plan benefits and changes in net assets available for plan benefits of the Plan in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). We understand that, at our instruction, you did not perform any audit procedures with respect to information prepared and certified by Wells Fargo N.A., the Trustee of the Plan, in accordance with 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA), other than comparing such information with the financial statements and supplemental schedules. Because of the significance of the information you did not audit, we understand that you will not express an opinion on the financial statements and schedule as a whole. We understand the form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by Wells Fargo N.A., was audited by you in accordance with Generally Accepted Auditing Standards (GAAS), and was subjected to tests of our accounting records and other procedures as you considered necessary to enable you to express an opinion as to whether they are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

We confirm that, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves as of the date of this letter, the following representations made to you during your audit:

Financial Statements

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement, for the preparation and fair presentation of the financial statements (including disclosures) in accordance with U.S. GAAP.

2. We acknowledge our responsibility for 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.

3. We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.

4. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable and result in a measure of fair value appropriate for financial measurement and disclosure purposes.

5. We are responsible for the estimation methods and assumptions used in measuring assets and liabilities reported or disclosed at fair value. Our valuation methodologies have been consistently applied from period to period. The fair value measurements reported or disclosed represent our best estimate of fair value as of the measurement date in accordance with the requirements of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*. In addition, our disclosures related to the fair value measurements are consistent with the objectives outlined in FASB ASC 820.

6. Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.

7. Transactions with *parties in interest*, as defined in Section 3(14) of the Employee Retirement Income Security Act of 1974 (ERISA) and regulations thereunder, including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from, or payable to, related parties have been appropriately disclosed.

8. All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed.

9. There are no material transactions that have not been properly recorded in the accounting records underlying the financial statements.

10. The effects of all known actual or possible litigation and claims have been accounted for and disclosed in accordance with U.S. GAAP.

11. We have no plans or intentions that may materially affect the carrying value or classification of assets and liabilities. In this regard, there is no present intention to terminate the Plan.

12. Guarantees, whether written or oral, under which the plan is contingently liable have been properly recorded or disclosed in the financial statements.

13. We have properly reported and disclosed amendments to the plan instrument, if any.

14. We acknowledge our responsibility for the presentation of the supplementary information in accordance with the applicable criteria and we believe the supplementary information, including its form and content, is fairly presented in accordance with the applicable criteria. The methods of measurement or presentation have not changed from those used in the prior period.

15. The form and content of the information included in the financial statements and schedules is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

16. We acknowledge our responsibility to oversee the non-attest services identified within the terms of the audit engagement. We have assigned an individual who possesses the suitable skill, knowledge, and/or experience to oversee such non-attest services.

Information Provided

17. We have provided you with
    a. access to all information, of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;
    b. additional information that you have requested from us for the purpose of the audit;
    c. unrestricted access to persons within the plan from whom you determined it necessary to obtain audit evidence;
    d. all meeting minutes or summaries of actions of recent meetings for which minutes have not yet been prepared;
    e. amendments made to the plan instrument, trust agreement, or insurance contracts during the year, including amendments to comply with applicable laws.

18. All transactions have been recorded in the accounting records and are reflected in the financial statements.

19. Financial instruments with off-balance-sheet risk and financial instruments with concentrations of credit risk have been properly recorded or disclosed in the financial statements.

20. The plan or trust has satisfactory title to all owned assets that are recorded at fair value, and all liens, encumbrances, or security interest requiring disclosure in the financial statements have been properly disclosed.

21. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.

22. We have no knowledge of any fraud or suspected fraud that affects the plan and involves
    a. management,
    b. employees who have significant roles in internal control, or
    c. others when the fraud could have a material effect on the financial statements.

23. We have no knowledge of any allegations of fraud, or suspected fraud, affecting the plan's financial statements communicated by employees, former employees, participants, regulators, beneficiaries, service providers, third-party administrators, or others.

24. We have disclosed to you all known instances of noncompliance or suspected noncompliance with laws and regulations whose effects should be considered when preparing financial statements.

25. We are not aware of any pending or threatened litigation and claims whose effects should be considered when preparing the financial statements.

26. There are no other matters (for example, breach of fiduciary responsibilities, nonexempt transactions, loans or loans in default, or events that may jeopardize the tax status) that legal counsel has advised us must be disclosed.

27. We have disclosed to you the identity of the plan's related parties and parties in interest and all the related party and party in interest relationships and transactions of which we are aware.

28. We have apprised you of all communications, whether written or oral, with regulatory agencies concerning the operation of the plan.

29. The plan has complied with all aspects of debt and other contractual agreements that would have a material effect on the financial statements in the event of noncompliance.

30. All required filings with the appropriate agencies have been made.

31. We are responsible for compliance with all applicable ERISA and Internal Revenue Code (the Code) requirements. The plan (and the trust established under the plan) is qualified under the appropriate section of the Code and intends to continue as a qualified plan (and trust). The plan sponsor(s) has operated the plan and trust or insurance contract in a manner that did not jeopardize this tax status.

32. The plan has complied with the Department of Labor's regulations concerning the timely remittance of participants' contributions to trusts containing assets for the plan.

