

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: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div> <div style="display: flex; justify-content: space-between;"> <div> ☒ a single-employer plan </div> <div> ☐ a DFE (specify) ____ </div> </div>
B	This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☒ the first return/report </div> <div> ☐ the final return/report </div> </div> <div style="display: flex; justify-content: space-between;"> <div> ☐ an amended return/report </div> <div> ☐ a short plan year return/report (less than 12 months) </div> </div>
C	If the plan is a collectively-bargained plan, check here. ☐
D	Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☒ Form 5558 </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div> <div style="display: flex; justify-content: space-between;"> <div> ☐ special extension (enter description) </div> </div>

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan <u>ODYSSEY CHARTER SCHOOL INC 401(K) PROFIT SHARING PLAN & TRUST</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
1c	Effective date of plan <u>01/01/2010</u>	2b	Employer Identification Number (EIN) <u>59-3579304</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>ODYSSEY CHARTER SCHOOL INC</u> <u>1900 SOUTH HARBOR CITY BLVD</u> <u>MELBOURNE, FL 32901</u>	2c	Plan Sponsor's telephone number <u>321-676-8737</u>
2d	Business code (see instructions) <u>611000</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.	<u>10/15/2019</u>	<u>LESLIE MALONEY</u>
	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

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3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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	5 166
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) 166 6a(2) 160 6b 0 6c 7 6d 167 6e 0 6f 167 6g 70 6h 6
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 2T 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (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)** ☐ 0 **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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 ODYSSEY CHARTER SCHOOL INC 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ODYSSEY CHARTER SCHOOL INC	D Employer Identification Number (EIN) 59-3579304	

Part I	Asset and Liability Statement				
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets		(a) Beginning of Year		(b) End of Year
a	Total noninterest-bearing cash	1a	0		
b	Receivables (less allowance for doubtful accounts):				
	(1) Employer contributions	1b(1)	0		0
	(2) Participant contributions	1b(2)	0		0
	(3) Other	1b(3)	0		0
c	General investments:				
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0		3573
	(2) U.S. Government securities	1c(2)	0		
	(3) Corporate debt instruments (other than employer securities):				
	(A) Preferred	1c(3)(A)	0		
	(B) All other	1c(3)(B)	0		
	(4) Corporate stocks (other than employer securities):				
	(A) Preferred	1c(4)(A)	0		
	(B) Common	1c(4)(B)	0		
	(5) Partnership/joint venture interests	1c(5)	0		
	(6) Real estate (other than employer real property)	1c(6)	0		
	(7) Loans (other than to participants)	1c(7)	0		
	(8) Participant loans	1c(8)	0		5112
	(9) Value of interest in common/collective trusts	1c(9)	0		0
	(10) Value of interest in pooled separate accounts	1c(10)	0		0
	(11) Value of interest in master trust investment accounts	1c(11)	0		0
	(12) Value of interest in 103-12 investment entities	1c(12)	0		0
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0		688381
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)			
	(15) Other	1c(15)	0		0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	0	697066

Liabilities

g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
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	0	697066
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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)	58767	
(B) Participants	2a(1)(B)	135694	
(C) Others (including rollovers)	2a(1)(C)	4748	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		199209
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	247	
(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)	325	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		572
(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)	19366	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		19366
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-79922
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		139225

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17309	
(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)		17309
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	4584	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		4584
j Total expenses. Add all expense amounts in column (b) and enter total	2j		21893

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		117332
l Transfers of assets:			
(1) To this plan.....	2l(1)		579734
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: GRENNAN FENDER HESS & POPARAD, LLP

(2) EIN: 46-1685270

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.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	4d		X	
e Was this plan covered by a fidelity bond?	4e		X	
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	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)

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>ODYSSEY CHARTER SCHOOL INC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ODYSSEY CHARTER SCHOOL INC</u>	D Employer Identification Number (EIN) <u>59-3579304</u>

Part I	Distributions
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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>16-1470238</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.)
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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
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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
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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.
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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

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Schedule R (Form 5500) 2018
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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):

