

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>SWBC PROFESSIONAL EMPLOYER SERVICES 401(K) PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>333</u>
		1c	Effective date of plan <u>01/01/2000</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>SWBC PROFESSIONAL EMPLOYER SERVICES V, LLC</u> <u>30815 US HWY 281 N.</u> <u>BULVERDE, TX 78163-3239</u>	2b	Employer Identification Number (EIN) <u>27-3708085</u>
		2c	Plan Sponsor's telephone number <u>830-980-1200</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.	10/14/2019	NORMAN PAUL
	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

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 3727
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) 3068 6a(2) 2865 6b 0 6c 534 6d 3399 6e 0 6f 3399 6g 1943 6h 70
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: 2A 2E 2F 2G 2J 2K 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

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 SWBC PROFESSIONAL EMPLOYER SERVICES 401(K) PLAN	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 SWBC PROFESSIONAL EMPLOYER SERVICES V, LLC	D Employer Identification Number (EIN) 27-3708085	

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	234096	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDUCIARY PARTNERS RETIREMENT GROUP

2729 STATE ROAD 580
SUITE C
CLEARWATER, FL 33761

(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?
26 51	INV ADVISORY	31665	Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDUCIARY PARTNERS INV CONSULTING

2729 STATE ROAD 580
SUITE C
CLEARWATER, FL 33761

(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?
26	INV ADVISORY	25996	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
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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 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 SWBC PROFESSIONAL EMPLOYER SERVICES 401(K) PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 SWBC PROFESSIONAL EMPLOYER SERVICES V, LLC	D Employer Identification Number (EIN) 27-3708085	

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)	74638	75143
(2) Participant contributions	1b(2)	147016	143965
(3) Other.....	1b(3)	19602	19831
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)	1247532	1422643
(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)	47471849	45740113
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	81886	85902

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	49042523	47487597

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	49042523	47487597
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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)	1834853	
(B) Participants	2a(1)(B)	3896025	
(C) Others (including rollovers)	2a(1)(C)	715756	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6446634
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)	62155	
(F) Other	2b(1)(F)	4016	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		66171
(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)	1640032	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1640032
(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)		-4398788
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		3754049

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6536227	
(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)		6536227
f Corrective distributions (see instructions)	2f		11599
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)	234096	
(3) Investment advisory and management fees.....	2i(3)	57661	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		291757
j Total expenses. Add all expense amounts in column (b) and enter total	2j		6839583

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3085534
l Transfers of assets:			
(1) To this plan.....	2l(1)		2000818
(2) From this plan.....	2l(2)		470210

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: RIDOUT, BARRETT & CO., P.C.

(2) EIN: 74-2619624

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		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?		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)
TAG 401(K) ADVANTAGE AGGREGATE PLAN	74-2698222	002
SONTERRA DERMATOLOGY 401(K) PLAN	45-1627697	001

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 <u>SWBC PROFESSIONAL EMPLOYER SERVICES 401(K) 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>SWBC PROFESSIONAL EMPLOYER SERVICES V, LLC</u>	D Employer Identification Number (EIN) <u>27-3708085</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):

**SWBC PROFESSIONAL EMPLOYER
SERVICES 401(K) PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES**

**AS OF DECEMBER 31, 2018 AND 2017
AND FOR THE YEAR ENDED DECEMBER 31, 2018**

BULVERDE, TEXAS

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All other schedules required by the Department of Labor's Rules and Regulations for Report and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted, because of the absence of the conditions under which they would apply.



