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
PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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)
PET SUPERMARKET, INC.

1100 INTERNATIONAL PARKWAY
SUNRISE, FL 33323-2840

2b Employer Identification Number (EIN)
59-2664699

2c Plan Sponsor's telephone number
954-351-0834

2d Business code (see instructions)
453910

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	LYNN COHEN
	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**	3530
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)**	2618
a(2) Total number of active participants at the end of the plan year	**6a(2)**	2478
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	865
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	3344
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f Total. Add lines **6d** and **6e**.	**6f**	3345
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2798
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	785
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:

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

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

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

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

a Pension Schedules

- **(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
PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
59-2664699

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

GALLAGHER BENEFIT SERVICES, INC.

36-4291971

(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	INVESTMENT ADVISOR	40320	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	-18200	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AB GLOBAL BOND A - ALLIANCEBERNSTE 13-5108880	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2010 R2 - AMERICAN FU 95-2566717	1.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2015 R2 - AMERICAN FU 95-2566717	1.10%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2020 R2 - AMERICAN FU 95-2566717	1.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2025 R2 - AMERICAN FU 95-2566717	1.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2030 R2 - AMERICAN FU 95-2566717	1.10%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2035 R2 - AMERICAN FU 95-2566717	1.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2040 R2 - AMERICAN FU 95-2566717	1.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2045 R2 - AMERICAN FU 95-2566717	1.10%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2050 R2 - AMERICAN FU 95-2566717	1.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2055 R2 - AMERICAN FU 95-2566717	1.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF TRGT DATE 2060 R2 - AMERICAN FU 95-2566717	1.10%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS EM MKT EQ INS A - GOLDMAN SACHS 13-5108880	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS SM CP GR INS A - GOLDMAN SACHS 13-5108880	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD MIDCAP R4 - HARTFORD ADMI 41-0679409	0.50%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVIDND A - INVESCO INV 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WF SPL MID CAP VAL A - DST ASSET M PO BOX 219432 KANSAS CITY, MO 64121	0.55%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WF SPL SM CAP VAL A - DST ASSET MA PO BOX 219432 KANSAS CITY, MO 64121	0.55%

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
59-2664699

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: MIP CL 1

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT 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)
04-3022712-024	C	130006

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):

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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
PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
59-2664699

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	26717	39736
(2) Participant contributions	1b(2)	102793	138082
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	114758	177634
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	357472	449455
(9) Value of interest in common/collective trusts	1c(9)	42050	130006
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	18168174	17807206
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	18811964	18742119
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	18811964	18742119

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)	698743	
	(B) Participants	2a(1)(B)	2377277	
	(C) Others (including rollovers)	2a(1)(C)	530214	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3606234
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1731	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	18774	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		20505
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	687033	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		687033
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		349
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1859811
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2454310
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2474204	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2474204
f Corrective distributions (see instructions)	2f		14832
g Certain deemed distributions of participant loans (see instructions)	2g		11558
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	1441	
(4) Other	2i(4)	22120	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		23561
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2524155
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-69845
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MORISON COGEN LLP **(2)** EIN: 23-1406493

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		353190
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		1000000
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
PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
59-2664699

Part I Distributions

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

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

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

EIN(s): 04-6568107

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):

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

MorisonCogen LLP

Certified Public Accountants • Business Consultants

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Trustees and Participants
Pet Retail Brands 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Pet Retail Brands 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 described in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, and John Hancock Life Insurance Company, the former insurance company of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from Fidelity Management Trust Company as of December 31, 2018 and 2017 and for the period September 30, 2017 through December 31, 2018 and from John Hancock Life Insurance Company for the period January 1, 2017 through September 29, 2017, that the information provided to the plan administrator by the trustee and the former insurance company 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.

484 Norristown Road • Suite 100 • Blue Bell, PA 19422 • USA • p: 267.440.3000 • f: 267.440.3001 • www.morisoncogen.com

Other Matter

The supplemental 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.

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

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

Morrison Cogen LLP

October 11, 2019

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	2018	2017
ASSETS		
Investments at fair value (see note 4)	$ 18,116,241	$ 18,324,982
Receivables		
Participant contributions	138,082	102,793
Employer contributions	39,736	26,717
Notes receivable from participants	449,455	357,472
Total receivables	627,273	486,982
TOTAL NET ASSETS AVAILABLE FOR BENEFITS	$ 18,743,514	$ 18,811,964

The accompanying notes are an integral part of these financial statements.

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018	2017
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Net appreciation in fair value of investments	$ -	$ 1,565,180
Dividend and interest income	688,764	326,232
Interest on notes receivable from participants	18,774	1,171
Employer contributions	698,743	350,124
Participant contributions	2,377,277	1,511,527
Rollover contributions	530,214	56,401
TOTAL ADDITIONS	4,313,772	3,810,635
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Net depreciation in fair value of investments	1,858,067	-
Benefits paid to participants	2,500,594	3,301,074
Administrative expenses	23,561	39,841
TOTAL DEDUCTIONS	4,382,222	3,340,915
NET INCREASE (DECREASE) IN PLAN ASSETS	(68,450)	469,720
MERGER OF PET VALU EMPLOYEE 401(K) SAVINGS PLAN (SEE NOTE 11)	-	8,296,712
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	18,811,964	10,045,532
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 18,743,514	$ 18,811,964

The accompanying notes are an integral part of these financial statements.