**Odyssey Charter School, Inc. 401(k) Profit
Sharing Plan and Trust**

Financial Statements
and
Independent Auditor's Report

December 31, 2018



Certified Public Accountants & Advisors

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST

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INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor:

Odyssey Charter School, Inc. 401(k) Profit Sharing Plan and Trust
Palm Bay, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Odyssey Charter School, Inc. 401(k) Profit Sharing Plan and Trust (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2018, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Mid Atlantic Trust Company (the "trustee"), except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the plan trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the plan trustee as of December 31, 2018 and for the period from February 1, 2018 to December 31, 2018, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedules

The supplemental schedule of schedule of assets (held at end of year) as of December 31, 2018, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

Shannon Fender Hess & Poparad LLP

Orlando, Florida
October 15, 2019

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018

ASSETS

INVESTMENTS, at fair value	\$ 691,954
NOTES RECEIVABLE FROM PARTICIPANTS	<u>5,112</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 697,066</u></u>

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

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2018

INVESTMENT ACTIVITY	
Net depreciation in fair value of investments	\$ (79,922)
Interest and dividend income	19,613
	<hr/>
TOTAL INVESTMENT ACTIVITY	(60,309)
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	
	325
CONTRIBUTIONS	
Participants	135,694
Employer	58,767
Rollovers	4,748
	<hr/>
TOTAL CONTRIBUTIONS	199,209
	<hr/>
TOTAL ACTIVITY	139,225
DEDUCTIONS	
Benefit paid to participants	17,309
Administrative expenses	4,584
	<hr/>
TOTAL DEDUCTIONS	21,893
	<hr/>
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	117,332
TRANSFER OF PLAN ASSETS (NOTE 1)	
	579,734
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	
	<hr/> -
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<hr/> \$ 697,066 <hr/>

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

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Odyssey Charter School, Inc. 401(k) Profit Sharing Plan and Trust (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. The Plan is a defined contribution plan covering all employees (as defined by the Plan) of Odyssey Charter School, Inc. (the “Company” or “Employer”) that have obtained the age of 21 and have completed at least one year of service (as defined by the Plan). The Plan was established in January 2010 and most recently amended and restated January 1, 2018 (see background below).

Background

Prior to 2018, the Plan assets were comingled and invested as part of a multiemployer prototype plan with the Plan Sponsor’s former professional employer organization. On December 29, 2017, Participants were notified of a change in the Plan’s service provider. The notification included disclosure of a “black out period”, where participants would be unable to access their plan account balance information or actual plan assets. The notice also provided projected dates of availability and information on how to resume access. On or about December 31, 2017, the plan assets were placed into a custodial escrow holding account until which time legal plan documents and third-party administration agreements were executed and new accounts were created. The Plan’s assets were transferred to Mid Atlantic Trust Company (“MATC”), the Plan’s Trustee on March 8, 2018; while 2018 contributions began posting on February 15, 2018.

Contributions

Subject to certain limitations, under the Internal Revenue Code (“IRC”) Section 401(k), participants may contribute up to 92% of their annual compensation, subject to 2018 annual limits of \$18,500 and an additional \$6,000 for catch-up contributions for participants that are age 50 or older. Participants may also rollover amounts representing distributions from other qualified retirement plans. Participants may also contribute amounts representing distributions from other qualified retirement plans. The Employer will make a matching contribution equal to 100% of each Participant's elective deferrals not exceeding 3% of the Participant’s compensation.

Participant Accounts

Plan participants are offered a choice of various investment options and allowed to change their investment options daily. Each participant’s account is credited and/or reduced by the participant’s elective deferral contributions and distributions, the Company’s contributions, and an allocation of the Plan’s investment earnings/losses and investment fees and any administrative expenses paid out of the Plan. Allocations are based on participant earnings or account balances, as defined in the Plan.

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Investment Options

The participants direct the investment of their account balance and may select from various investment options maintained by the Plan trustee. Participants may change their investment option selections on any business day, as defined by the Plan.

Forfeited Accounts

Forfeitures occur when a participant terminates employment and has not fully vested in a portion of the Company's contribution amounts. Forfeitures are used to first reduce the Plan's administrative expenses. As of December 31, 2018, there were no forfeited non-vested account balances. The Company used forfeitures of \$2,550 to reduce Plan expenses for the Plan year ended December 31, 2018.

