

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>TLC RETIREMENT SAVINGS PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>333</u>
		1c	Effective date of plan <u>01/01/1999</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>TRANSPORT LABOR CONTRACT/ LEASING, INC.</u> <u>6160 SUMMIT DRIVE SUITE 500</u> <u>BROOKLYN CENTER, MN 55430</u>	2b	Employer Identification Number (EIN) <u>45-0391154</u>
		2c	Plan Sponsor's telephone number <u>763-585-7061</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.	10/16/2019	MONIQUE PARENT
	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 4439
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) 4090 6a(2) 3857 6b 0 6c 437 6d 4294 6e 0 6f 4294 6g 1419 6h 27
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 b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan TLC RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 TRANSPORT LABOR CONTRACT/ LEASING, INC.	D Employer Identification Number (EIN) 45-0391154	

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	277250	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SLAVIC MUTUAL FUND MANAGEMENT CORP

59-2749576

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	PORTFOLIO MGMT	45008	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CARLSON ADVISORS, LLP

41-1504933

(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?
10	AUDITOR	15980	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 TLC RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 TRANSPORT LABOR CONTRACT/ LEASING, INC.	D Employer Identification Number (EIN) 45-0391154	

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)	107656	111708
(2) Participant contributions	1b(2)	68043	86840
(3) Other.....	1b(3)	6359	7134
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)	597794	710661
(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)	39691968	40422642
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	40471820	41338985

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	40471820	41338985
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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)	1077589	
(B) Participants	2a(1)(B)	3554202	
(C) Others (including rollovers)	2a(1)(C)	1083808	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5715599
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)	30265	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		30265
(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)	1625255	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1625255
(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)		-3739354
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		3631765

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2649153	
(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)		2649153
f Corrective distributions (see instructions)	2f		76522
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	15980	
(2) Contract administrator fees.....	2i(2)	277250	
(3) Investment advisory and management fees.....	2i(3)	45008	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		338238
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3063913

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		567852
l Transfers of assets:			
(1) To this plan.....	2l(1)		490410
(2) From this plan.....	2l(2)		191097

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: CARLSON ADVISORS, LLP

(2) EIN: 41-1504933

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	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)
PEOPLEASE, LLC/PLC SERVICES, LLC 401(K) PLAN	57-0993401	001
TRION SOLUTIONS, INC 401(K) PROFIT SHARING	46-1334892	001
TRICO HOLDING, LLC DBA THE TURNER AGENCY RETIREMENT SAVINGS	46-0891255	002

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>TLC RETIREMENT SAVINGS 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>TRANSPORT LABOR CONTRACT/ LEASING, INC.</u>	D Employer Identification Number (EIN) <u>45-0391154</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>27-3169253</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):

**TLC
RETIREMENT SAVINGS PLAN
FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT
DECEMBER 31, 2018 AND 2017**



Certified Public Accountants Business Consultants

TABLE OF CONTENTS

	PAGE
INDEPENDENT AUDITOR'S REPORT	1 – 2
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS	3
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS	4
NOTES TO FINANCIAL STATEMENTS	5 – 12
SUPPLEMENTARY INFORMATION	
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)	13



INDEPENDENT AUDITOR'S REPORT

Trustees
TLC RETIREMENT SAVINGS PLAN
6160 Summit Drive, Suite 500
Brooklyn Center, MN 55430

Trustees:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of TLC Retirement Savings 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Mid Atlantic Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2018 and 2017 and for the years then ended that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The Supplemental Schedule of Assets (Held at Year End) as of December 31, 2018, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on 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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Respectfully submitted,

A handwritten signature in black ink that reads "LB Carlson, LLP". The signature is written in a cursive, flowing style.