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the Pet Retail Brands 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan was established on January 1, 1997. The Plan is a defined contribution plan with profit-sharing provisions subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective October 2, 2017 ("effective date") the Plan was amended and the Pet Valu Employee 401(k) Savings Plan merged with and into the Plan. For further information on the plan merger see note 11.

Pet Retail Brands consists of employees of Pet Supermarket, Inc. and Pet Valu, Inc. (collectively, the Company) as of the effective date. Prior to October 2, 2017 the Plan covered employees of Pet Supermarket, Inc. (the Plan Sponsor). After the plan merger, it also covered employees of Pet Valu, Inc.

Participation

The Plan is a defined contribution 401(k) savings and profit sharing plan covering all employees who have completed 500 hours of service during a six month time period or have completed one year of service with no hour requirement and are age twenty one or older. As of the effective date, the Plan covered all employees with the exception of certain employees covered by a collective bargaining agreement, leased employees, and nonresident aliens. Employees also became eligible to make an elective deferral and receive employer contributions after nine months of service.

Contributions

Participants may contribute up to 60% of their pretax annual compensation including up to 100% of any employer paid bonuses. Contributions are subject to Internal Revenue Code contribution limitations. Employees are automatically enrolled to defer 3% of compensation once the employee becomes eligible to contribute. The automatic deferral amount increased each Plan year by 1%, not to exceed 5% of compensation for eligible participants. As of the effective date there was no longer a yearly 1% increase. The Company matching contributions are made at the discretion of management. The Company has declared an employer matching contribution in an amount equal to 25% of the amount of salary deferral up to a maximum salary deferral equal to 5% of compensation for Pet Supermarket, Inc. employees, and an employer matching contribution in an amount equal to 50% of the amount of salary deferral up to a maximum salary deferral equal to 6% of compensation for Pet Valu, Inc. employees. In addition, the Company may make annual nonelective employer contributions to participants who are employed on the last day of the year and completed 1,000 hours of service. There were no discretionary profit sharing contributions made to the Plan in 2018 or 2017.

Rollover contribution are allowed under the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Vesting
Participants are immediately vested in their contributions and actual earnings thereon. Participants vest in the Company's contributions as follows:

Years of Service	Employer Matching	Nonelective
1	20%	0%
2	40%	20%
3	60%	40%
4	80%	60%
5	100%	80%

For participants who complete at least one hour of service on or after January 1, 2007, discretionary profit sharing contributions will be 100% vested after five years of service.

Notes Receivable from Participants
Loans were not permitted by the Plan until the effective date. As of the effective date, under defined conditions and approval by the Plan Administrator, participants may borrow between $1,000 and one-half of their vested account balance, up to a maximum of $50,000. Principal and interest are repaid ratably through payroll deductions over no more than five years unless the loan provides funding for the purchase of the participant's principal residence, which may be repaid over a ten-year period. The loans are collateralized by the balance in the participant's account and bear interest based on the prevailing rates charged under similar circumstances. The interest rate remains fixed throughout the duration of the loan.

Payment of Benefits
Upon termination of service due to death, disability, or retirement, a participant could elect to receive a lump sum amount equal to the value of the participant's vested interest in his or her account or an annual installment over a fixed number of years. For termination of employment for other reasons, if a participant's balance is less than $1,000 or the participant requests a distribution from the Plan, the participant receives the value of the vested interest in his or her account as a lump sum distribution. The Plan also allows for hardship withdrawals in certain circumstances. As of the effective date only lump sum distributions are permitted.

Forfeited Accounts
A participant who terminates employment and is less than 100% vested forfeits the nonvested portion of his/her account. A forfeiture will occur in the plan year that the participant receives a distribution of his/her vested account or five years after termination of his/her employment if he/she did not receive a distribution. Forfeitures are retained in the Plan and are used to reduce future employer contributions and pay administrative expenses. At December 31, 2018 and 2017, forfeited nonvested accounts totaled $99,871 and $24,412. Forfeitures of $59,087 were used in 2018 to reduce employer matching contributions and pay administrative expenses. Forfeitures of $14,363 were used in 2017 to reduce employer matching contributions.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING

Basis of Accounting
The Plan maintains its accounting records and prepares its financial statements on the accrual basis of accounting.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING (Continued)

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

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. 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 appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits
Benefits are recorded when paid.

Administrative Expenses
Substantially all expenses incurred in the administration of the Plan are paid for by the Plan Sponsor.

Subsequent Events
Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 855-10 establishes general standards of accounting and disclosure of events that occur after the statement of net assets available for benefits date but before the date the financial statements are available to be issued. Subsequent events have been evaluated through October 11, 2019, the date that the financial statements were available to be issued.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S INSURANCE COMPANY AND TRUSTEE – (UNAUDITED)

John Hancock Life Insurance Company served as the insurance company of the Plan from January 1, 2017 through September 29, 2017. Fidelity Management Trust Company served as the trustee of the Plan from September 30, 2017 through December 31, 2018. Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2018 and 2017, and net appreciation (depreciation) in fair value of investments, interest and dividends for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the insurance company and trustee of the plan.

NOTE 4 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under 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 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Money market funds: Comprised of funds which seek to maintain a stable price of $1.00 per share. The money market funds held by the Plan are deemed to be actively traded.