Anthony (Tony) S. Ridout, CPA
Milton G. Barrett, CPA
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
SWBC Professional Employer Services 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' 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 auditors' 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of SWBC Professional Employer Services 401(k) 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 Supplemental Information

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



Ridout, Barrett & Co., P. C.
San Antonio, Texas
September 25, 2019

**SWBC PROFESSIONAL EMPLOYER SERVICES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017**

	<u>2018</u>	<u>2017</u>
ASSETS		
Investments, at fair value	\$ 45,826,015	\$ 47,553,735
Receivables:		
Participants' contributions	163,796	166,618
Employers' contributions	75,143	74,638
Notes receivable from participants	<u>1,422,643</u>	<u>1,247,532</u>
Total Receivables	<u>1,661,582</u>	<u>1,488,788</u>
TOTAL ASSETS	47,487,597	49,042,523
TOTAL LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 47,487,597</u></u>	<u><u>\$ 49,042,523</u></u>

**SWBC PROFESSIONAL EMPLOYER SERVICES 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2018**

ADDITIONS

Additions to net assets attributed to:

Contributions:

Participant	\$ 3,896,025
-------------	--------------

Employer	1,834,853
----------	-----------

Rollovers	715,756
-----------	---------

Total Contributions	<u>6,446,634</u>
---------------------	------------------

Investment Income:

Net depreciation in fair value of investments	(4,398,788)
---	-------------

Interest	66,171
----------	--------

Dividends	<u>1,640,032</u>
-----------	------------------

Total Investment Income	<u>(2,692,585)</u>
-------------------------	--------------------

Total Additions	<u>3,754,049</u>
-----------------	------------------

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	6,547,826
-------------------------------	-----------

Administration expenses	<u>291,757</u>
-------------------------	----------------

Total Deductions	<u>6,839,583</u>
------------------	------------------

Net Decrease	(3,085,534)
--------------	-------------

TRANSFERS INTO PLAN	2,000,818
----------------------------	-----------

TRANSFERS FROM PLAN	<u>(470,210)</u>
----------------------------	------------------

TOTAL CHANGE IN NET ASSETS	(1,554,926)
-----------------------------------	-------------

NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	<u>49,042,523</u>
---	-------------------

NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	<u><u>\$ 47,487,597</u></u>
---	-----------------------------

**SWBC PROFESSIONAL EMPLOYER SERVICES 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018**

NOTE 1 – DESCRIPTION OF PLAN

The following description of the SWBC Professional Employer Services 401(k) Plan (“the Plan”) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan’s provisions.

General

The Plan is a multiple employer defined contribution plan, established January 1, 2000, covering multiple subscriber company employees under SWBC Professional Employer Services (the Plan Sponsor and Plan Administrator). The Plan is for the exclusive benefit of its participants and their beneficiaries. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan Sponsor is a Professional Employer Organization which has established a prototype 401(k) plan. Each participating subscriber company of the Plan Sponsor completes an adoption agreement which is specific to the subscriber company employees. The adoption agreement allows for each subscriber company to make elections which will be effective for their employees, as allowed by ERISA. These specific elections include, but are not limited to, the following:

- Eligibility (age) requirements
- Discretionary matching contributions
- Vesting schedule elections
- Certain other general provisions

Contributions

Each year participants may elect to contribute up to 100% of eligible compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. In addition, the employer may match a portion of the employees’ contributions. Certain employer contributions are subject to the Internal Revenue Service (“IRS”) safe harbor provisions. Contributions are subject to certain limitations.

**SWBC PROFESSIONAL EMPLOYER SERVICES 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018**

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the employer's contributions and Plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions, qualified nonelective employer contributions, safe harbor matching contributions, and actual earnings thereon. If employment is terminated prior to normal retirement age for any reason other than death or disability, then the employee's interest in employer contributions becomes vested in accordance with specific vesting schedules based on years of service, as required by the Department of Labor's (DOL) Rules and Regulations.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's accounts and bear interest at rates ranging from 4.25% to 4.75%, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid through payroll deductions.

Payment of Benefits

On termination of service, disability or retirement, a participant may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Any balance under \$1,000 is automatically paid out as soon as administratively possible. Hardship withdrawals are also available subject to certain limitations.

Forfeited Accounts

These accounts will be used to reduce future employer contributions. At December 31, 2018 and 2017, the balance of forfeited non-vested accounts totaled \$13,734 and \$1,449, respectively. New forfeitures into the Plan totaled \$83,609 and \$33,218 for December 31, 2018 and 2017, respectively.

