

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2018 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>			
A	This return/report is for:	☐ a multiemployer plan ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☐ a single-employer plan ☐ the first return/report ☐ an amended return/report	☐ a DFE (specify) _____ ☐ the final return/report ☐ a short plan year return/report (less than 12 months)	
B	This return/report is:		
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program	
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>XMI 401(K) RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>333</u>
		1c	Effective date of plan <u>01/01/1998</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>XMI ACQUISITION, LLC</u> <u>618 CHURCH ST. STE 520</u> <u>NASHVILLE, TN 37219-2453</u>	2b	Employer Identification Number (EIN) <u>81-3054344</u>
		2c	Plan Sponsor's telephone number <u>615-248-9255</u>
		2d	Business code (see instructions) <u>541990</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☒ Same as Plan Sponsor	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 1466
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 1317 6a(2) 859 6b 0 6c 253 6d 1112 6e 0 6f 1112 6g 791 6h 26
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

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

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan XMI 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 XMI ACQUISITION, LLC	D Employer Identification Number (EIN) 81-3054344

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

SLAVIC INTEGRATED ADMINISTRATION

65-0608221

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 50	TPA	105855	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WOODMONT INVESTMENT COUNSEL, LLC

401 COMMERCE STREET, STE 5400
NASHVILLE, TN 37219

(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?
28 51	INVESTMENT ADVISORY	34742	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

XMI ACQUISITION, LLC

81-3054344

(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?
14	PLAN ADMINISTRATOR	31536	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	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 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 XMI 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 XMI ACQUISITION, LLC	D Employer Identification Number (EIN) 81-3054344	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	20816	17595
(2) Participant contributions	1b(2)	52791	38021
(3) Other.....	1b(3)	1523	999
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	137507	225703
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	12167985	17749170
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	12380622	18031488

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	12380622	18031488
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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)	763839	
(B) Participants	2a(1)(B)	2155663	
(C) Others (including rollovers)	2a(1)(C)	300463	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3219965
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	9651	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9651
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	514262	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		514262
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-1559744
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2184134

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1474359	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1474359
f Corrective distributions (see instructions)	2f		18504
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	137391	
(3) Investment advisory and management fees.....	2i(3)	34742	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		172133
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1664996

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		519138
l Transfers of assets:			
(1) To this plan.....	2l(1)		6357225
(2) From this plan.....	2l(2)		1225497

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

(1) Name: **HARDING, SHYMANSKI, & COMPANY, P.S.**

(2) EIN: **35-1346211**

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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)
GRAY LINE OF TN RETIREMENT SAVINGS PLAN	30-0553087	002
JUSTWORKS RETIREMENT SAVINGS PLAN	46-2283648	333

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>XMI 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>XMI ACQUISITION, LLC</u>	D Employer Identification Number (EIN) <u>81-3054344</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>65-0708495</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2018
v. 171027

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

a The current year

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****14c**

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

a The corresponding number for the plan year immediately preceding the current plan year

b The corresponding number for the second preceding plan year

15a**15b**

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

a Enter the number of employers who withdrew during the preceding plan year

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers

16a**16b**

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____ % Investment-Grade Debt: _____ % High-Yield Debt: _____ % Real Estate: _____ % Other: _____ %

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

XMI 401(K) RETIREMENT PLAN

Financial Report

December 31, 2018

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INDEPENDENT AUDITOR'S REPORT



**HARDING, SHYMANSKI
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An Independently
Owned Member,
RSM US Alliance

To the Trustee, Plan Administrator, and Participants
XMI 401(k) Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the XMI 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Opinion



In our opinion, the financial statements referred to on the previous page present fairly, in all material respects, the net assets available for benefits of the XMI 401(k) Retirement Plan as of December 31, 2018 and 2017, and the changes in net assets available for benefits for the year ended December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

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

Wardig, Shymanski & Company, P.S.C.

Evansville, Indiana
October 14, 2019

XMI 401(k) RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2018 and 2017

	2018	2017
ASSETS		
Investments at fair value	<u>\$ 17,749,170</u>	<u>\$ 12,167,985</u>
Receivables		
Employer contributions	17,595	20,816
Participant contributions	38,021	52,791
Notes receivable from participants	226,702	139,030
Due from South Central Communications Corporation 401(k) Plan, at fair value	<u>0</u>	<u>6,260,568</u>
Total receivables	<u>282,318</u>	<u>6,473,205</u>
Total assets	<u>18,031,488</u>	<u>18,641,190</u>
LIABILITIES		
Excess contributions payable	<u>20,701</u>	<u>17,710</u>
Net assets available for benefits	<u><u>\$ 18,010,787</u></u>	<u><u>\$ 18,623,480</u></u>

See accompanying notes to the financial statements.