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 Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trusts: Valued at the net asset value (NAV) of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

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
Money market funds	$ 177,634	$ -	$ -	$ 177,634
Mutual funds	17,807,206	-	-	17,807,206
Total assets in the fair value heirarchy	17,984,840	-	-	17,984,840
Investments at net asset value[(a)]				131,401
Investments at fair value				$ 18,116,241

	Assets at Fair Value as of December 31, 2017			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 114,758	$ -	$ -	$ 114,758
Mutual funds	18,168,174	-	-	18,168,174
Total assets in the fair value heirarchy	18,282,932	-	-	18,282,932
Investments at net asset value[(a)]				42,050
Investments at fair value				$ 18,324,982

(a) Assets measured at NAV are excluded from the fair value hierarchy.

Fair Value of Investments in Entities that Use Net Asset Value

The following tables summarize investments measured at fair value based on net asset value (NAV) per share as of December 31, 2018 and 2017:

December 31, 2018	Fair Value	Unfunded Commitments	Frequency (if currently eligible)	Redemption Notice Period
Common/collective trust	$ 131,401	n/a	Daily	Daily

December 31, 2017	Fair Value	Unfunded Commitments	Frequency (if currently eligible)	Redemption Notice Period
Common/collective trust	$ 42,050	n/a	Daily	Daily

NOTE 5 – RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are comprised of shares of a money market, mutual funds, and a common/collective trust offered through Fidelity Investments Institutional Services Company and other affiliates of the trustee. John Hancock Life Insurance Company held the investments through September 29, 2017. Fidelity Management Trust Company is the trustee of the Plan and John Hancock Life Insurance was the life insurance company of the Plan; therefore, these transactions qualify as party-in-interest transactions.

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

NOTE 7 – TAX STATUS

The underlying volume submitter profit sharing plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014 stating that the form of the Plan is accepted under Section 401(a) of the Internal Revenue Code (the Code) for use by employers for the benefit of their employees. In accordance with Revenue Procedure 2011-49 and 2011-44 I.R.B. 608, the Plan Sponsor has adopted this Plan and may rely on the current qualifications of the IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes the Plan has been designed to comply with the requirements of the Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 – EXCESS CONTRIBUTIONS

Excess participant deferral contributions of $5,585 for the 2018 plan year will be distributed in 2019 to satisfy relevant nondiscrimination provisions of the Plan. Excess participant deferral contributions of $7,498 related to the 2017 Plan year were distributed in 2018 to satisfy relevant nondiscrimination provisions of the Plan. The 2017 distributions were recorded as benefit payments in the financial statements for the year ended December 31, 2018. The 2018 distributions will be recorded as benefit payments in the financial statements for the year ending December 31, 2019.

NOTE 9 – RISKS AND UNCERTAINTIES

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

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2018	2017
Net assets available for benefits per the financial statements	$ 18,743,514	$ 18,811,964
Change in value of common/collective trust	(1,395)	-
Net assets available for benefits per Form 5500	$ 18,742,119	$ 18,811,964

The following is a reconciliation of the changes in net assets available for benefits per the financial statements for the years ended December 31, 2018 and 2017 to the Form 5500:

	2018	2017
Net increase (decrease) in plan assets per the financial statements	$ (68,450)	$ 469,720
Change in value of common/collective trust	(1,395)	-
Net increase (decrease) in plan assets per Form 5500	$ (69,845)	$ 469,720

NOTE 11 – DELINQUENT EMPLOYEE DEFERRAL TRANSMITTALS

During 2018, the Company erroneously failed to timely remit certain employee deferrals to the Plan aggregating $353,190. The Company entered the Voluntary Fiduciary Correction Program in 2018 and self-corrected the Plan for any lost earnings due to the participants.

NOTE 12 – PLAN MERGER

Effective October 2, 2017 the Pet Valu Employee 401(k) Savings Plan merged with and into the Plan and all participant balances totaling $8,296,712 were transferred into the Plan.

There were no adverse impacts on Plan participants as a result of the merged plan.

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN # 001 EIN: 59-2664699
DECEMBER 31, 2018

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Description of Asset	(d) Cost	(e) Current Value
*	Fidelity Government Money Market Fund	Money market fund	**	$ 177,634
	Alliance Bernstein Global Bond A Fund	Mutual fund	**	83
	American Funds 2010 Target Date Retire R2 Funds	Mutual fund	**	279,325
	American Funds 2015 Target Date Retire R2 Funds	Mutual fund	**	118,183
	American Funds 2020 Target Date Retire R2 Funds	Mutual fund	**	1,155,830
	American Funds 2025 Target Date Retire R2 Funds	Mutual fund	**	2,259,849
	American Funds 2030 Target Date Retire R2 Funds	Mutual fund	**	1,744,333
	American Funds 2035 Target Date Retire R2 Funds	Mutual fund	**	2,873,870
	American Funds 2040 Target Date Retire R2 Funds	Mutual fund	**	1,728,789
	American Funds 2045 Target Date Retire R2 Funds	Mutual fund	**	1,731,221
	American Funds 2050 Target Date Retire R2 Funds	Mutual fund	**	1,794,957
	American Funds 2055 Target Date Retire R2 Funds	Mutual fund	**	1,458,602
	American Funds 2060 Target Date Retire R2 Funds	Mutual fund	**	820,091
*	Fidelity 500 Index Fund	Mutual fund	**	536,038
*	Fidelity Contrafund Fund	Mutual fund	**	556,164
*	Fidelity International Index Fund	Mutual fund	**	61,144
*	Fidelity Mid Cap Index Fund	Mutual fund	**	65,368
*	Fidelity Real Estate Index Fund	Mutual fund	**	2,624
*	Fidelity Small Cap Index Fund	Mutual fund	**	183,152
*	Fidelity Total Bond Fund	Mutual fund	**	23,433
*	Fidelity U.S. Bond Index Fund	Mutual fund	**	17,465
	Goldman Sachs Emerging Markets Equity Insights Fund	Mutual fund	**	69,521
	Goldman Sachs Small Cap Growth Insights Fund	Mutual fund	**	81,092
	Invesco Diversified Dividend A Fund	Mutual fund	**	61,688
	The Hartford MidCap Fund Class R4	Mutual fund	**	162,620
	Wells Fargo Special Mid Cap Value Fund	Mutual fund	**	8,213
	Wells Fargo Special Small Cap Value Admiral Fund	Mutual fund	**	13,551
				17,807,206
*	Fidelity Managed Income Portfolio Class 1	Common/collective trust	**	131,401
*	Participant loans	Interest rates ranging from 4.25% to 6.25%; cost of $-0-		449,455
	Total			$ 18,565,696