33. The plan has complied with the fidelity bonding requirements of ERISA.

34. There are no
    a. *nonexempt party-in-interest transactions* (as defined in ERISA Section 406-408 and regulations thereunder) that were not disclosed in the supplemental schedules or financial statements.
    b. investments in default or considered to be uncollectible that were not disclosed in the supplemental schedules.
    c. *reportable transactions* (as defined in ERISA Section 103[b][3][H] and regulations under that section) that were not disclosed in the supplemental schedules.

Plan Administrator

CFO

COOLSYS INC. 401(k) PLAN

Financial Statements with Auditors' Report
As of December 31, 2018 and 2017

Index

Report of Independent Public Accountants	1
Financial Statements:	
Statements of Net Assets Available for Plan Benefits as of December 31, 2018 and 2017	3
Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018	4
Notes to Financial Statements	5
Supplemental Information:	
Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018	12

Note: Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PENSION ASSURANCE LLP
401(k) | 403(b) | DEFINED BENEFIT | ESOP | PENSION PLAN AUDITS

20335 Ventura Boulevard
Suite 305
Woodland Hills, CA 91364

818.743.9443
pensionassurance.com

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the plan administrator of the
CoolSys Inc. 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the CoolSys Inc. 401(k) Plan (the Plan), which comprise the Statement of Net Assets Available for Plan Benefits as of December 31, 2018, the related Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2018 and 2017, and for the year ended December 31, 2018, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedule

The supplemental schedule, Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Other Matter – 2017 Financial Statements

The financial statements of the plan as of December 31, 2017, were audited by a predecessor auditor. 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 the predecessor auditor not to perform and they did not perform any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 12, 2018, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on Form and Content in Compliance with the Department of Labor's Rules and Regulations

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



Pension Assurance LLP

Los Angeles, California
October 10, 2019

COOLSYS INC. 401(k) PLAN
Statements of Net Assets Available for Plan Benefits
As of December 31, 2018 and 2017

	2018	2017
Assets:		
Investments, at fair value:		
Mutual funds	$ 50,914,559	$ 46,351,328
Common/Collective trust	5,637,044	4,228,550
	56,551,603	50,579,878
Receivables:		
Notes receivable from participants	1,863,898	1,470,552
Total assets	58,415,501	52,050,430
Liabilities:		
Excess contributions payable	50,457	41,169
Net assets available for plan benefits	$ 58,365,044	$ 52,009,261

See accompanying notes to the financial statements.

COOLSYS INC. 401(k) PLAN
Statement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2018

Additions to net assets attributable to:		
Contributions:		
Participant	$	7,193,687
Company		2,567,311
Rollover		5,214,908
		14,975,906
Interest income on notes receivable from participants		82,056
Investment income:		
Interest and dividends		801,205
Total additions		15,859,167
Deductions from net assets attributable to:		
Net realized and unrealized depreciation in fair value of investments		3,189,922
Benefits paid to participants		6,779,565
Administrative fees		174,332
Total deductions		10,143,819
Net increase in plan assets		5,715,348
Transfer of assets from another plan (Note 1b)		640,435
Net assets available for plan benefits:		
Beginning of year		52,009,261
End of year	$	58,365,044

See accompanying notes to the financial statements.

1. Plan Description

The following description of the CoolSys Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

a. General

The Plan, originally effective July 1, 1991, and restated November 1, 2017, is a defined contribution plan covering all employees of CoolSys Inc. and related participating employers (the Company) who have completed two months of service, excluding nonresident aliens and employees covered under a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. Transfer of Assets from Another Plan

Effective August 22, 2018, the Company adopted a direction to transfer plan assets from the Refrigeration Solutions Inc. 401(k) Profit Sharing Plan into the CoolSys Inc. 401(k) Plan. Pursuant to the adoption, assets of $640,435 were transferred into the Plan on August 23, 2018.

c. Contributions

Participants may elect to defer up to 75 percent of annual compensation in pre-tax or Roth contributions, as defined in the plan document and allowed by law. Participants may also contribute amounts representing distributions from other qualified plans. The Plan provides for automatic election of participant contributions at a rate of 3 percent of compensation. Participants may affirmatively elect a different contribution percentage or elect not to defer into the Plan. Unless affirmatively elected otherwise, the contribution percentage for participants that have been automatically enrolled in the Plan is increased annually by 1 percent, not to exceed 8 percent of compensation. Company contributions are discretionary. During 2018, the Company contributed $2,567,311 to the Plan

d. Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's contribution, if applicable, and the Plan's earnings and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

e. Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. Participants become 20 percent vested for each year of credited service until they are 100 percent vested after five years.

f. Distribution of Benefits

Upon termination of employment due to termination of service, death, disability, or retirement, participants may elect to receive the value of their vested account balance in a lump-sum distribution and installments. Participants may also take a financial hardship withdrawal under certain circumstances.

g. Forfeited Accounts

Forfeitures are reallocated to participants' accounts and may be used to pay plan expenses or reduce company contributions. Forfeitures of $68,150 and $67,025 were included in net assets available for plan benefits as of December 31, 2018 and 2017, respectively. For the year ended 2018, forfeited amounts of $5,769 were used to pay plan expenses.

h. Notes Receivable from Participants

Participants may borrow the lesser of $50,000 (reduced by the participant's highest outstanding loan balance during the 12-month period ending on the date of the loan) or 50 percent of their vested account balance with a minimum loan amount of $1,000. In addition, participants may have two loans outstanding at any time. Loan terms range up to five years, but may be extended if the proceeds are to be used for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25 to 7.75 percent. Principal and interest are paid ratably through payroll deductions.