Vesting

Participants are immediately vested in their elective contributions, as well as any rollover contributions, plus or minus actual earnings or losses thereon. Vesting in the remainder of their account (employer contributions) is based on years of credited service (as defined by the Plans) as follows:

<u>Completed Years of Service</u>	<u>Percent Vested</u>
One	0%
Two	20%
Three	40%
Four	60%
Five	80%
Six	100%

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% of their vested account balances. A participant may not have more than one outstanding note at any time. The notes are secured by the balance in the participant's account and bear interest at a rate that is consistent with the current market upon issuance. The maximum note repayment period is five years, unless the note is for the purchase of a primary residence in which case the repayment schedule may be for a term in excess of five years.

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

NOTE 1 - DESCRIPTION OF PLAN (*Continued*)

Payment of Benefits

Upon termination of employment by reason other than disability or death, a participant is entitled to their entire account balance, which includes all of the vested Employer's contributions allocated to the participant's account and all gains or losses attributable thereto. If a participant terminates employment due to disability or death, the participant becomes fully vested and is entitled to their entire account balance as described above. Terminated participants may elect to receive a distribution of their vested benefits in a lump sum or in installments to satisfy required minimum distribution rules under the Plan. Participants should refer to the Plan document for a full description of the distribution methods offered by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed in the preparation of these financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America.

Basis of Presentation

The financial statements of the Plan are prepared under the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect certain reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Notes Receivable from Participants

Principal and interest payments with respect to the notes are credited solely to the account of the borrowing participant from which the note was made. Participant notes receivable are measured at their unpaid principal balances plus any accrued interest, which approximates fair value. Delinquent notes are reclassified as distributions based upon the terms of the Plan document.

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*Continued*)

Investment Valuation and Income Recognition

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

Plan Expenses

Certain expenses incurred in the administration of the Plan are paid by the Plan sponsor. Expenses such as loan processing and investment transaction fees are charged directly to the participant's account. For the year ended December 31, 2018, administrative expenses incurred by the Plan were \$4,584.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

In preparing the financial statements, the Company has evaluated events and transactions for potential recognition through October 15, 2019, the date the financial statements were available to be issued.

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The Plan contracted with MATC to manage and invest the assets of the Plan and maintain participant account records. Participants can direct which account (s) their contributions are to be invested in and may change investment vehicles at any time.

The investment information included in the accompanying financial statements has been certified by MATC as complete and accurate. Incorporation of this financial information in the accompanying financial statements and supplemental schedule is based solely on that certification.

The accompanying financial statements and supplemental schedule include \$691,954 of mutual funds, at fair value. This unaudited information was obtained from data prepared and certified as complete and accurate by the Plan trustee as of December 31, 2018.

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN TRUSTEE (*Continued*)

For the year ended December 31, 2018 (specifically, for the active period from February 1, 2018 to December 31, 2018), the following unaudited information is presented herein which was obtained from data prepared and certified as complete and accurate by the Plan trustee:

Net depreciation in fair value of investments	\$	(79,922)
Interest and dividend income, mutual funds		19,613

NOTE 4 - FAIR VALUE MEASUREMENTS

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

The three levels of the fair value hierarchy under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, are described as follows:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

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

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

Mutual Funds: The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Mutual funds of \$691,954 have been shown are deemed to be Level 1 investments and are measured at fair value on a recurring basis

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

NOTE 6 - TAX STATUS

The Plan adopted a volume submitter plan which has received an opinion letter from the Internal Revenue Service dated April 10, 2014, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has not requested a determination letter from the Internal Revenue Service ("IRS") stating that the Plan is qualified under Section 401(a) of the IRC. The Plan administrator believes that the adopted and amended Plan continues to qualify and will remain exempt from federal income taxes under Section 401(a). As of December 31, 2018, with certain exceptions, the Plan is no longer subject to income tax examinations by U.S. federal taxing authorities for any tax years before 2015.