* Party-in-interest

** Cost information is not required for participant-directed investments and, therefore, is not included.

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN # 001 EIN: 59-2664699
FOR THE YEAR ENDED DECEMBER 31, 2018

Participant Contributions Transferred Late to the Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check Here If Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	$ -	$ -	$ -	$ 353,190

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

MorisonCogen LLP

Certified Public Accountants • Business Consultants

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Trustees and Participants
Pet Retail Brands 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Pet Retail Brands 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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Auditor's Responsibility

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Basis for Disclaimer of Opinion

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Other Matter

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

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

Morrison Cogen LLP

October 11, 2019

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DECEMBER 31, 2018 AND 2017

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STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018	2017
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MERGER OF PET VALU EMPLOYEE 401(K) SAVINGS PLAN (SEE NOTE 11)	-	8,296,712
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	18,811,964	10,045,532
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The accompanying notes are an integral part of these financial statements.

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the Pet Retail Brands 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan was established on January 1, 1997. The Plan is a defined contribution plan with profit-sharing provisions subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective October 2, 2017 ("effective date") the Plan was amended and the Pet Valu Employee 401(k) Savings Plan merged with and into the Plan. For further information on the plan merger see note 11.

Pet Retail Brands consists of employees of Pet Supermarket, Inc. and Pet Valu, Inc. (collectively, the Company) as of the effective date. Prior to October 2, 2017 the Plan covered employees of Pet Supermarket, Inc. (the Plan Sponsor). After the plan merger, it also covered employees of Pet Valu, Inc.

Participation

The Plan is a defined contribution 401(k) savings and profit sharing plan covering all employees who have completed 500 hours of service during a six month time period or have completed one year of service with no hour requirement and are age twenty one or older. As of the effective date, the Plan covered all employees with the exception of certain employees covered by a collective bargaining agreement, leased employees, and nonresident aliens. Employees also became eligible to make an elective deferral and receive employer contributions after nine months of service.

Contributions

Participants may contribute up to 60% of their pretax annual compensation including up to 100% of any employer paid bonuses. Contributions are subject to Internal Revenue Code contribution limitations. Employees are automatically enrolled to defer 3% of compensation once the employee becomes eligible to contribute. The automatic deferral amount increased each Plan year by 1%, not to exceed 5% of compensation for eligible participants. As of the effective date there was no longer a yearly 1% increase. The Company matching contributions are made at the discretion of management. The Company has declared an employer matching contribution in an amount equal to 25% of the amount of salary deferral up to a maximum salary deferral equal to 5% of compensation for Pet Supermarket, Inc. employees, and an employer matching contribution in an amount equal to 50% of the amount of salary deferral up to a maximum salary deferral equal to 6% of compensation for Pet Valu, Inc. employees. In addition, the Company may make annual nonelective employer contributions to participants who are employed on the last day of the year and completed 1,000 hours of service. There were no discretionary profit sharing contributions made to the Plan in 2018 or 2017.

Rollover contribution are allowed under the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Vesting
Participants are immediately vested in their contributions and actual earnings thereon. Participants vest in the Company's contributions as follows:

Years of Service	Employer Matching	Nonelective
1	20%	0%
2	40%	20%
3	60%	40%
4	80%	60%
5	100%	80%

For participants who complete at least one hour of service on or after January 1, 2007, discretionary profit sharing contributions will be 100% vested after five years of service.

Notes Receivable from Participants
Loans were not permitted by the Plan until the effective date. As of the effective date, under defined conditions and approval by the Plan Administrator, participants may borrow between $1,000 and one-half of their vested account balance, up to a maximum of $50,000. Principal and interest are repaid ratably through payroll deductions over no more than five years unless the loan provides funding for the purchase of the participant's principal residence, which may be repaid over a ten-year period. The loans are collateralized by the balance in the participant's account and bear interest based on the prevailing rates charged under similar circumstances. The interest rate remains fixed throughout the duration of the loan.