**SWBC PROFESSIONAL EMPLOYER SERVICES 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018**

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Forfeited Accounts (Continued)

Employer contributions were reduced by \$65,359 and \$37,254 from forfeited non-vested accounts for December 31, 2018 and 2017, respectively. The forfeiture balance was further reduced by an administrative fee of \$6,073 and \$2,502 in December 31, 2018 and 2017, respectively, net of dividends and adjustments.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Investments in insurance company pooled separate accounts are reported at the value reported to the Plan by the insurance company, which represents approximate fair value. Participant loans are valued at their outstanding balances which approximate fair value.

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

Administration Expenses

All expenses of maintaining the Plan are paid by either the Plan or the participating subscriber company, as provided by the Plan Document.

Use of Estimates

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

**SWBC PROFESSIONAL EMPLOYER SERVICES 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan Document.

Payment of Benefits

Benefits are recorded when paid.

Date of Management's Review

Subsequent events have been evaluated by Plan Management through September 25, 2019, the date the financial statements were available to be issued. Material subsequent events, if any, are disclosed in a separate footnote to these financial statements.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values.

Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority.

**SWBC PROFESSIONAL EMPLOYER SERVICES 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018**

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs are used when Level 1 inputs are not available, and Level 3 inputs are only used when Level 1 or Level 2 inputs are not available.

- Level 1 Inputs – The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.
- Level 2 Inputs – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Inputs – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or other valuation techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

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

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the plan are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Life Insurance: Valued at the stated cash surrender value of the policy

The Plan's investments, measured at fair value by the three levels described above are as follows:

Description	Fair Value as of December 31, 2018			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 45,740,113	\$ -	\$ -	\$ 45,740,113
Life Insurance, at Cash Value	-	-	85,902	85,902
Total Assets at Fair Value	<u>\$ 45,740,113</u>	<u>\$ -</u>	<u>\$ 85,902</u>	<u>\$ 45,826,015</u>

SWBC PROFESSIONAL EMPLOYER SERVICES 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

<u>Description</u>	Fair Value as of December 31, 2017			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$ 47,471,849	\$ -	\$ -	\$ 47,471,849
Life Insurance, at Cash Value	<u>-</u>	<u>-</u>	<u>81,886</u>	<u>81,886</u>
Total Assets at Fair Value	<u>\$ 47,471,849</u>	<u>\$ -</u>	<u>\$ 81,886</u>	<u>\$ 47,553,735</u>

The following tables reconcile the beginning and ending balance of fair value measurements using significant unobservable inputs (Level 3) of the life insurance contracts with Conseco Life Insurance Company for the years ended December 31, 2018 and 2017:

	<u>Cash Value</u>
Balance at January 1, 2017	\$ 73,755
Earnings on insurance contracts	<u>8,131</u>
Balance at December 31, 2017	<u>\$ 81,886</u>
Balance at January 1, 2018	\$ 81,886
Earnings on insurance contracts	<u>4,016</u>
Balance at December 31, 2018	<u>\$ 85,902</u>

NOTE 4 – RELATED PARTY TRANSACTIONS

The Plan invests in registered investment companies sponsored by Fidelity Investments, the Plan's Custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Included in administration expenses on the accompanying Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2018 is \$51,991 which was paid for third-party consulting fees, either directly from the Plan Administrator or by reimbursement and subsequent payment by the Plan Sponsor.

**SWBC PROFESSIONAL EMPLOYER SERVICES 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018**

NOTE 5 – PLAN TERMINATION

Although none have expressed intent to do so, subscriber companies have the right under the Plan to discontinue their contribution at any time and to terminate participation in the Plan subject to the provisions of ERISA. In the event of Plan termination, all participants of the subscriber company would become 100% vested in their employer contributions.

NOTE 6 – INCOME TAX STATUS

The IRS has determined and informed the Plan Sponsor, by a letter dated December 1, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (“IRC”).

Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan’s tax counsel believe the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

The Plan Administrator believes the Plan is no longer subject to income tax examination prior to 2013.