LB CARLSON, LLP
Minneapolis, Minnesota

October 1, 2019

TLC RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	December 31,	
	2018	2017
ASSETS		
Investments, at Fair Value:		
Mutual Funds	\$ 40,422,639	\$ 39,691,969
Notes Receivable from Participants	710,662	597,795
Employees' Contributions Receivable	93,975	74,400
Employers' Matching Contributions Receivable	25,557	20,130
Employers' Profit Sharing Contributions Receivable	86,152	87,526
Total Assets	41,338,985	40,471,820
LIABILITIES		
Excess Employee Contributions Payable	61,279	76,522
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 41,277,706</u></u>	<u><u>\$ 40,395,298</u></u>

See accompanying Notes to Financial Statements

TLC RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2018

ADDITIONS TO PLAN ASSETS

Investment Income (Loss):	
Net Depreciation in Fair Value of Investments	\$ (3,739,350)
Dividends and Interest on Investments	<u>1,625,255</u>
Total Investment Loss	<u>(2,114,095)</u>
Interest Income From Notes Receivable from Participants	<u>30,265</u>
Contributions:	
Employee Wage Deferrals	3,569,441
Employer	1,077,589
Employee Rollovers	<u>1,083,808</u>
Total Contributions	<u>5,730,838</u>
Net Additions	<u>3,647,008</u>

DEDUCTIONS FROM PLAN ASSETS

Benefits Paid to Plan Participants	2,725,675
Administrative Fees	<u>338,238</u>
Total Deductions	<u>3,063,913</u>

NET INCREASE 583,095

NET ASSETS AVAILABLE FOR BENEFITS – BEGINNING OF YEAR 40,395,298

TRANSFERS FROM (TO) OTHER PLANS (Note 8)

Transfers From Other Plans	490,410
Transfers To Other Plans	<u>(191,097)</u>
Net Transfers From Other Plans	<u>299,313</u>

NET ASSETS AVAILABLE FOR BENEFITS – END OF YEAR \$ 41,277,706

See accompanying Notes to Financial Statements

**TLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 1 DESCRIPTION OF PLAN

The following description of the TLC Retirement Savings Plan (the Plan) is intended to provide general information only. Participants should refer to the Plan Agreement and Summary Plan Description for a complete description of the Plan's provisions.

General

The Plan is a multiple employer 401(k) profit sharing defined contribution plan covering substantially all employees of Transport Labor Contract/Leasing, Inc. and Subsidiaries (the plan sponsor and administrator). The Plan was established on January 1, 1999, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and all requirements of Section 401(a) and 401(k) of the Internal Revenue Code.

The plan sponsor is a professional employer organization. As such, the plan sponsor leases its employees to customers/clients. In accordance with industry practice, the plan sponsor covers its employees with 401(k) benefits. To reflect the co-employment relationship between Transport Labor/Contract Leasing, Inc., its adopting affiliates, the other employers/clients, and the employees, the Plan has been organized to qualify as a "multiple employer" plan as described in Section 413(c) of the Internal Revenue Code.

Eligibility

Each employee meeting minimum eligibility requirements is eligible to participate and can become a participant on the first day of the month coinciding with or next following their attainment of age 21. Each adopting employer/client of the multiple employer 401(k) plan can adopt their own eligibility requirements.

Employee Wage Deferrals and Employer Matching

Participants may elect to contribute a percent or amount of their compensation to the Plan via wage deferrals subject to a calendar year dollar limit determined annually by the Internal Revenue Service (IRS). Participants may make two types of contributions to the Plan – a regular 401(k) deferral or a Roth 401(k) deferral.

The Plan also provides for discretionary employer matching contributions. The employer matching contribution percentage is determined individually by each adopting employer/client in the multiple employer plan. Discretionary matching allows each employer to specify the percentage or dollar amount to match.

Employee Rollover Contributions

The Plan provides for participants and nonparticipants to roll over contributions from other qualified plans.

TLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018

NOTE 1 DESCRIPTION OF PLAN – Continued

Profit Sharing Contributions

Employer profit sharing contributions are discretionary and are determined annually by the adopting employer/client. Eligible employees, whether participating or not, receive an allocated share of the contributions if the employee has not been terminated for any reason other than death or disability at the end of the Plan year. The Plan also allows for employer safe harbor contribution alternatives relative to participation and contribution limits of highly compensated employees. Contributions to the Plan are funded within the time prescribed by law.