Payment of Benefits
Upon termination of service due to death, disability, or retirement, a participant could elect to receive a lump sum amount equal to the value of the participant's vested interest in his or her account or an annual installment over a fixed number of years. For termination of employment for other reasons, if a participant's balance is less than $1,000 or the participant requests a distribution from the Plan, the participant receives the value of the vested interest in his or her account as a lump sum distribution. The Plan also allows for hardship withdrawals in certain circumstances. As of the effective date only lump sum distributions are permitted.

Forfeited Accounts
A participant who terminates employment and is less than 100% vested forfeits the nonvested portion of his/her account. A forfeiture will occur in the plan year that the participant receives a distribution of his/her vested account or five years after termination of his/her employment if he/she did not receive a distribution. Forfeitures are retained in the Plan and are used to reduce future employer contributions and pay administrative expenses. At December 31, 2018 and 2017, forfeited nonvested accounts totaled $99,871 and $24,412. Forfeitures of $59,087 were used in 2018 to reduce employer matching contributions and pay administrative expenses. Forfeitures of $14,363 were used in 2017 to reduce employer matching contributions.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING

Basis of Accounting
The Plan maintains its accounting records and prepares its financial statements on the accrual basis of accounting.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING (Continued)

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

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. 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 appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits
Benefits are recorded when paid.

Administrative Expenses
Substantially all expenses incurred in the administration of the Plan are paid for by the Plan Sponsor.

Subsequent Events
Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 855-10 establishes general standards of accounting and disclosure of events that occur after the statement of net assets available for benefits date but before the date the financial statements are available to be issued. Subsequent events have been evaluated through October 11, 2019, the date that the financial statements were available to be issued.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S INSURANCE COMPANY AND TRUSTEE – (UNAUDITED)

John Hancock Life Insurance Company served as the insurance company of the Plan from January 1, 2017 through September 29, 2017. Fidelity Management Trust Company served as the trustee of the Plan from September 30, 2017 through December 31, 2018. Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2018 and 2017, and net appreciation (depreciation) in fair value of investments, interest and dividends for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the insurance company and trustee of the plan.

NOTE 4 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under 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 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Money market funds: Comprised of funds which seek to maintain a stable price of $1.00 per share. The money market funds held by the Plan are deemed to be actively traded.

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 Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trusts: Valued at the net asset value (NAV) of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

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
Money market funds	$ 177,634	$ -	$ -	$ 177,634
Mutual funds	17,807,206	-	-	17,807,206
Total assets in the fair value heirarchy	17,984,840	-	-	17,984,840
Investments at net asset value[(a)]				131,401
Investments at fair value				$ 18,116,241

	Assets at Fair Value as of December 31, 2017			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 114,758	$ -	$ -	$ 114,758
Mutual funds	18,168,174	-	-	18,168,174
Total assets in the fair value heirarchy	18,282,932	-	-	18,282,932
Investments at net asset value[(a)]				42,050
Investments at fair value				$ 18,324,982

(a) Assets measured at NAV are excluded from the fair value hierarchy.

Fair Value of Investments in Entities that Use Net Asset Value

The following tables summarize investments measured at fair value based on net asset value (NAV) per share as of December 31, 2018 and 2017:

December 31, 2018	Fair Value	Unfunded Commitments	Frequency (if currently eligible)	Redemption Notice Period
Common/collective trust	$ 131,401	n/a	Daily	Daily

December 31, 2017	Fair Value	Unfunded Commitments	Frequency (if currently eligible)	Redemption Notice Period
Common/collective trust	$ 42,050	n/a	Daily	Daily

NOTE 5 – RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are comprised of shares of a money market, mutual funds, and a common/collective trust offered through Fidelity Investments Institutional Services Company and other affiliates of the trustee. John Hancock Life Insurance Company held the investments through September 29, 2017. Fidelity Management Trust Company is the trustee of the Plan and John Hancock Life Insurance was the life insurance company of the Plan; therefore, these transactions qualify as party-in-interest transactions.

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

NOTE 7 – TAX STATUS

The underlying volume submitter profit sharing plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014 stating that the form of the Plan is accepted under Section 401(a) of the Internal Revenue Code (the Code) for use by employers for the benefit of their employees. In accordance with Revenue Procedure 2011-49 and 2011-44 I.R.B. 608, the Plan Sponsor has adopted this Plan and may rely on the current qualifications of the IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes the Plan has been designed to comply with the requirements of the Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 – EXCESS CONTRIBUTIONS

Excess participant deferral contributions of $5,585 for the 2018 plan year will be distributed in 2019 to satisfy relevant nondiscrimination provisions of the Plan. Excess participant deferral contributions of $7,498 related to the 2017 Plan year were distributed in 2018 to satisfy relevant nondiscrimination provisions of the Plan. The 2017 distributions were recorded as benefit payments in the financial statements for the year ended December 31, 2018. The 2018 distributions will be recorded as benefit payments in the financial statements for the year ending December 31, 2019.

NOTE 9 – RISKS AND UNCERTAINTIES

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

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2018	2017
Net assets available for benefits per the financial statements	$ 18,743,514	$ 18,811,964
Change in value of common/collective trust	(1,395)	-
Net assets available for benefits per Form 5500	$ 18,742,119	$ 18,811,964

The following is a reconciliation of the changes in net assets available for benefits per the financial statements for the years ended December 31, 2018 and 2017 to the Form 5500:

	2018	2017
Net increase (decrease) in plan assets per the financial statements	$ (68,450)	$ 469,720
Change in value of common/collective trust	(1,395)	-
Net increase (decrease) in plan assets per Form 5500	$ (69,845)	$ 469,720

NOTE 11 – DELINQUENT EMPLOYEE DEFERRAL TRANSMITTALS

During 2018, the Company erroneously failed to timely remit certain employee deferrals to the Plan aggregating $353,190. The Company entered the Voluntary Fiduciary Correction Program in 2018 and self-corrected the Plan for any lost earnings due to the participants.