2. Summary of Significant Accounting Policies

a. Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

b. Use of Estimates

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

c. 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. See Note 4 for discussion of fair value measurements.

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

d. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

e. Payment of Benefits

Benefits are recorded when paid.

f. Administrative Expenses

Certain administrative expenses incidental to the administration of the Plan, including fees of the administrative agent and independent public accountants, may be paid by the Plan. The Company, at its discretion, decided to pay for certain of these administrative expenses on behalf of the Plan. Most investment options have management fees, which reduce the overall return on assets. The net realized and unrealized depreciation in fair value of investments is reflected with these fees.

g. Subsequent Events

The Plan has evaluated the subsequent events through October 10, 2019, the date the financial statements were available to be issued.

h. Reclassifications

Certain reclassifications have been made to the 2017 financial statement to conform to the 2018 financial statement presentation

3. 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 investments, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits.

4. Fair Value Measurement

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under 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 methodology include • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the United States Securities and Exchange Commission. 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.

4. Fair Value Measurement (Continued)

Common/Collective trust: Valued at the NAV of units held by the Plan at year-end, which is considered by plan management to be the best approximation of fair value. The unit values of common/collective trust funds with underlying equity investments are calculated based on the observable value of the underlying investments. Funds held in common/collective trusts may generally be redeemed daily without restriction.

The following tables set 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

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 50,914,559	$ -	$ -	$ 50,914,559
Total assets in the fair value hierarchy	50,914,559	-	-	50,914,559
Investments measured at net asset value (1)	-	-	-	5,637,044
Investments, at fair value	$ 50,914,559	$ -	$ -	$ 56,551,603

Assets at Fair Value as of December 31, 2017

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 46,351,328	$ -	$ -	$ 46,351,328
Total assets in the fair value hierarchy	46,351,328	-	-	46,351,328
Investments measured at net asset value (1)	-	-	-	4,228,550
Investments, at fair value	$ 46,351,328	$ -	$ -	$ 50,579,878

(1) In accordance with FASB ASC 820, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statements of Net Assets Available for Plan Benefits."

5. Tax Exempt Status

The Plan has adopted a volume submitter plan documents subject to a favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014. The plan administrator believes the Plan has been operated in accordance with the applicable provisions of the Internal Revenue Code (IRC). The Company routinely self-reviews the administration of the Plan and self-corrects any compliance issues in accordance with the Employee Plan Compliance Resolution System. Accordingly, the plan administrator believes that the Plan and related trust are designed in accordance with applicable sections of the IRC and, accordingly, are exempt from income taxes

5. Tax Exempt Status (Continued)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for plan years ending on December 31, 2014, or prior.

6. Summary of Unaudited Information

The Trustee of the Plan certified certain information, which was not audited in accordance with the Plan administrator's instructions and as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information certified by the Trustee consists of the following:

- Fair value of investments and the carrying amount of notes receivable from participants as reflected in the Statements of Net Assets Available for Plan Benefits as of December 31, 2018 and 2017.
- Interest and dividends, net realized and unrealized depreciation in fair value of investments, and interest income on notes receivable from participants as reflected in the Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018.
- Investment information as reflected in Note 4 to these financial statements.
- Investment information reflected in the Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018.

The Plan's independent public accountants did not perform auditing procedures with respect to the above information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Party-in-Interest Transactions

Wells Fargo Bank N.A. is the Trustee of the Plan and holds and manages investments. Transactions with Wells Fargo Bank N.A. are party-in-interest transactions, as defined by ERISA.

8. Plan Termination

The Company has the right under the plan document to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

9. Reconciliation to Form 5500

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

	2018	2017
Net assets available for plan benefits per the financial statements	$ 58,365,044	$ 52,009,261
Excess contributions payable	50,457	41,169
Net assets available for plan benefits per the Form 5500	$ 58,415,501	$ 52,050,430

The following is a reconciliation of the change in net assets per the financial statements to the Form 5500 for the year ended December 31, 2018.

Net increase in plan assets per the financial statements	$ 5,715,348
Excess contributions payable accrued in current year	50,457
Refund of excess contributions accrued in prior year	(41,169)
Net increase in plan assets per the Form 5500	$ 5,724,636

10. Excess Contribution Payable

At December 31, 2018 and 2017 , liabilities of $50,457 and $41,169, respectively, were recorded for the amount refundable by the Plan to participants for contributions made in excess of amounts allowed by the IRS.

11. Subsequent Events – Plan Amendment

Effective January 1, 2019, the Plan was amended to allow participants to make contributions upon completing one month of credited service.