XMI 401(k) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2018

Additions:

Investment income (loss)	
Net depreciation in fair value of investments	\$ (1,561,560)
Interest and dividends	<u>516,076</u>
	<u>(1,045,484)</u>

Interest income on notes receivable from participants	<u>9,651</u>
---	--------------

Contributions	
Employers	763,790
Participants	2,152,722
Rollovers	<u>300,463</u>
	<u>3,216,975</u>

Total additions	<u>2,181,142</u>
-----------------	------------------

Deductions:

Benefits paid to participants	1,492,863
Administration expenses	<u>172,132</u>

Total deductions	<u>1,664,995</u>
------------------	------------------

Net increase	<u>516,147</u>
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Other transfers from Plan	(1,225,497)
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Other transfers to Plan	<u>96,657</u>
-------------------------	---------------

(1,128,840)

Net assets available for benefits:

Beginning of year	<u>18,623,480</u>
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End of year	<u><u>\$ 18,010,787</u></u>
-------------	-----------------------------

See accompanying notes to the financial statements.

XMI 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

Note 1 – Plan Description

The following description of the XMI 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established to provide retirement benefits for eligible employees of the Plan Sponsor, its adopting affiliates, and other employers (co-employers) with whom the Plan Sponsor has entered into a co-employer relationship (collectively, Company). The Plan covers substantially all employees who are age 21 or older and have completed three months of service (participants). Individual employers may elect to reduce the age and increase service requirements in their separate agreements. The Plan is considered to be a "multiple-employer" plan as described under Section 413(c) of the Internal Revenue Code. The Plan is subject to the provisions of ERISA. The Board of Directors is responsible for oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance, and reports to the Plan's Board of Directors.

Transfer of Assets

On November 20, 2017, the Plan Sponsor approved an amendment to adopt South Central Communications Corporation (South Central) into the Plan as a co-employer. South Central merged their 401(k) plan assets and liabilities into the Plan effective December 31, 2017. Net Plan assets of \$6,260,568 were transferred into the Plan effective December 31, 2017, and the transfer occurred on January 5, 2018. The transfer was reported as a pending transfer as of December 31, 2017, and was included in transfers on the statement of changes in net assets available for benefits. The Plan also has other transfers in of \$96,657 and transfers out of \$1,225,497 related to co-employers entering and exiting the Plan during the year ended December 31, 2018.

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan. The Plan Sponsor and co-employers may make matching contributions based on agreements separately adopted by each affiliate or co-employer. Additional profit sharing amounts may be contributed at the option of the employer and are invested in a portfolio of investments as directed by the employer. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

XMI 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2018 and 2017

Note 1 – Plan Description (Continued)

Participant Accounts

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

Vesting

Participants are vested immediately in their voluntary contributions plus actual earnings thereon. Vesting in the Plan Sponsor's discretionary matching and additional discretionary contributions are based on agreements separately adopted by each employer.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest ranging from 4.25 percent to six percent, which is commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to termination of employment, death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Participants may request a hardship withdrawal of a portion of their account attributable to participant deferrals. Any hardship withdrawal is limited to the amount needed to meet the financial need.

Forfeited Accounts

At December 31, 2018 and 2017, forfeited nonvested accounts totaled \$43,920 and \$15,448, respectively. These accounts will be used to reduce future employer contributions. Also, in 2018, employer contributions were reduced by \$9,345 from forfeited nonvested accounts.

XMI 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2018 and 2017

Note 2 – Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, 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 management determines the Plan's valuation policies utilizing information provided by the investment advisor and Custodian. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net 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 and 2017. 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.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2018 excess contributions to the applicable participants prior to March 15, 2019.

Payment of Benefits

Benefits are recorded when paid.

XMI 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

Note 2 – Significant Accounting Policies (Continued)

Administrative Expenses

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

Subsequent Events

The Plan has evaluated subsequent events through October 14, 2019, the date the financial statements were available to be issued.

Recently Issued and Adopted Accounting Standards

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework – Changes to Disclosure Requirements for Fair Value Measurement*, which modifies the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. ASU 2018-13 is effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. An entity is permitted to early adopt any removed or modified disclosures and delay adoption of the additional disclosures until their effective date. The Plan is currently evaluating the impact of this new standard on its financial statements.