NOTE 12 – PLAN MERGER

Effective October 2, 2017 the Pet Valu Employee 401(k) Savings Plan merged with and into the Plan and all participant balances totaling $8,296,712 were transferred into the Plan.

There were no adverse impacts on Plan participants as a result of the merged plan.

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN # 001 EIN: 59-2664699
DECEMBER 31, 2018

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Description of Asset	(d) Cost	(e) Current Value
*	Fidelity Government Money Market Fund	Money market fund	**	$ 177,634
	Alliance Bernstein Global Bond A Fund	Mutual fund	**	83
	American Funds 2010 Target Date Retire R2 Funds	Mutual fund	**	279,325
	American Funds 2015 Target Date Retire R2 Funds	Mutual fund	**	118,183
	American Funds 2020 Target Date Retire R2 Funds	Mutual fund	**	1,155,830
	American Funds 2025 Target Date Retire R2 Funds	Mutual fund	**	2,259,849
	American Funds 2030 Target Date Retire R2 Funds	Mutual fund	**	1,744,333
	American Funds 2035 Target Date Retire R2 Funds	Mutual fund	**	2,873,870
	American Funds 2040 Target Date Retire R2 Funds	Mutual fund	**	1,728,789
	American Funds 2045 Target Date Retire R2 Funds	Mutual fund	**	1,731,221
	American Funds 2050 Target Date Retire R2 Funds	Mutual fund	**	1,794,957
	American Funds 2055 Target Date Retire R2 Funds	Mutual fund	**	1,458,602
	American Funds 2060 Target Date Retire R2 Funds	Mutual fund	**	820,091
*	Fidelity 500 Index Fund	Mutual fund	**	536,038
*	Fidelity Contrafund Fund	Mutual fund	**	556,164
*	Fidelity International Index Fund	Mutual fund	**	61,144
*	Fidelity Mid Cap Index Fund	Mutual fund	**	65,368
*	Fidelity Real Estate Index Fund	Mutual fund	**	2,624
*	Fidelity Small Cap Index Fund	Mutual fund	**	183,152
*	Fidelity Total Bond Fund	Mutual fund	**	23,433
*	Fidelity U.S. Bond Index Fund	Mutual fund	**	17,465
	Goldman Sachs Emerging Markets Equity Insights Fund	Mutual fund	**	69,521
	Goldman Sachs Small Cap Growth Insights Fund	Mutual fund	**	81,092
	Invesco Diversified Dividend A Fund	Mutual fund	**	61,688
	The Hartford MidCap Fund Class R4	Mutual fund	**	162,620
	Wells Fargo Special Mid Cap Value Fund	Mutual fund	**	8,213
	Wells Fargo Special Small Cap Value Admiral Fund	Mutual fund	**	13,551
				17,807,206
*	Fidelity Managed Income Portfolio Class 1	Common/collective trust	**	131,401
*	Participant loans	Interest rates ranging from 4.25% to 6.25%; cost of $-0-		449,455
	Total			$ 18,565,696

* Party-in-interest

** Cost information is not required for participant-directed investments and, therefore, is not included.

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN # 001 EIN: 59-2664699
FOR THE YEAR ENDED DECEMBER 31, 2018

Participant Contributions Transferred Late to the Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check Here If Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	$ -	$ -	$ -	$ 353,190

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND 2017

MorisonCogen LLP

Certified Public Accountants • Business Consultants

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Trustees and Participants
Pet Retail Brands 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Pet Retail Brands 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 described in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, and John Hancock Life Insurance Company, the former insurance company of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from Fidelity Management Trust Company as of December 31, 2018 and 2017 and for the period September 30, 2017 through December 31, 2018 and from John Hancock Life Insurance Company for the period January 1, 2017 through September 29, 2017, that the information provided to the plan administrator by the trustee and the former insurance company 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.

484 Norristown Road • Suite 100 • Blue Bell, PA 19422 • USA • p: 267.440.3000 • f: 267.440.3001 • www.morisoncogen.com

Other Matter

The supplemental 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.

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

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

Morrison Cogen LLP

October 11, 2019

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	2018	2017
ASSETS		
Investments at fair value (see note 4)	$ 18,116,241	$ 18,324,982
Receivables		
Participant contributions	138,082	102,793
Employer contributions	39,736	26,717
Notes receivable from participants	449,455	357,472
Total receivables	627,273	486,982
TOTAL NET ASSETS AVAILABLE FOR BENEFITS	$ 18,743,514	$ 18,811,964

The accompanying notes are an integral part of these financial statements.

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018	2017
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Net appreciation in fair value of investments	$ -	$ 1,565,180
Dividend and interest income	688,764	326,232
Interest on notes receivable from participants	18,774	1,171
Employer contributions	698,743	350,124
Participant contributions	2,377,277	1,511,527
Rollover contributions	530,214	56,401
TOTAL ADDITIONS	4,313,772	3,810,635
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Net depreciation in fair value of investments	1,858,067	-
Benefits paid to participants	2,500,594	3,301,074
Administrative expenses	23,561	39,841
TOTAL DEDUCTIONS	4,382,222	3,340,915
NET INCREASE (DECREASE) IN PLAN ASSETS	(68,450)	469,720
MERGER OF PET VALU EMPLOYEE 401(K) SAVINGS PLAN (SEE NOTE 11)	-	8,296,712
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	18,811,964	10,045,532
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 18,743,514	$ 18,811,964

The accompanying notes are an integral part of these financial statements.