Participant Accounts

Each participant's account is credited with an amount equal to their wage deferral. In addition, each participant's account is credited with an allocation of their employer's matching and profit sharing contributions, if any, plan earnings (losses), and charged with plan withdrawals during the year. Forfeitures of nonvested terminated participants shall be used to reduce the employer's contribution during the Plan year and to pay for certain plan expenses. The allocation of the employer's matching contribution, if any, is based on a percentage of each participant's elected wage deferral up to a maximum percentage of gross compensation deferred by the employee. For most clients, any profit sharing contribution is allocated to participants employed on the last day of the Plan year based on a ratio of each participant's compensation to all participants' compensation within that employer's Plan. Allocation of plan earnings (losses) is based on the share of each participant's account to the total of all participants' accounts.

Vesting

Participants are immediately 100% vested in their wage deferrals and earnings on these deferrals. The employer/client of the Plan sponsor can elect from the following three vesting options for employer's contributions:

1. Immediate vesting option – employee is fully vested at all times in any discretionary employer contributions made to the Plan.
2. Six-year vesting option – vesting occurs according to the following schedule:

<u>Years of Service</u>	<u>Vested %</u>
Less Than Two Years	0%
Two Years	20%
Three Years	40%
Four Years	60%
Five Years	80%
Six or More Years	100%

3. Three-year cliff vesting option – vesting occurs according to the following schedule:

<u>Years of Service</u>	<u>Vested %</u>
Less Than Three Years	0%
Three Years or More	100%

**TLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 1 DESCRIPTION OF PLAN – Continued

Participant Loans

Participant loans are permitted in accordance with the Plan's written loan policy. Loans may not exceed 50% of the participant's vested account balance and the maximum aggregate dollar amount of loans outstanding may not exceed \$50,000 for any participant. Participants are entitled to only one loan outstanding at any given time. Loans bear interest at a reasonable rate. Payments are made through payroll deductions over the loan term, not to exceed five years. Home loans are an exception where terms are not to exceed 15 years.

Payment of Benefits

Upon termination of employment, participants are entitled to receive an amount equal to their vested account balance, determined as of the valuation date. The participants may elect to receive their benefits in a lump sum payment or defer some or all of the distribution within the provisions set forth in the Plan document.

Administration

Transport Labor/Contract Leasing, Inc. is the plan administrator for the Plan. MidAtlantic Trust Company, trustee and custodian of the Plan's investment accounts, pays the distributions and retirement benefits at the direction of the plan administrator, and provides custodial and investment management services with respect to the net assets of the Plan. Slavic Integrated Administration maintains the individual participant account records, advises the plan administrator of compliance with ERISA, is the investment advisor to the Plan, and handles other matters related to the operation of the Plan.

Forfeited Accounts

At December 31, 2018 and 2017, there were forfeited nonvested accounts totaling \$38,304 and \$59,206, respectfully. The forfeitures will be used to pay for plan expenses or reduce future employer contributions. During 2018, the Plan used \$50,191 of forfeitures to reduce employer contributions and \$15,979 to pay plan audit fees.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

The financial statements and related notes are intended to conform with The Department of Labor's rules of Section 2520.103-8 and regulations for reporting and disclosures under The Employee Retirement Income Security Act of 1974. All information required to comply with these laws has been included herein and is in conformity with those laws.

**TLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion on fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis, net of broker's commissions and investment fees. The realized gain or loss on sales of investments is determined based on the average cost of investments sold and are included with unrealized appreciation or depreciation of those investments in net depreciation in fair value of investments on the Statement of Changes in Net Assets Available for Benefits. Dividend income is recorded on the ex-dividend date. Interest is recorded as earned.

Notes Receivable from Participants

Participant Loans Receivable are valued at their unpaid principal balance, plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative fees and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

The Plan is sponsored by Transport Labor/Contract Leasing, Inc. Personnel within the sponsor's organization perform various administrative services for the Plan. The payroll and related overhead costs associated with these services are not included as plan expenses. Administrative fees are shared by the Plan and the Plan sponsor. Administrative fees paid by the Plan are recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as deductions from Plan assets.

Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative fees. Investment related expenses are included in net depreciation in fair value of investments.

**TLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

Subsequent Events

Management has evaluated subsequent events, for transactions and events that would require recognition in the financial statements or disclosures, through October 1, 2019, which is the date the financial statements were available to be issued.