Note 3 – 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.
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XMI 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

Note 3 – Fair Value Measurements (Continued)

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 specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

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

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

Assets at Fair Value as of December 31, 2018				
	Level 1	Level 2	Level 3	Total
Mutual funds	<u>\$ 17,749,170</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 17,749,170</u>
Assets at Fair Value as of December 31, 2017				
	Level 1	Level 2	Level 3	Total
Mutual funds	<u>\$ 12,167,985</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 12,167,985</u>

XMI 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

Note 4 – Related Party Transactions and Party-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Investments (Fidelity). Fidelity is the Custodian of the Plan and; therefore, these transactions qualify as party in-interest transactions. Fees incurred by the Plan for the investment management services are included in net depreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As described in Note 2, the Plan made direct payments to service providers of \$172,132, which were not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the Plan's operations.

Note 5 – Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor 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 would become 100 percent vested in their employer contributions.

Note 6 – Tax Status

The Plan has adopted a volume submitter plan document sponsored by Slavic Integrated Administration, Inc. The Plan received an opinion letter from the IRS as to the Plan's qualified status. The Plan Sponsor can rely on the qualified status to the extent the Plan Document does not deviate from the IRS pre-approved provisions. The Plan administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code and; therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress.

Note 7 – Risks and Uncertainties

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

XMI 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

Note 8 – Reconciliation of Financial Statements to Form 5500

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

	<u>2018</u>	<u>2017</u>
Net assets available for benefits per the financial statements	\$ 18,010,787	\$ 18,623,480
Differences in:		
Pending transfer from South Central Communications Corporation 401(k) Plan	0	(6,260,568)
Excess contributions payable	<u>20,701</u>	<u>17,710</u>
Net assets available for benefits per Form 5500	<u>\$ 18,031,488</u>	<u>\$ 12,380,622</u>

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

Net increase in net assets available for benefits per the financial statements	\$ 516,147
Differences in:	
Excess contributions payable	<u>2,991</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 519,138</u>

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

Transfers to the Plan per the financial statements	\$ 96,657
Differences in:	
Transfer from South Central Communications Corporation 401(k) Plan - recorded on prior year financial statement	<u>6,260,568</u>
Transfers into the Plan per Form 5500	<u>\$ 6,357,225</u>