NOTE 7 - PLAN TERMINATION

The Plan Sponsor intends to continue the Plan indefinitely for the benefit of its employees, but reserves the right to modify, amend, or terminate the Plan at any time by resolution of its Board of Directors. In the event of termination of the Plan, all amounts credited to participants' accounts shall be 100 percent vested and non-forfeitable. All participants shall receive a total distribution of their accounts as described in the Plan.

NOTE 8 - RISKS AND UNCERTAINTIES

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

NOTE 9 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the Employer, and certain others. The Plan holds investments managed by MATC, the Plan trustee, which qualify as party-in-interest investments. The Plan's payments of trustee fees to MATC and audit fees qualify as party-in-interest transactions. Notes receivable from participants also reflect party-in-interest transactions.

SUPPLEMENTAL SCHEDULE

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST

FORM 5500 - SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN: 59-3579304

DECEMBER 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Mutual Funds:			
	Vanguard	Vanguard Target Retirement 2050 Fund	**	\$ 148,507
	Vanguard	Vanguard Target Retirement 2040 Fund	**	135,158
	Vanguard	Vanguard Target Retirement 2030 Fund	**	92,544
	Vanguard	Vanguard Target Retirement 2035 Fund	**	80,597
	Vanguard	Vanguard Target Retirement 2045 Fund	**	73,174
	Vanguard	Vanguard Target Retirement 2025 Fund	**	60,723
	Vanguard	Vanguard Target Retirement 2020 Fund	**	20,707
	Vanguard	Vanguard Energy Fund Admiral Shares	**	9,760
	American	American Funds New Prospective R5 Funds	**	9,024
	Vanguard	Vanguard Equity Income Fund Admiral Shares	**	9,009
	Vanguard	Vanguard Target Retirement 2055 Fund	**	8,221
	Vanguard	Vanguard Mid-Cap Index Fund Admiral Shares	**	6,507
	Vanguard	Vanguard Target Retirement 2015 Fund	**	5,568
	Vanguard	Vanguard Growth Index Fund Admiral Shares	**	4,637
	Vanguard	Vanguard Target Retirement Income Fund	**	3,813
	Vanguard	Vanguard Federal Reserve Money Market Fund	**	3,573
	Vanguard	Vanguard Lifestyle Growth Fund	**	2,889
	Dimensional	DFA Emerging Markets I Fund	**	2,402
	Vanguard	Vanguard Inflation-Protected Securities Fund Admiral Shares	**	2,141
	Metropolitan	Metropolitan West Total Return Bond I Fund	**	2,051
	Franklin Templeton	Templeton Gobal Bond Advantage Fund	**	2,038
	Vanguard	Vanguard Target Retirement 2060 Fund	**	1,495
	Deleware	Delaware Small Cap Value Insitutional Fund	**	1,313
	Vanguard	Vanguard Information Technology Fund Admiral Shares	**	1,293
	Vanguard	Vanguard Balanced Index Fund Admiral Shares	**	1,056
	Vanguard	Vanguard Health Care Fund Admiral Shares	**	1,021
	BlackRock	Black Rock High Yield Bond K Funds	**	793
	Vanguard	Vanguard 500 Index Fund Admiral Shares	**	554
	Vanguard	Vanguard Mid-Cap Index Growth Fund Admiral Shares	**	357
	Vanguard	Vanguard Short-Term Investment-Grade Fund Admiral Shares	**	344
	Vanguard	Vanguard Small Cap Index Fund Admiral Shares	**	275
	Dimensional	DFA Intermediate Government Fixed-Income I Fund	**	162
	Vanguard	Vanguard Materials Index Fund Admiral Shares	**	123
	Vanguard	Vanguard Global Capital Cycle I Fund	**	27
	Dimensional	DFA Global Allocation 60/40 Portfolio I Fund	**	20
	Dimensional	DFA Global Real Estate Securities Portfolio Fund	**	12
	Davis	Davis Financial Y Fund	**	11
	Dimensional	DFA Internations Core Equity I Fund	**	11
	Dimensional	DFA Large Cap International I Fund	**	11
	Vanguard	Vanguard Industrial Index Fund Admiral Shares	**	11
	Vanguard	Vanguard International Growth Fund Admiral Shares	**	11
	Vanguard	Vanguard Mid-Cap Value Index Fund Admiral Shares	**	11
				<u>\$ 691,954</u>
***	0	Interest rates ranging from 5.00% to 6.25% with maturities through December 2023		<u>\$ 5,112</u>

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

** Cost information not required for participant-directed investments.

*** The accompanying financial statements classify participant loans as notes receivable from participants; party-in-interest.