12. Subsequent Events – Plan Merger

Effective January 1, 2019, the Company merged the ADP Totalsource Retirement Savings Plan – Coolsys Energy Design, LLC into the Plan. Pursuant to the plan merger, approximately $2.4 million in assets were transferred into the Plan during January 2019.

COOLSYS INC. 401(k) PLAN
EIN: 82-0852708 PLAN: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2018

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost		(e) Current Value
	Reliance Trust Stable Value Fund	Common/Collective Trust	**	$	5,637,044
	American New Perspect CL R6	Mutual Fund	**		252,678
	Eaton Vance-Atlanta SMID-R6	Mutual Fund	**		1,940,620
	Fidelity Intl Index Inst Prm	Mutual Fund	**		408,408
	Fidelity 500 Index FD-AI	Mutual Fund	**		2,450,009
	Janus Hndrsn Triton-N	Mutual Fund	**		331,098
	Massmutual Sel BL CH GR-I	Mutual Fund	**		5,381,598
	MFS Instl Intl equity FD	Mutual Fund	**		2,192,750
	MFS MID CAP Value Fund-R6	Mutual Fund	**		2,236,863
	Nuveen Small Cap Value FD-I	Mutual Fund	**		75,052
	Vanguard Equity Income - ADM	Mutual Fund	**		2,406,209
	Vanguard MID CAP Index-ADM	Mutual Fund	**		417,466
	Vanguard Small Cap Index FD-ADM	Mutual Fund	**		1,052,199
	AB Global Bond Z	Mutual Fund	**		78,973
	Vanguard Intm Trm BD Indx-Adm	Mutual Fund	**		50,366
	Western Asset Core BD Funds-S	Mutual Fund	**		3,146,229
	American Balanced Fund-R6	Mutual Fund	**		1,033,662
	American 2010 Target RET-R6	Mutual Fund	**		1,256,824
	American 2015 Target RET-R6	Mutual Fund	**		572,850
	American 2020 Target RET-R6	Mutual Fund	**		2,666,490
	American 2025 Target RET-R6	Mutual Fund	**		4,097,350
	American 2030 Target RET-R6	Mutual Fund	**		4,691,343
	American 2035 Target RET-R6	Mutual Fund	**		3,936,056
	American 2040 Target RET-R6	Mutual Fund	**		3,320,947
	American 2045 Target RET-R6	Mutual Fund	**		2,487,885
	American 2050 Target RET-R6	Mutual Fund	**		2,710,413
	American 2055 Target RET-R6	Mutual Fund	**		1,050,164
	American 2060 Target RET-R6	Mutual Fund	**		670,057
*	Participant Loans	Loans to participants with interest ranging from 4.25% to 7.75%	**		1,863,898
				$	58,415,501

* Represents a party-in-interest as defined by ERISA

** Not applicable for participant directed investments

See report of independent public accountants and accompanying notes to the financial statements.

PENSION ASSURANCE LLP
401(k) | 403(b) | DEFINED BENEFIT | ESOP | PENSION PLAN AUDITS

20335 Ventura Boulevard
Suite 305
Woodland Hills, CA 91364

818.743.9443
pensionassurance.com

October 10, 2019

Members of the Audit Committee of the CoolSys Inc. 401(k) Plan:

We completed our audit of the financial statements of the CoolSys Inc. 401(k) Plan (the Plan) for the year ended December 31, 2018 and expect to issue our report thereon dated October 10, 2019. The following comments summarize the results of our 2018 audit.

Our audit report defines responsibilities and indicates, among other matters, that our audit was conducted in accordance with auditing standards generally accepted in the United States of America and was designed to provide reasonable, rather than absolute, assurance that the financial statements are free of material misstatement.

At year-end, management reviewed its investment portfolio for declines in market value below cost which were considered to be other-than-temporary. There were no impairments losses noted during 2018. We concur with management's conclusion. No other material subjective accounting estimates are included in the financial statements.

Proposed audit adjustments are detailed in the attached document.

There were no disagreements with management about auditing, accounting, or disclosure matters.

Management has advised us there were no consultations by management with other accountants regarding accounting, auditing or reporting matters.

Everyone within the Company cooperated fully with us; the account schedules and analyses provided were appropriately prepared and timely.

There were no significant changes from our Audit Plan dated July 26, 2019, which was previously provided. We focused our audit effort on related party transactions, significant plan transactions, possible unrecorded accruals, and AU-C 240, *Consideration of Fraud in a Financial Statement Audit.*

We noted no material misstatements, fraud or possible illegal acts (all as defined under current auditing standards) which have a direct effect on the financial statements.

There were no relationships between any of our representatives and the Company that in our professional judgment may reasonably be thought to bear on independence.

This letter is intended solely for your information and use and that of the Company's board of directors and management and is not intended to be and should not be used by anyone other than these specified parties.