- - - SUPPLEMENTAL SCHEDULE - - -

XMI 401(k) RETIREMENT PLAN

PLAN SPONSOR: XMI ACQUISITION, LLC

PLAN SPONSOR EIN: 81-3054344

PLAN NUMBER: 333

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	Investments at Fair Value			
	DODGE & COX INTERNATIONAL STOCK FUND	Mutual fund	\$	75,686
	FIRST EAGLE GOLD FUND CLASS A	Mutual fund		65,789
	LEGG MASON BW GLOBAL OPPORTUNITIES BOND FUND I	Mutual fund		47,494
	HOTHKIS & WILEY HIGH YIELD FUND CLASS I	Mutual fund		117,642
	OPPENHEIMER DEVELOPING MARKETS FUND CLASS A	Mutual fund		98,004
	PIMCO COMMODITY REAL RETURN STRATEGY FUND INST	Mutual fund		1,199
	CLEARBRIDGE SMALL CAP GROWTH CLASS I	Mutual fund		205,240
	VANGUARD INFLATION-PROTECTED SECURITIES FUND INVESTOR	Mutual fund		169,054
	VANGUARD LIFESTRATEGY GROWTH FUND INVESTOR	Mutual fund		445,200
	VANGUARD LIFESTRATEGY INCOME FUND	Mutual fund		35,246
	VANGUARD BALANCED INDEX FUND ADMIRAL	Mutual fund		202,492
	VANGUARD SHORT-TERM BOND INDEX FUND ADMIRAL	Mutual fund		311,459
	VANGUARD TOTAL BOND MARKET INDEX FUND ADMIRAL	Mutual fund		215,271
	VANGUARD DIVIDEND APPRECIATION INDEX FUND ADMIRAL	Mutual fund		206,730
	VANGUARD EMERGING MARKETS STOCK INDEX FUND INVESTOR	Mutual fund		177,055
	VANGUARD TARGET RETIREMENT 2055	Mutual fund		388,369
	VANGUARD 500 INDEX FUND SIGNAL SHARES	Mutual fund		1,234,439
	VANGUARD TARGET RETIREMENT 2050	Mutual fund		352,466
	VANGUARD TARGET RETIREMENT 2040	Mutual fund		953,055
	VANGUARD REAL ESTATE INDEX FUND ADMIRAL SHARES	Mutual fund		231,359
	VANGUARD HIGH DIVIDEND YIELD INDEX FUND INVESTOR SHARES	Mutual fund		332,196
	VANGUARD MID-CAP INDEX FUND INVESTOR SHARES	Mutual fund		491,797
	VANGUARD FEDERAL MONEY MARKET FUND	Mutual fund		1,978,828
	VANGUARD LIFESTRATEGY CONSERVATIVE GROWTH FUND INVESTOR	Mutual fund		834,303
	VANGUARD SMALL-CAP INDEX FUND ADMIRAL SHARES	Mutual fund		632,678
	VANGUARD LIFESTRATEGY MODERATE GROWTH FUND INVESTOR	Mutual fund		1,456,952
	VANGUARD TARGET RETIREMENT 2030	Mutual fund		1,423,871
	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND ADMIRAL	Mutual fund		43,386
	VANGUARD TARGET RETIREMENT INCOME FUND	Mutual fund		334,419
	VANGUARD TARGET RETIREMENT 2045	Mutual fund		526,949
	VANGUARD DEVELOPED MARKETS INDEX FUND ADMIRAL SHARES	Mutual fund		253,272
	VANGUARD TOTAL STOCK MARKET INDEX FUND ADMIRAL SHARES	Mutual fund		652,200
	VANGUARD TARGET RETIREMENT 2035	Mutual fund		976,713
	VANGUARD TARGET RETIREMENT 2060	Mutual fund		138,116
	VANGUARD TARGET RETIREMENT 2025	Mutual fund		839,817
	VANGUARD TARGET RETIREMENT 2020	Mutual fund		1,290,104
	VANGUARD TARGET RETIREMENT 2015	Mutual fund		4,287
	VANGUARD TARGET RETIREMENT 2065	Mutual fund		6,033
				<u>17,749,170</u>
	Plan Assets at Estimated Fair Value			
	* Notes receivable from participants	Notes receivable		
		Highest interest rate - 6.00%		
		Lowest interest rate - 4.25%		
		through February 2032		<u>226,702</u>
	Total investments			<u>\$ 17,975,872</u>

* Party-in-interest

Cost information (Column (d)) not required due to the Plan being participant-directed.

See independent auditor's report.

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

XMI 401(k) Retirement Plan

PLAN# 333

EIN #: 62-1766388

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date rate of interest, collateral, par, or maturity value	(d) cost	(e) Current value
	Dodge & Cox	DODFX - Dodge & Cox International Stock		75,686
	First Eagle	FEGIX - First Eagle Gold I		65,789
	Legg Mason	GOBIX - Brandywine GL GlobalOpportunities Bond I		47,494
	Hotchkiss & Wiley	HWHIX - Hothkis And Wiley High Yield Fund Cl I		117,642
	Oppenheimer Funds	ODMAX - Oppenheimer Developing Markets A		98,004
	PIMCO	PCRIX - Pimco Commodity Real Return Inst		1,199
	Legg Mason	SBPYX - Clearbridge Small Cap Gr Cl I		205,240
	Vanguard	VAIPX - Vanguard Inflation Protected Securities		169,054
	Vanguard	VASGX - Vanguard Life Strategy Growth		445,200
	Vanguard	VASIX - Vanguard LifeStrategy Income		35,246
	Vanguard	VBIAX - Vanguard Balanced Index Admiral		202,492
	Vanguard	VBIRX - Vanguard Short-Term Bond Index Admiral		311,459
	Vanguard	VBTLX - Vanguard Total Bond Market Index Admiral		215,271
	Vanguard	VDADX - Vanguard Dividend Appreciation Index Adm		206,730
	Vanguard	VEMAX - Vanguard Emerging Markets Stock Index Ad		177,055
	Vanguard	VFFVX - Vanguard Target Retirement 2055		388,369
	Vanguard	VFIAX - Vanguard 500 Index Admiral		1,234,440
	Vanguard	VFIFX - Vanguard Target Retirement 2050		352,466
	Vanguard	VFORX - Vanguard Target Retirement 2040		953,055
	Vanguard	VGSLX - Vanguard Real Estate Index Admiral		231,359
	Vanguard	VHDYX - Vanguard High Dividend Yield Index		332,196
	Vanguard	VIMAX - Vanguard Mid Cap Index Admiral		491,797
	Vanguard	VLXVX - Vanguard Target Retirement 2065 Inv		6,033
	Vanguard	VMFXX - Vanguard Federal Money Market		1,978,828
	Vanguard	VMMXX - Vanguard Money Market Prime		0
	Vanguard	VSCGX - Vanguard Life Strategy Conservative		834,303
	Vanguard	VSMAX - Vanguard Small Cap Index Admiral		632,678
	Vanguard	VSMGX - Vanguard Life Strategy Moderate		1,456,952
	Vanguard	VTHRX - Vanguard Target Retirement 2030		1,423,872
	Vanguard	VTIAX - Vanguard Total Int'l Stock Index Admiral		43,386
	Vanguard	VTINX - Vanguard Target Retirement Income		334,419
	Vanguard	VTIVX - Vanguard Target Retirement 2045		526,949
	Vanguard	VTMGX - Vanguard Developed Market Index Adm		253,272
	Vanguard	VTSAX - Vanguard Total Stock Market Index Admira		652,200
	Vanguard	VTTHX - Vanguard Target Retirement 2035		976,713
	Vanguard	VTTSX - Vanguard Target Retirement 2060		138,116
	Vanguard	VTTVX - Vanguard Target Retirement 2025		839,817
	Vanguard	VTWNX - Vanguard Target Retirement 2020		1,290,104
	Vanguard	VTXVX - Vanguard Target Retirement 2015		4,287
	Participant Loans	4.25% to 6%		225,703