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 risks 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 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

Benefits paid to participants, per the financial statements	\$ 6,547,826
Amounts allocated to:	
Corrective distributions	<u>(17,892)</u>
Benefits paid to participants, per Form 5500	<u>\$ 6,536,227</u>

SUPPLEMENTAL INFORMATION

SWBC PROFESSIONAL EMPLOYER SERVICES 401(K) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EMPLOYER IDENTIFICATION NUMBER 74-2642380
PLAN NUMBER: 333

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
Mutual Funds				
*	American Beacon	American Beacon Small Cap Val Instl	**	\$ 163,841
*	American Funds	American Funds EuroPacific R6	**	596,394
*	American Funds	American Funds CL R6	**	1,140,170
*	DFA	DFA Emerging Markets Core Equity	**	339,403
*	Dreyfus	Dreyfus Boston Co Sm Mid Cap Grw I	**	900,967
*	Franklin/Templeton	Franklin Small Cap Growth R6	**	481,156
*	Metropolitan West	Metropolitan West Total Return I	**	384,791
*	MFS	MFS Value Fund CL R3	**	396,113
*	Principal	Principal Investors High Yield II	**	1,279
*	Principal	Principal Investors High Yield R6	**	269,882
*	Vanguard	Vanguard Inflation Protected Securities	**	367,400
*	Vanguard	Vanguard Federal Money Market	**	13,733
*	Vanguard	Vanguard Intermediate-Term Bond Index Ad	**	383,309
*	Vanguard	Vanguard Target Retirement 2055	**	622,497
*	Vanguard	Vanguard Target Retirement 2050	**	1,183,472
*	Vanguard	Vanguard Target Retirement 2040	**	3,483,296
*	Vanguard	Vanguard REIT Index Admiral	**	653,639
*	Vanguard	Vanguard Mid Cap Index Admiral	**	1,053,349
*	Vanguard	Vanguard Small Cap Index Admiral	**	662,237
*	Vanguard	Vanguard Target Retirement 2030	**	5,138,296
*	Vanguard	Vanguard Total Int'l Stock Index Admiral	**	390,767
*	Vanguard	Vanguard Target Retirement Income	**	1,209,966
*	Vanguard	Vanguard Target Retirement 2045	**	2,849,736
*	Vanguard	Vanguard Total Stock Market Index Admira	**	3,020,599
*	Vanguard	Vanguard Target Retirement 2035	**	3,952,466
*	Vanguard	Vanguard Target Retirement 2060	**	196,098
*	Vanguard	Vanguard Target Retirement 2025	**	6,769,914
*	Vanguard	Vanguard Target Retirement 2020	**	4,455,965
*	Vanguard	Vanguard Target Retirement 2015	**	1,957,749
*	Vanguard	Vanguard Target Retirement 2065	**	61,336
*	Vanguard	Vanguard Treasury Money Market	**	2,287,806
*	Ceredex	Virtus Ceredex Mid-Cap Value Equity R6	**	352,487
				<u>\$ 45,740,113</u>
*	Conseco	Conseco Life Insurance Company		<u>\$ 85,902</u>
*	Participant Loans	Participant loans with interest ranging from 4.25% to 4.75%, maturing through 2025		<u>\$ 1,422,643</u>
*	Party-in-interest			
**	Cost information is not required for participant directed investments			