Pension Assurance LLP

Client: ***CoolSys Inc. 401(k) Plan***
Engagement: ***CoolSys Inc. 401(k) Plan***
Period Ending: ***12/31/2018***
Trial Balance: ***Trial Balance Data - DO NOT RENAME***
Workpaper: ***AJE - Adjusting Journal Entries Report***

Account	Description	W/P Ref	Debit	Credit
Adjusting Journal Entries				
Adjusting Journal Entries JE # 1		**'00**		
To agree beginning net assets per the current year trust statements to the prior year's predecessor audited financial statements				
5000	Beginning Balance (Plan Investments)		41,169.00	
8000	Non-Periodic Payments			41,169.00
Total			**41,169.00**	**41,169.00**
Adjusting Journal Entries JE # 2		**07-01**		
To record the loan activity for the 2018 plan year.				
3002	Notes Receivable from Participant		1,863,898.00	
6004	Participant Loan Principal		637,954.00	
6007	Loan Balances Paid Off By Distributions (Loan Report)		231,458.00	
8011	Loan Principal Adjustments (Forgiven Amts)		15.00	
5002	Beginning Balance (Notes Receivale)			1,470,552.00
6011	Loan Rollover Contributions			86,442.00
8001	Participant Loans			1,176,331.00
Total			**2,733,325.00**	**2,733,325.00**
Adjusting Journal Entries JE # 5		**09-03**		
To accrue for corrective refunds payable as of 12/31/2018.				
6001	Employee Pre-Tax Contributions		50,457.00	
4000	Excess Contributions Payable			50,457.00
Total			**50,457.00**	**50,457.00**
	Total Adjusting Journal Entries		**2,824,951.00**	**2,824,951.00**
	Total All Journal Entries		**2,824,951.00**	**2,824,951.00**

CoolSys
145 South State College Boulevard, Suite 200 Brea, CA 92821
P 714-510-9500
CoolSys.com

October 10, 2019

Pension Assurance LLP
20335 Ventura Blvd., Suite 305
Woodland Hills, CA 91364

This representation letter is provided in connection with your audit of the financial statements of the CoolSys Inc. 401(k) Plan (the Plan), which comprise the Statements of Net Assets Available for Plan Benefits as of December 31, 2018, the Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018, and the related notes to the financial statements, for the purpose of expressing an opinion on whether the financial statements present fairly, in all material respects, the net assets available for plan benefits and changes in net assets available for plan benefits of the Plan in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). We understand that, at our instruction, you did not perform any audit procedures with respect to information prepared and certified by Wells Fargo N.A., the Trustee of the Plan, in accordance with 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA), other than comparing such information with the financial statements and supplemental schedules. Because of the significance of the information you did not audit, we understand that you will not express an opinion on the financial statements and schedule as a whole. We understand the form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by Wells Fargo N.A., was audited by you in accordance with Generally Accepted Auditing Standards (GAAS), and was subjected to tests of our accounting records and other procedures as you considered necessary to enable you to express an opinion as to whether they are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

We confirm that, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves as of the date of this letter, the following representations made to you during your audit:

Financial Statements

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement, for the preparation and fair presentation of the financial statements (including disclosures) in accordance with U.S. GAAP.

2. We acknowledge our responsibility for 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.

3. We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.

4. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable and result in a measure of fair value appropriate for financial measurement and disclosure purposes.

5. We are responsible for the estimation methods and assumptions used in measuring assets and liabilities reported or disclosed at fair value. Our valuation methodologies have been consistently applied from period to period. The fair value measurements reported or disclosed represent our best estimate of fair value as of the measurement date in accordance with the requirements of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*. In addition, our disclosures related to the fair value measurements are consistent with the objectives outlined in FASB ASC 820.

6. Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.

7. Transactions with *parties in interest*, as defined in Section 3(14) of the Employee Retirement Income Security Act of 1974 (ERISA) and regulations thereunder, including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from, or payable to, related parties have been appropriately disclosed.

8. All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed.

9. There are no material transactions that have not been properly recorded in the accounting records underlying the financial statements.

10. The effects of all known actual or possible litigation and claims have been accounted for and disclosed in accordance with U.S. GAAP.

11. We have no plans or intentions that may materially affect the carrying value or classification of assets and liabilities. In this regard, there is no present intention to terminate the Plan.

12. Guarantees, whether written or oral, under which the plan is contingently liable have been properly recorded or disclosed in the financial statements.

13. We have properly reported and disclosed amendments to the plan instrument, if any.

14. We acknowledge our responsibility for the presentation of the supplementary information in accordance with the applicable criteria and we believe the supplementary information, including its form and content, is fairly presented in accordance with the applicable criteria. The methods of measurement or presentation have not changed from those used in the prior period.

15. The form and content of the information included in the financial statements and schedules is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

16. We acknowledge our responsibility to oversee the non-attest services identified within the terms of the audit engagement. We have assigned an individual who possesses the suitable skill, knowledge, and/or experience to oversee such non-attest services.

Information Provided

17. We have provided you with
    a. access to all information, of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;
    b. additional information that you have requested from us for the purpose of the audit;
    c. unrestricted access to persons within the plan from whom you determined it necessary to obtain audit evidence;
    d. all meeting minutes or summaries of actions of recent meetings for which minutes have not yet been prepared;
    e. amendments made to the plan instrument, trust agreement, or insurance contracts during the year, including amendments to comply with applicable laws.