Multiple-Employer Plan Participating Employer Information

XMI 401(k) Retirement Plan	PLAN#333	EIN: 81-3054344
(a) Name of participating employer	(b) EIN	(c) Percent of Total Contributions
AB Stretch, LLC	30-0771334	0.21%
ABBM Company, LLC	45-5018423	3.46%
Abe's Garden at Park Manor	06-1818302	6.35%
Auburn Gastroenterology, LLC	47-4167681	0.22%
Center For Medical Interoperability, Inc.	46-3191908	10.24%
Chairmans Food, LLC	82-1622006	2.58%
Choice Food Distributors, LLC	20-8257057	0.40%
Choice Food Group, Inc.	20-8256991	1.64%
Cleara, LLC	82-3036077	1.65%
ClearBrook Holdings Corporation	22-2211144	2.14%
ClearBrook Realty, LLC.	46-1644552	1.01%
Collaborative Studio PLLC	20-5818030	2.00%
Consensus Point, Inc	45-1346677	1.97%
Construction Unlimited, Inc.	62-1725346	0.04%
D&P Custom Lights & Wiring	62-1199220	0.51%
Dan & Margaret Maddox Charitable Fund	23-7017790	0.07%
Grand Avenue Limousine, LLC & TBA Investments	27-1106363	0.32%
Gray Line of TN	30-0553087	0.80%
Hobson Food Service	62-1139089	0.83%
Hoskins & Company	62-1519135	0.09%
Innovatis Group	47-1654025	4.50%
Jacobs Paper Company	62-0756223	0.17%
JD Palatine, LLC	27-0535385	4.82%
Maple Ridge Events, LLC	46-0743071	2.79%
Murfreesboro Dermatology Clinic	77-0631093	0.05%
Nashville Cash & Carry	20-1202894	0.90%
Nashville Health	81-3063375	0.50%
Nashville Public Library Foundation	62-1681766	1.82%
Nashville Technology Council	62-1794295	1.52%
Off the Dock Fresh Seafood, LLC	45-3046500	2.64%
Oslin Plastic Surgery	62-1843775	0.10%
pH-D Feminine Health LLC	83-1326840	0.18%
Safe Haven Family Shelter	62-1807653	1.84%
Samaritan Recovery Community, Inc.	62-0723592	0.47%
South Central Communications Corp.	35-0813824	16.49%
Stratasan, LLC	27-3374944	8.22%
The Beryl Institute	46-1407571	4.01%
The Elephant Sanctuary in Tennessee	62-1587327	3.22%
Vendor Registry	81-0957839	0.67%
Vireo Systems, Inc.	01-0721661	0.56%
XMI Acquisition, LLC	81-3054344	7.14%
XMI Financial Services	20-3474269	0.88%