Multiple-Employer Plan Participating Employer Information

SWBC PROFESSIONAL EMPLOYER SERVICES		PLAN # 333	EIN: 27-3708085
(a) Name of participating employer	(b) EIN	(c) Percent of Total Contributions	
Alamo Restaurants, Inc./ G4U Restaurants, LLC	74-2144163	2.86%	
Alpha Painting & Decorating Co. Inc. Zeta Mgmt. Group. Inc.	74-1829852	1.19%	
Arete Health Care, LLC & Co-Adopting entities	46-3612718	0.48%	
Bat Conservation International	74-2553144	2.57%	
Beanitos, Inc.	32-0361522	1.03%	
Bexar County Performing Arts Center Foundation dba Tobin	26-1517165	2.42%	
Bonner Carrington Property Management LLC	46-5481715	0.64%	
C & J Air Conditioning & Heating Co.	74-1480669	0.39%	
C2 Global Professional Services, LLC	27-3203623	25.75%	
C6 Disposal Systems, Inc.	74-2898010	0.61%	
Charles Castro Manufacturing Co, Inc.	74-1807779	0.06%	
Citizens State Bank of Luling	74-0557910	1.60%	
CS Cross, LLC	47-2592494	1.19%	
Dan's Furniture & Butane	74-2083836	0.14%	
Daughtry, Inc. dba Professional Management, Inc.	74-2230162	0.93%	
DGG TECHNOLOGY SERVICES, LLC	81-3691588	0.07%	
Disinfx Inc.	46-4786894	0.04%	
Elevan LLC dba Elevate Systems	46-1575161	0.17%	
Enhouse America, Inc. dba Fastest Labs	76-0665495	0.94%	
Far South Mining, LLC	27-4526653	0.46%	
Free Trade Alliance San Antonio	74-2485987	0.07%	
Genemed Management	47-4745502	0.00%	
Good Karma Foods, Inc.	04-3600074	1.07%	
Greenstone Electrical Services	46-4841006	1.42%	
H.C. Chandler & Son, Inc.	76-0046678	5.73%	
Hill Country Pain Associates PA	20-3417997	1.92%	
Independent Rough Terrain Center, LLC	74-2940342	6.34%	
Laredo Discount Metals & LMS-LDM Management Group, Inc.	74-2817833	0.63%	
Laredo Moving & Storage, Inc. and G & H Logistics, LLC	74-2251076	0.07%	
Law Office of Ronald W. Hagauer	74-2683143	0.50%	
Liberty Civil Construction, LLC	81-3437345	0.75%	
Limon's Road Service, LTD	74-2698222	0.41%	
McKinstry Enterprises, Inc. dba Texas Bed Company	76-0523269	0.60%	
Meadowlake Lane, LLC dba Meadowlake Pet Resort	20-8183211	0.09%	
Meals on Wheels Ministry, Inc.	23-7313019	0.38%	
NB Electric, LLC	46-1428486	0.37%	
Optimus Techservices, LLC	82-1924508	0.49%	
Parish Electric Co. of Fort Worth, Inc.	75-1108092	1.10%	
Paseo del Rio Association	74-1614528	0.11%	
Perrin-410 Animal Hospital	74-2502652	0.52%	
Pick-N-Pull, Inc./D&D Two Star, Inc./Advanced Auto Parts, In	74-2847928	0.23%	
Precision Technology Inc.	75-1711578	4.26%	
Prestige Emergency Room	47-3918725	0.03%	
Principle Concepts, LLC	27-4378712	2.54%	
Proper Storage Systems, LLC	27-0757248	0.52%	
R.D. Tips, Inc.	74-2289574	3.30%	
Residential Credit Solutions, Inc.	11-3796650	1.33%	
SACC, Inc. / Legacy Siteworks, LLC	74-2402384	9.08%	
San Antonio Assisting Services, LLC dba Surgery Professional	26-1255636	0.92%	
San Antonio Economic Development Foundation	74-1536432	3.32%	
San Antonio Education Partnership, Inc.	74-2547643	0.77%	
Sonterra Dermatology, PLLC	45-1627697	0.64%	
St. Mark Presbyterian Church	74-6183437	0.12%	
STC Operations, LLC	46-3049741	1.60%	
Texas Perfusion Associates, P.A.	27-3022478	0.14%	
Thalman Enterprises, LTD dba K Charles & Co.	74-2914043	0.19%	
The Frontline Group of Texas, LLC	74-3069609	0.75%	
Tri-County Warehouse & Mill, LLC	46-2208259	0.28%	
Unified Energy Services, LLC	26-3989748	1.99%	
United Core Management, Inc. dba United Apartment Group	27-3491097	1.77%	
Vivroux Toy and Sporting Goods, L.P.	74-2958074	0.12%	