18. All transactions have been recorded in the accounting records and are reflected in the financial statements.

19. Financial instruments with off-balance-sheet risk and financial instruments with concentrations of credit risk have been properly recorded or disclosed in the financial statements.

20. The plan or trust has satisfactory title to all owned assets that are recorded at fair value, and all liens, encumbrances, or security interest requiring disclosure in the financial statements have been properly disclosed.

21. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.

22. We have no knowledge of any fraud or suspected fraud that affects the plan and involves
    a. management,
    b. employees who have significant roles in internal control, or
    c. others when the fraud could have a material effect on the financial statements.

23. We have no knowledge of any allegations of fraud, or suspected fraud, affecting the plan's financial statements communicated by employees, former employees, participants, regulators, beneficiaries, service providers, third-party administrators, or others.

24. We have disclosed to you all known instances of noncompliance or suspected noncompliance with laws and regulations whose effects should be considered when preparing financial statements.

25. We are not aware of any pending or threatened litigation and claims whose effects should be considered when preparing the financial statements.

26. There are no other matters (for example, breach of fiduciary responsibilities, nonexempt transactions, loans or loans in default, or events that may jeopardize the tax status) that legal counsel has advised us must be disclosed.

27. We have disclosed to you the identity of the plan's related parties and parties in interest and all the related party and party in interest relationships and transactions of which we are aware.

28. We have apprised you of all communications, whether written or oral, with regulatory agencies concerning the operation of the plan.

29. The plan has complied with all aspects of debt and other contractual agreements that would have a material effect on the financial statements in the event of noncompliance.

30. All required filings with the appropriate agencies have been made.

31. We are responsible for compliance with all applicable ERISA and Internal Revenue Code (the Code) requirements. The plan (and the trust established under the plan) is qualified under the appropriate section of the Code and intends to continue as a qualified plan (and trust). The plan sponsor(s) has operated the plan and trust or insurance contract in a manner that did not jeopardize this tax status.

32. The plan has complied with the Department of Labor's regulations concerning the timely remittance of participants' contributions to trusts containing assets for the plan.

33. The plan has complied with the fidelity bonding requirements of ERISA.

34. There are no
    a. *nonexempt party-in-interest transactions* (as defined in ERISA Section 406-408 and regulations thereunder) that were not disclosed in the supplemental schedules or financial statements.
    b. investments in default or considered to be uncollectible that were not disclosed in the supplemental schedules.
    c. *reportable transactions* (as defined in ERISA Section 103[b][3][H] and regulations under that section) that were not disclosed in the supplemental schedules.

Plan Administrator

CFO

COOLSYS INC. 401(k) PLAN

Financial Statements with Auditors' Report
As of December 31, 2018 and 2017

Index

Report of Independent Public Accountants	1
Financial Statements:	
Statements of Net Assets Available for Plan Benefits as of December 31, 2018 and 2017	3
Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018	4
Notes to Financial Statements	5
Supplemental Information:	
Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018	12

Note: Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PENSION ASSURANCE LLP
401(k) | 403(b) | DEFINED BENEFIT | ESOP | PENSION PLAN AUDITS

20335 Ventura Boulevard
Suite 305
Woodland Hills, CA 91364

818.743.9443
pensionassurance.com

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the plan administrator of the
CoolSys Inc. 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the CoolSys Inc. 401(k) Plan (the Plan), which comprise the Statement of Net Assets Available for Plan Benefits as of December 31, 2018, the related Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2018 and 2017, and for the year ended December 31, 2018, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedule

The supplemental schedule, Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Other Matter – 2017 Financial Statements

The financial statements of the plan as of December 31, 2017, were audited by a predecessor auditor. 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 the predecessor auditor not to perform and they did not perform any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 12, 2018, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on Form and Content in Compliance with the Department of Labor's Rules and Regulations

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



Pension Assurance LLP

Los Angeles, California
October 10, 2019

COOLSYS INC. 401(k) PLAN
Statements of Net Assets Available for Plan Benefits
As of December 31, 2018 and 2017

	2018	2017
Assets:		
Investments, at fair value:		
Mutual funds	$ 50,914,559	$ 46,351,328
Common/Collective trust	5,637,044	4,228,550
	56,551,603	50,579,878
Receivables:		
Notes receivable from participants	1,863,898	1,470,552
Total assets	58,415,501	52,050,430
Liabilities:		
Excess contributions payable	50,457	41,169
Net assets available for plan benefits	$ 58,365,044	$ 52,009,261

See accompanying notes to the financial statements.

COOLSYS INC. 401(k) PLAN
Statement of Changes in Net Assets Available for Plan Benefits
For the Year Ended December 31, 2018

Additions to net assets attributable to:		
Contributions:		
Participant	$	7,193,687
Company		2,567,311
Rollover		5,214,908
		14,975,906
Interest income on notes receivable from participants		82,056
Investment income:		
Interest and dividends		801,205
Total additions		15,859,167
Deductions from net assets attributable to:		
Net realized and unrealized depreciation in fair value of investments		3,189,922
Benefits paid to participants		6,779,565
Administrative fees		174,332
Total deductions		10,143,819
Net increase in plan assets		5,715,348
Transfer of assets from another plan (Note 1b)		640,435
Net assets available for plan benefits:		
Beginning of year		52,009,261
End of year	$	58,365,044

See accompanying notes to the financial statements.