NOTE 3 INFORMATION CERTIFIED BY THE PLAN INVESTMENT CUSTODIAN (UNAUDITED)

In accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan has received certification from the custodian as to the accuracy and completeness of certain plan financial information. The Independent Auditors have not audited the following information contained in the financial statements and supplemental schedule to the financial statements as it has been certified by the custodian for the applicable periods:

- Investment balances
- Interest and dividend income
- Net Depreciation in Fair Value of Investments
- Supplemental Schedule of Assets (Held at End of Year) – December 31, 2018
- Notes Receivable from participants and interest income

NOTE 4 FAIR VALUE MEASUREMENTS

The Fair Value Measurements topic of the FASB Accounting Standards Codification establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: ◆ Quoted prices for similar assets or liabilities in active markets; ◆ Quoted prices for identical or similar assets or liabilities in inactive markets; ◆ Inputs other than quoted prices that are observable for the asset or liability; ◆ Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

**TLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 4 FAIR VALUE MEASUREMENTS – Continued

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: Consists of mutual funds valued at the net asset value (NAV) of shares held by the Plan at year end. All fixed income and equity mutual fund investments of the Plan are publicly registered and traded on national securities exchanges, and are therefore valued based on quoted market prices.

The preceding method described may produce a fair value calculation 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 following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2018 and 2017:

Assets at Fair Value as of December 31, 2018				
	Level 1	Level 2	Level 3	Total
Mutual Funds	<u>\$ 40,422,643</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 40,422,643</u>
Assets at Fair Value as of December 31, 2017				
	Level 1	Level 2	Level 3	Total
Mutual Funds	<u>\$ 39,691,969</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 39,691,969</u>

NOTE 5 EXCESS EMPLOYEE CONTRIBUTIONS PAYABLE

Certain employers in the Plan failed the discrimination test for the years ended December 31, 2018 and 2017. Excess contributions amounting to \$61,279 and \$76,522 were recorded as a liability in the accompanying statements of net assets available for benefits and as a reduction of participant-directed contributions for the years ended December 31, 2018 and 2017, respectively. The Plan reimbursed these excess contributions to its participants during 2019 and 2018.

NOTE 6 PARTY-IN-INTEREST TRANSACTIONS

Plan Trustee and Custodian

The Custodian is not precluded under contract provisions or by ERISA from executing investment transactions involving assets under the custodian's control. All investment activity and related investment income of the Plan is with the custodian.

Third Party Administrator and Investment Advisor

Slavic Integrated Administration maintained individual participant account records (see Note 1) as well as provided investment advisory services and received fees of \$322,258 in 2018. These transactions qualify as party-in-interest transactions.

**TLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 6 PARTY-IN-INTEREST TRANSACTIONS – Continued

Contract Administration

Historically, Transport Labor Contract/Leasing, Inc. collected fees from clients related to services rendered. In 2018, there were no contract administration fees collected. These transactions qualified as party-in-interest transactions.

Plan Audit Fees

Fees paid out of the Plan for audit fees during 2018 were \$15,980 to the Plan's auditor, LB Carlson, LLP. These transactions qualify as party-in-interest transactions.

NOTE 7 PLAN TERMINATION

The Plan sponsor has the right to discontinue its contributions or terminate the Plan at any time subject to the provisions of ERISA. All unallocated amounts shall be allocated to the accounts of all participants in accordance with the provisions of the Plan document.

Upon such termination, the Plan sponsor will either completely distribute all assets in the trust fund to the participants or continue the trust and distribute benefits in such a manner as though the Plan had not been terminated.

NOTE 8 ASSET TRANSFERS FROM AND TO OTHER PLANS

During 2018, one customer with an existing plan transferred assets totaling \$467,385 to the Plan. Other miscellaneous transfers to the Plan consisted of \$23,025. One customer transferred assets totaling \$185,806 out of the Plan. Other miscellaneous transfers out of the Plan consisted of \$5,291.

NOTE 9 TAX STATUS

The Internal Revenue Service has issued a favorable determination for the TLC Retirement Savings Plan. Subsequent to this determination letter by the Internal Revenue Service, the Plan was restated and amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as restated and amended, is qualified and the related trust is tax exempt.