See Independent Auditor's Report.

SUPPLEMENTAL SCHEDULE

ODYSSEY CHARTER SCHOOL, INC. 401(k) PROFIT SHARING PLAN AND TRUST

FORM 5500 - SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN: 59-3579304

DECEMBER 31, 2018

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Mutual Funds:			
	Vanguard	Vanguard Target Retirement 2050 Fund	**	\$ 148,507
	Vanguard	Vanguard Target Retirement 2040 Fund	**	135,158
	Vanguard	Vanguard Target Retirement 2030 Fund	**	92,544
	Vanguard	Vanguard Target Retirement 2035 Fund	**	80,597
	Vanguard	Vanguard Target Retirement 2045 Fund	**	73,174
	Vanguard	Vanguard Target Retirement 2025 Fund	**	60,723
	Vanguard	Vanguard Target Retirement 2020 Fund	**	20,707
	Vanguard	Vanguard Energy Fund Admiral Shares	**	9,760
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	Vanguard	Vanguard Growth Index Fund Admiral Shares	**	4,637
	Vanguard	Vanguard Target Retirement Income Fund	**	3,813
	Vanguard	Vanguard Federal Reserve Money Market Fund	**	3,573
	Vanguard	Vanguard Lifestyle Growth Fund	**	2,889
	Dimensional	DFA Emerging Markets I Fund	**	2,402
	Vanguard	Vanguard Inflation-Protected Securities Fund Admiral Shares	**	2,141
	Metropolitan	Metropolitan West Total Return Bond I Fund	**	2,051
	Franklin Templeton	Templeton Gobl Bond Advantage Fund	**	2,038
	Vanguard	Vanguard Target Retirement 2060 Fund	**	1,495
	Deleware	Delaware Small Cap Value Insitutional Fund	**	1,313
	Vanguard	Vanguard Information Technology Fund Admiral Shares	**	1,293
	Vanguard	Vanguard Balanced Index Fund Admiral Shares	**	1,056
	Vanguard	Vanguard Health Care Fund Admiral Shares	**	1,021
	BlackRock	Black Rock High Yield Bond K Funds	**	793
	Vanguard	Vanguard 500 Index Fund Admiral Shares	**	554
	Vanguard	Vanguard Mid-Cap Index Growth Fund Admiral Shares	**	357
	Vanguard	Vanguard Short-Term Investment-Grade Fund Admiral Shares	**	344
	Vanguard	Vanguard Small Cap Index Fund Admiral Shares	**	275
	Dimensional	DFA Intermediate Government Fixed-Income I Fund	**	162
	Vanguard	Vanguard Materials Index Fund Admiral Shares	**	123
	Vanguard	Vanguard Global Capital Cycle I Fund	**	27
	Dimensional	DFA Global Allocation 60/40 Portfolio I Fund	**	20
	Dimensional	DFA Global Real Estate Securities Portfolio Fund	**	12
	Davis	Davis Financial Y Fund	**	11
	Dimensional	DFA Internations Core Equity I Fund	**	11
	Dimensional	DFA Large Cap International I Fund	**	11
	Vanguard	Vanguard Industrial Index Fund Admiral Shares	**	11
	Vanguard	Vanguard International Growth Fund Admiral Shares	**	11
	Vanguard	Vanguard Mid-Cap Value Index Fund Admiral Shares	**	11
				<u>\$ 691,954</u>
***	0	Interest rates ranging from 5.00% to 6.25% with maturities through December 2023		<u>\$ 5,112</u>

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

** Cost information not required for participant-directed investments.

*** The accompanying financial statements classify participant loans as notes receivable from participants; party-in-interest.

See Independent Auditor's Report.