1. Plan Description

The following description of the CoolSys Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

a. General

The Plan, originally effective July 1, 1991, and restated November 1, 2017, is a defined contribution plan covering all employees of CoolSys Inc. and related participating employers (the Company) who have completed two months of service, excluding nonresident aliens and employees covered under a collective bargaining agreement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. Transfer of Assets from Another Plan

Effective August 22, 2018, the Company adopted a direction to transfer plan assets from the Refrigeration Solutions Inc. 401(k) Profit Sharing Plan into the CoolSys Inc. 401(k) Plan. Pursuant to the adoption, assets of $640,435 were transferred into the Plan on August 23, 2018.

c. Contributions

Participants may elect to defer up to 75 percent of annual compensation in pre-tax or Roth contributions, as defined in the plan document and allowed by law. Participants may also contribute amounts representing distributions from other qualified plans. The Plan provides for automatic election of participant contributions at a rate of 3 percent of compensation. Participants may affirmatively elect a different contribution percentage or elect not to defer into the Plan. Unless affirmatively elected otherwise, the contribution percentage for participants that have been automatically enrolled in the Plan is increased annually by 1 percent, not to exceed 8 percent of compensation. Company contributions are discretionary. During 2018, the Company contributed $2,567,311 to the Plan

d. Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's contribution, if applicable, and the Plan's earnings and losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

e. Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. Participants become 20 percent vested for each year of credited service until they are 100 percent vested after five years.

f. Distribution of Benefits

Upon termination of employment due to termination of service, death, disability, or retirement, participants may elect to receive the value of their vested account balance in a lump-sum distribution and installments. Participants may also take a financial hardship withdrawal under certain circumstances.

g. Forfeited Accounts

Forfeitures are reallocated to participants' accounts and may be used to pay plan expenses or reduce company contributions. Forfeitures of $68,150 and $67,025 were included in net assets available for plan benefits as of December 31, 2018 and 2017, respectively. For the year ended 2018, forfeited amounts of $5,769 were used to pay plan expenses.

h. Notes Receivable from Participants

Participants may borrow the lesser of $50,000 (reduced by the participant's highest outstanding loan balance during the 12-month period ending on the date of the loan) or 50 percent of their vested account balance with a minimum loan amount of $1,000. In addition, participants may have two loans outstanding at any time. Loan terms range up to five years, but may be extended if the proceeds are to be used for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25 to 7.75 percent. Principal and interest are paid ratably through payroll deductions.

2. Summary of Significant Accounting Policies

a. Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

b. Use of Estimates

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

c. 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. See Note 4 for discussion of fair value measurements.

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

d. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

e. Payment of Benefits

Benefits are recorded when paid.

f. Administrative Expenses

Certain administrative expenses incidental to the administration of the Plan, including fees of the administrative agent and independent public accountants, may be paid by the Plan. The Company, at its discretion, decided to pay for certain of these administrative expenses on behalf of the Plan. Most investment options have management fees, which reduce the overall return on assets. The net realized and unrealized depreciation in fair value of investments is reflected with these fees.

g. Subsequent Events

The Plan has evaluated the subsequent events through October 10, 2019, the date the financial statements were available to be issued.

h. Reclassifications

Certain reclassifications have been made to the 2017 financial statement to conform to the 2018 financial statement presentation

3. 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 investments, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits.

4. Fair Value Measurement

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under 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 methodology include • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the United States Securities and Exchange Commission. 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.

4. Fair Value Measurement (Continued)

Common/Collective trust: Valued at the NAV of units held by the Plan at year-end, which is considered by plan management to be the best approximation of fair value. The unit values of common/collective trust funds with underlying equity investments are calculated based on the observable value of the underlying investments. Funds held in common/collective trusts may generally be redeemed daily without restriction.

The following tables set 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

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 50,914,559	$ -	$ -	$ 50,914,559
Total assets in the fair value hierarchy	50,914,559	-	-	50,914,559
Investments measured at net asset value (1)	-	-	-	5,637,044
Investments, at fair value	$ 50,914,559	$ -	$ -	$ 56,551,603

Assets at Fair Value as of December 31, 2017

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 46,351,328	$ -	$ -	$ 46,351,328
Total assets in the fair value hierarchy	46,351,328	-	-	46,351,328
Investments measured at net asset value (1)	-	-	-	4,228,550
Investments, at fair value	$ 46,351,328	$ -	$ -	$ 50,579,878

(1) In accordance with FASB ASC 820, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statements of Net Assets Available for Plan Benefits."

5. Tax Exempt Status

The Plan has adopted a volume submitter plan documents subject to a favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014. The plan administrator believes the Plan has been operated in accordance with the applicable provisions of the Internal Revenue Code (IRC). The Company routinely self-reviews the administration of the Plan and self-corrects any compliance issues in accordance with the Employee Plan Compliance Resolution System. Accordingly, the plan administrator believes that the Plan and related trust are designed in accordance with applicable sections of the IRC and, accordingly, are exempt from income taxes

5. Tax Exempt Status (Continued)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for plan years ending on December 31, 2014, or prior.