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

**TLC RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018**

NOTE 10 RISKS AND UNCERTAINTIES

The Plan invests in various securities including U.S. Government securities, corporate debt securities, and equities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities could occur in the near term and that such changes could materially affect the value of investments.

NOTE 11 RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

	December 31,	
	2018	2017
Net Assets Available for Benefits per the Financial Statements	\$ 41,277,706	\$ 40,395,298
Add: Excess Contributions Payable	61,279	76,522
Net Assets Available for Benefits per Schedule H of Form 5500	<u>\$ 41,338,985</u>	<u>\$ 40,471,820</u>

Following is a reconciliation of net increase in net assets available for benefits for the year ended December 31, 2018 per the financial statement to Schedule H of Form 5500:

Net Increase in Net Assets Available for Benefits	
per the Financial Statements	\$ 583,095
Excess Contributions Payable at December 31, 2017	(76,522)
Excess Contributions Payable at December 31, 2018	61,279
Net Increase in Net Assets Available for Benefits per Form 5500	<u>\$ 567,852</u>

TLC RETIREMENT SAVINGS PLAN
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018
EIN: 45-0391154
Plan Number: 333
Schedule H, Line 4i

(a)	(b) Identity	(c) Description of Investment	(d) Cost	(e) Current Value
	Vanguard	Total Stock Market Index Admiral	**	\$ 8,260,933
	Dodge & Cox	Stock Fund	**	3,131,169
	Vanguard	Short-Term Federal Admiral	**	5,327,263
	T. Rowe Price	Growth Stock	**	3,336,355
	Vanguard	Federal Money Market	**	3,224,756
	JPMorgan	Core Plus Bond Fund R6	**	1,287,236
	Vanguard	Small Cap Growth Index	**	1,302,120
	American Funds	New Perspective R6	**	1,216,901
	American Funds	EuroPacific R6	**	1,390,686
	Vanguard	Information Technology Index Admiral	**	934,642
	Vanguard	Total Bond Market Index Admiral	**	748,487
	Vanguard	Mid Cap Index Admiral	**	632,334
	DFA	US Targeted Port	**	725,235
	Fidelity	Spartan 500 Index Adv	**	813,243
	Vanguard	Money Market Prime	**	531,865
	Vanguard	REIT Index Admiral	**	392,985
	Fidelity	Treasury Only Money Market	**	425,272
	Columbia Funds	Acorn Fund Z	**	603,980
	Vanguard	Industrial Index Admiral	**	715,631
	Dodge & Cox	International Stock	**	493,938
	Vanguard	Intermediate-Term Bond Index	**	485,461
	Vanguard	Target Retirement 2020	**	538,203
	DFA	Emerging Markets Core Equity	**	537,335
	Vanguard	Target Retirement 2025	**	144,199
	Fidelity	Advisor Materials I	**	296,538
	Vanguard	Equity Income Admiral	**	433,234
	Fidelity	Small Cap Index	**	204,027
	Wells Fargo	Precious Metals	**	209,973
	American Century	Mid Cap Value	**	229,551
	Vanguard	Inflation Protected Securities	**	115,082
	Vanguard	Energy Admiral	**	125,494
	T. Rowe Price	New Asia	**	209,263
	Vanguard	Short-Term Bond Index Admiral	**	147,056
	Franklin	Utilities R6	**	205,691
	Vanguard	Target Retirement 2035	**	121,552
	Vanguard	Target Retirement 2040	**	110,678
	Vanguard	Target Retirement 2030	**	187,958
	DFA	Int'l Small Company	**	157,043
	DFA	International Small Cap Value	**	261,286
	Vanguard	Target Retirement 2050	**	86,063
	Vanguard	Target Retirement 2045	**	34,618
	Vanguard	Target Retirement 2055	**	24,071
	Vanguard	Target Retirement 2065	**	13,967
	Vanguard	Treasury Money Market	**	14,142
	Dreyfus	100% Treasury Money Market	**	14,769
	Vanguard	Target Retirement Income	**	11,144
	Vanguard	Target Retirement 2060	**	8,102
	Vanguard	Target Retirement 2015	**	1,112
*	Notes Receivable	Due from January 2019 through November 2033		
	from Participants	Interest ranging from 4.25% to 6%		710,662
	Total			<u>\$ 41,133,305</u>

* Indicates a party-in-interest to the Plan.