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the Pet Retail Brands 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

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The Plan was established on January 1, 1997. The Plan is a defined contribution plan with profit-sharing provisions subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective October 2, 2017 ("effective date") the Plan was amended and the Pet Valu Employee 401(k) Savings Plan merged with and into the Plan. For further information on the plan merger see note 11.

Pet Retail Brands consists of employees of Pet Supermarket, Inc. and Pet Valu, Inc. (collectively, the Company) as of the effective date. Prior to October 2, 2017 the Plan covered employees of Pet Supermarket, Inc. (the Plan Sponsor). After the plan merger, it also covered employees of Pet Valu, Inc.

Participation

The Plan is a defined contribution 401(k) savings and profit sharing plan covering all employees who have completed 500 hours of service during a six month time period or have completed one year of service with no hour requirement and are age twenty one or older. As of the effective date, the Plan covered all employees with the exception of certain employees covered by a collective bargaining agreement, leased employees, and nonresident aliens. Employees also became eligible to make an elective deferral and receive employer contributions after nine months of service.

Contributions

Participants may contribute up to 60% of their pretax annual compensation including up to 100% of any employer paid bonuses. Contributions are subject to Internal Revenue Code contribution limitations. Employees are automatically enrolled to defer 3% of compensation once the employee becomes eligible to contribute. The automatic deferral amount increased each Plan year by 1%, not to exceed 5% of compensation for eligible participants. As of the effective date there was no longer a yearly 1% increase. The Company matching contributions are made at the discretion of management. The Company has declared an employer matching contribution in an amount equal to 25% of the amount of salary deferral up to a maximum salary deferral equal to 5% of compensation for Pet Supermarket, Inc. employees, and an employer matching contribution in an amount equal to 50% of the amount of salary deferral up to a maximum salary deferral equal to 6% of compensation for Pet Valu, Inc. employees. In addition, the Company may make annual nonelective employer contributions to participants who are employed on the last day of the year and completed 1,000 hours of service. There were no discretionary profit sharing contributions made to the Plan in 2018 or 2017.

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Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contribution and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

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1	20%	0%
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Basis of Accounting
The Plan maintains its accounting records and prepares its financial statements on the accrual basis of accounting.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING (Continued)

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

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Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. 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 appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits
Benefits are recorded when paid.

Administrative Expenses
Substantially all expenses incurred in the administration of the Plan are paid for by the Plan Sponsor.

Subsequent Events
Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 855-10 establishes general standards of accounting and disclosure of events that occur after the statement of net assets available for benefits date but before the date the financial statements are available to be issued. Subsequent events have been evaluated through October 11, 2019, the date that the financial statements were available to be issued.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S INSURANCE COMPANY AND TRUSTEE – (UNAUDITED)

John Hancock Life Insurance Company served as the insurance company of the Plan from January 1, 2017 through September 29, 2017. Fidelity Management Trust Company served as the trustee of the Plan from September 30, 2017 through December 31, 2018. Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2018 and 2017, and net appreciation (depreciation) in fair value of investments, interest and dividends for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the insurance company and trustee of the plan.

NOTE 4 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under 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 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Money market funds: Comprised of funds which seek to maintain a stable price of $1.00 per share. The money market funds held by the Plan are deemed to be actively traded.

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 Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trusts: Valued at the net asset value (NAV) of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

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
Money market funds	$ 177,634	$ -	$ -	$ 177,634
Mutual funds	17,807,206	-	-	17,807,206
Total assets in the fair value heirarchy	17,984,840	-	-	17,984,840
Investments at net asset value[(a)]				131,401
Investments at fair value				$ 18,116,241

	Assets at Fair Value as of December 31, 2017			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 114,758	$ -	$ -	$ 114,758
Mutual funds	18,168,174	-	-	18,168,174
Total assets in the fair value heirarchy	18,282,932	-	-	18,282,932
Investments at net asset value[(a)]				42,050
Investments at fair value				$ 18,324,982

(a) Assets measured at NAV are excluded from the fair value hierarchy.

Fair Value of Investments in Entities that Use Net Asset Value

The following tables summarize investments measured at fair value based on net asset value (NAV) per share as of December 31, 2018 and 2017:

December 31, 2018	Fair Value	Unfunded Commitments	Frequency (if currently eligible)	Redemption Notice Period
Common/collective trust	$ 131,401	n/a	Daily	Daily

December 31, 2017	Fair Value	Unfunded Commitments	Frequency (if currently eligible)	Redemption Notice Period
Common/collective trust	$ 42,050	n/a	Daily	Daily

NOTE 5 – RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are comprised of shares of a money market, mutual funds, and a common/collective trust offered through Fidelity Investments Institutional Services Company and other affiliates of the trustee. John Hancock Life Insurance Company held the investments through September 29, 2017. Fidelity Management Trust Company is the trustee of the Plan and John Hancock Life Insurance was the life insurance company of the Plan; therefore, these transactions qualify as party-in-interest transactions.