6. Summary of Unaudited Information

The Trustee of the Plan certified certain information, which was not audited in accordance with the Plan administrator's instructions and as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information certified by the Trustee consists of the following:

- Fair value of investments and the carrying amount of notes receivable from participants as reflected in the Statements of Net Assets Available for Plan Benefits as of December 31, 2018 and 2017.
- Interest and dividends, net realized and unrealized depreciation in fair value of investments, and interest income on notes receivable from participants as reflected in the Statement of Changes in Net Assets Available for Plan Benefits for the Year Ended December 31, 2018.
- Investment information as reflected in Note 4 to these financial statements.
- Investment information reflected in the Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018.

The Plan's independent public accountants did not perform auditing procedures with respect to the above information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Party-in-Interest Transactions

Wells Fargo Bank N.A. is the Trustee of the Plan and holds and manages investments. Transactions with Wells Fargo Bank N.A. are party-in-interest transactions, as defined by ERISA.

8. Plan Termination

The Company has the right under the plan document to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

9. Reconciliation to Form 5500

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

	2018	2017
Net assets available for plan benefits per the financial statements	$ 58,365,044	$ 52,009,261
Excess contributions payable	50,457	41,169
Net assets available for plan benefits per the Form 5500	$ 58,415,501	$ 52,050,430

The following is a reconciliation of the change in net assets per the financial statements to the Form 5500 for the year ended December 31, 2018.

Net increase in plan assets per the financial statements	$ 5,715,348
Excess contributions payable accrued in current year	50,457
Refund of excess contributions accrued in prior year	(41,169)
Net increase in plan assets per the Form 5500	$ 5,724,636

10. Excess Contribution Payable

At December 31, 2018 and 2017 , liabilities of $50,457 and $41,169, respectively, were recorded for the amount refundable by the Plan to participants for contributions made in excess of amounts allowed by the IRS.

11. Subsequent Events – Plan Amendment

Effective January 1, 2019, the Plan was amended to allow participants to make contributions upon completing one month of credited service.

12. Subsequent Events – Plan Merger

Effective January 1, 2019, the Company merged the ADP Totalsource Retirement Savings Plan – Coolsys Energy Design, LLC into the Plan. Pursuant to the plan merger, approximately $2.4 million in assets were transferred into the Plan during January 2019.

COOLSYS INC. 401(k) PLAN
EIN: 82-0852708 PLAN: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2018

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost		(e) Current Value
	Reliance Trust Stable Value Fund	Common/Collective Trust	**	$	5,637,044
	American New Perspect CL R6	Mutual Fund	**		252,678
	Eaton Vance-Atlanta SMID-R6	Mutual Fund	**		1,940,620
	Fidelity Intl Index Inst Prm	Mutual Fund	**		408,408
	Fidelity 500 Index FD-AI	Mutual Fund	**		2,450,009
	Janus Hndrsn Triton-N	Mutual Fund	**		331,098
	Massmutual Sel BL CH GR-I	Mutual Fund	**		5,381,598
	MFS Instl Intl equity FD	Mutual Fund	**		2,192,750
	MFS MID CAP Value Fund-R6	Mutual Fund	**		2,236,863
	Nuveen Small Cap Value FD-I	Mutual Fund	**		75,052
	Vanguard Equity Income - ADM	Mutual Fund	**		2,406,209
	Vanguard MID CAP Index-ADM	Mutual Fund	**		417,466
	Vanguard Small Cap Index FD-ADM	Mutual Fund	**		1,052,199
	AB Global Bond Z	Mutual Fund	**		78,973
	Vanguard Intm Trm BD Indx-Adm	Mutual Fund	**		50,366
	Western Asset Core BD Funds-S	Mutual Fund	**		3,146,229
	American Balanced Fund-R6	Mutual Fund	**		1,033,662
	American 2010 Target RET-R6	Mutual Fund	**		1,256,824
	American 2015 Target RET-R6	Mutual Fund	**		572,850
	American 2020 Target RET-R6	Mutual Fund	**		2,666,490
	American 2025 Target RET-R6	Mutual Fund	**		4,097,350
	American 2030 Target RET-R6	Mutual Fund	**		4,691,343
	American 2035 Target RET-R6	Mutual Fund	**		3,936,056
	American 2040 Target RET-R6	Mutual Fund	**		3,320,947
	American 2045 Target RET-R6	Mutual Fund	**		2,487,885
	American 2050 Target RET-R6	Mutual Fund	**		2,710,413
	American 2055 Target RET-R6	Mutual Fund	**		1,050,164
	American 2060 Target RET-R6	Mutual Fund	**		670,057
*	Participant Loans	Loans to participants with interest ranging from 4.25% to 7.75%	**		1,863,898
				$	58,415,501

* Represents a party-in-interest as defined by ERISA

** Not applicable for participant directed investments

See report of independent public accountants and accompanying notes to the financial statements.