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

SWBC Professional Employer Services, Inc. 401(k) Plan Plan # 333

EIN #: 27-3708085

(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
	American Beacon	AVFIX - American Beacon Small Cap Val Instl		163,841
	American Funds	RAFGX - American Funds AMCAP R6		1,140,170
	American Funds	REGX - American Funds EuroPacifc R6		596,393
	DFA	DFCEX - DFA Emerging Markets Core Equity		339,403
	Dreyfus	SDSCX - Dreyfus Boston Co Sm Mid Cap Grw I		900,967
	Franklin/Templeton	FSMLX - Franklin Small Cap Growth R6		481,156
	Metropolitan West	MWTIX - Metropolitan West Total Return I		384,791
	MFS	MEIHX - MFS VALUE FUND CL R3		396,114
	Principal	PHYFX - Principal High Yield R6		269,882
	Principal	PHYTX - Principal Investors High Yield II		1,279
	Ridgeworth	SMVZX - Virtus Ceredex Mid Cap Value Equity IS		352,487
	Vanguard	VAIPX - Vanguard Inflation Protected Securities		367,401
	Vanguard	VBILX - Vanguard Intermediate-Term Bond Index Ad		383,309
	Vanguard	VFFVX - Vanguard Target Retirement 2055		622,497
	Vanguard	VFIFX - Vanguard Target Retirement 2050		1,183,472
	Vanguard	VFORX - Vanguard Target Retirement 2040		3,483,296
	Vanguard	VGSIX - Vanguard REIT Index		-
	Vanguard	VGSLX - Vanguard Real Estate Index Admiral		653,638
	Vanguard	VIMAX - Vanguard Mid Cap Index Admiral		1,053,349
	Vanguard	VLXVX - Vanguard Target Retirement 2065 Inv		61,337
	Vanguard	VMFXX - Vanguard Federal Money Market		13,734
	Vanguard	VMMXX - Vanguard Money Market Prime		(0)
	Vanguard	VSMAX - Vanguard Small Cap Index Admiral		662,236
	Vanguard	VTNRX - Vanguard Target Retirement 2030		5,138,296
	Vanguard	VTIAX - Vanguard Total Int'l Stock Index Admiral		390,768
	Vanguard	VTINX - Vanguard Target Retirement Income		1,209,966
	Vanguard	VTIVX - Vanguard Target Retirement 2045		2,849,736
	Vanguard	VTMAX - Vanguard Total Stock Market Index Admira		3,020,598
	Vanguard	VTSMX - Vanguard Total Stock Market Index		-
	Vanguard	VTTHX - Vanguard Target Retirement 2035		3,952,466
	Vanguard	VTTSX - Vanguard Target Retirement 2060		196,096
	Vanguard	VTTVX - Vanguard Target Retirement 2025		6,769,914
	Vanguard	VTWXX - Vanguard Target Retirement 2020		4,455,965
	Vanguard	VTXVX - Vanguard Target Retirement 2015		1,957,749
	Vanguard	VUSXX - Vanguard Treasury Money Market		2,287,806
	Participant Loans	4.25% to 6.25%		1,422,643

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		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.)	
	☐ 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:	☒ Form 5558	☐ automatic extension	☐ the DFVC program
	☐ special extension (enter description)		

Part II Basic Plan Information—enter all requested information			
1a Name of plan SWBC PROFESSIONAL EMPLOYER SERVICES 401(K) PLAN		1b Three-digit plan number (PN) ▶	333
		1c Effective date of plan 01/01/2000	
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) SWBC Professional Employer Services V, LLC 30815 US HWY 281 N. BULVERDE TX 78163-3239		2b Employer Identification Number (EIN) 27-3708085	
		2c Plan Sponsor's telephone number (830) 980-1200	
		2d Business code (see instructions) 541990	

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		10-14-15	
	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

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 3,727
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) 3,068
a(2) Total number of active participants at the end of the plan year	6a(2) 2,865
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits	6c 534
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 3,399
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 3,399
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 1,943
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 70
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:

2A 2E 2F 2G 2J 2K 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)