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

NOTE 7 – TAX STATUS

The underlying volume submitter profit sharing plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014 stating that the form of the Plan is accepted under Section 401(a) of the Internal Revenue Code (the Code) for use by employers for the benefit of their employees. In accordance with Revenue Procedure 2011-49 and 2011-44 I.R.B. 608, the Plan Sponsor has adopted this Plan and may rely on the current qualifications of the IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes the Plan has been designed to comply with the requirements of the Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 – EXCESS CONTRIBUTIONS

Excess participant deferral contributions of $5,585 for the 2018 plan year will be distributed in 2019 to satisfy relevant nondiscrimination provisions of the Plan. Excess participant deferral contributions of $7,498 related to the 2017 Plan year were distributed in 2018 to satisfy relevant nondiscrimination provisions of the Plan. The 2017 distributions were recorded as benefit payments in the financial statements for the year ended December 31, 2018. The 2018 distributions will be recorded as benefit payments in the financial statements for the year ending December 31, 2019.

NOTE 9 – RISKS AND UNCERTAINTIES

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

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2018	2017
Net assets available for benefits per the financial statements	$ 18,743,514	$ 18,811,964
Change in value of common/collective trust	(1,395)	-
Net assets available for benefits per Form 5500	$ 18,742,119	$ 18,811,964

The following is a reconciliation of the changes in net assets available for benefits per the financial statements for the years ended December 31, 2018 and 2017 to the Form 5500:

	2018	2017
Net increase (decrease) in plan assets per the financial statements	$ (68,450)	$ 469,720
Change in value of common/collective trust	(1,395)	-
Net increase (decrease) in plan assets per Form 5500	$ (69,845)	$ 469,720

NOTE 11 – DELINQUENT EMPLOYEE DEFERRAL TRANSMITTALS

During 2018, the Company erroneously failed to timely remit certain employee deferrals to the Plan aggregating $353,190. The Company entered the Voluntary Fiduciary Correction Program in 2018 and self-corrected the Plan for any lost earnings due to the participants.

NOTE 12 – PLAN MERGER

Effective October 2, 2017 the Pet Valu Employee 401(k) Savings Plan merged with and into the Plan and all participant balances totaling $8,296,712 were transferred into the Plan.

There were no adverse impacts on Plan participants as a result of the merged plan.

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN # 001 EIN: 59-2664699
DECEMBER 31, 2018

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Description of Asset	(d) Cost	(e) Current Value
*	Fidelity Government Money Market Fund	Money market fund	**	$ 177,634
	Alliance Bernstein Global Bond A Fund	Mutual fund	**	83
	American Funds 2010 Target Date Retire R2 Funds	Mutual fund	**	279,325
	American Funds 2015 Target Date Retire R2 Funds	Mutual fund	**	118,183
	American Funds 2020 Target Date Retire R2 Funds	Mutual fund	**	1,155,830
	American Funds 2025 Target Date Retire R2 Funds	Mutual fund	**	2,259,849
	American Funds 2030 Target Date Retire R2 Funds	Mutual fund	**	1,744,333
	American Funds 2035 Target Date Retire R2 Funds	Mutual fund	**	2,873,870
	American Funds 2040 Target Date Retire R2 Funds	Mutual fund	**	1,728,789
	American Funds 2045 Target Date Retire R2 Funds	Mutual fund	**	1,731,221
	American Funds 2050 Target Date Retire R2 Funds	Mutual fund	**	1,794,957
	American Funds 2055 Target Date Retire R2 Funds	Mutual fund	**	1,458,602
	American Funds 2060 Target Date Retire R2 Funds	Mutual fund	**	820,091
*	Fidelity 500 Index Fund	Mutual fund	**	536,038
*	Fidelity Contrafund Fund	Mutual fund	**	556,164
*	Fidelity International Index Fund	Mutual fund	**	61,144
*	Fidelity Mid Cap Index Fund	Mutual fund	**	65,368
*	Fidelity Real Estate Index Fund	Mutual fund	**	2,624
*	Fidelity Small Cap Index Fund	Mutual fund	**	183,152
*	Fidelity Total Bond Fund	Mutual fund	**	23,433
*	Fidelity U.S. Bond Index Fund	Mutual fund	**	17,465
	Goldman Sachs Emerging Markets Equity Insights Fund	Mutual fund	**	69,521
	Goldman Sachs Small Cap Growth Insights Fund	Mutual fund	**	81,092
	Invesco Diversified Dividend A Fund	Mutual fund	**	61,688
	The Hartford MidCap Fund Class R4	Mutual fund	**	162,620
	Wells Fargo Special Mid Cap Value Fund	Mutual fund	**	8,213
	Wells Fargo Special Small Cap Value Admiral Fund	Mutual fund	**	13,551
				17,807,206
*	Fidelity Managed Income Portfolio Class 1	Common/collective trust	**	131,401
*	Participant loans	Interest rates ranging from 4.25% to 6.25%; cost of $-0-		449,455
	Total			$ 18,565,696

* Party-in-interest

** Cost information is not required for participant-directed investments and, therefore, is not included.

PET RETAIL BRANDS 401(K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN # 001 EIN: 59-2664699
FOR THE YEAR ENDED DECEMBER 31, 2018

Participant Contributions Transferred Late to the Plan	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Check Here If Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	$ -	$ -	$ -	$ 353,190