** Column (d) cost information is not applicable for participant directed investments.

Note: The above data is based upon or developed from information certified as complete and accurate by the Custodian (MidAtlantic Trust Company).

See accompanying Independent Auditor's Report.

Multiple-Employer Plan Participating Employer Information

TLC RETIREMENT SAVINGS PLAN		PLAN # 333	EIN #: 45-0391154
(a) Name of participating employer	(b) EIN	(c) Percent of Total Contributions	
Action Expediting Inc.	58-2148615	0.42%	
Action Logistics Group	82-3564184	0.05%	
AI Hicks Agency	76-0606653	0.02%	
Aldo Insurance Agency	06-1572958	0.10%	
ALG Leasing	20-3901270	2.17%	
Alpha and Omega Trans, Inc.	56-2187092	0.29%	
Anchor Insurance Services	01-0851589	0.37%	
Bandy Transport Co.	58-1751207	0.37%	
Barlow Truck Lines, Inc.	43-1156543	1.30%	
Bennett Trucking, Inc.	41-1368548	0.07%	
Bolton Insurance	03-8302385	0.05%	
Brenny Specialized, Inc.	41-1870443	2.35%	
Bryan Ripellino	16-1589361	0.10%	
CARDENAS TRUCKING INC	36-4228195	0.28%	
CDJ Bulk Express, Inc	57-0914271	0.33%	
Central Illinois Transportation, Inc.	36-3794197	3.10%	
Chuck Bradley Trucking, LLC	47-4114880	0.07%	
Clayton Trucking, LLC	35-2087852	0.10%	
Cypress Truck Lines, INC/Sunbelt Transport LLC	59-2063224	20.17%	
Dans Diesel Inc./Dans Towing Inc.	45-4954211	0.14%	
Dash Courier Service, LLC	56-2136319	1.97%	
Davis Transfer Co.	58-0865134	1.79%	
Daws, Inc.	47-0780473	3.28%	
Demar Logistics, Inc.	36-3467406	1.30%	
Denny Kinkad	23-3041927	0.44%	
Drake Enterprises of Lincoln NC	20-3651379	0.24%	
Freedom Trans USA	26-2931472	0.00%	
Gallano Trucking, Inc.	36-4269446	1.65%	
George Martland	03-7365566	0.08%	
Googe Equipment	65-0056831	0.33%	
High Country Transportation, Inc.	84-1526687	0.38%	
Hodges Trucking	58-2213417	0.10%	
Howard Levy	13-2480300	0.15%	
HQ Marine Transport, Inc.	27-3752811	1.33%	
Innovative Management Services, Inc./Innovative Automotive S	20-4392656	0.27%	
Interstate Towing Inc.	65-0486005	1.16%	
J.L. Rothrock Inc.	56-0769122	0.72%	
Jack Ruane Allstate Agency	17-5522110	0.09%	
JAZ Express LLC	16-1650560	0.10%	
JKC Trucking Inc./Summit Cold Storage	36-3361483	6.51%	
John Lepore Ins Agency, Inc.	11-3474361	1.68%	
Justus Truck Lines, Inc.	56-1271265	0.26%	
KCM Trucking	14-1960044	0.07%	
Kerns Trucking, Inc.	56-0948894	3.06%	
Lake Valley Trucking, Inc.	41-1480016	0.21%	
Luco Cartage/ IC Logistics	38-2207392	0.01%	
Martin Cartage	36-3663875	0.01%	
MDR Transport Inc	46-2114510	0.48%	
Metro Freight, Inc.	36-3996694	1.25%	
MISL Transport Inc.	36-3604385	0.87%	
Murray Ins. Inc.	82-0532890	0.02%	
NPL Dedicated LLC	90-0925959	0.27%	
NPS Express, Inc	46-4573001	0.21%	
RML Transport, LLC	56-2424324	0.68%	
Rogers Trucking, Inc.	61-0863441	1.02%	
Roseberry Ins.Agcy., Inc.	58-2479027	0.28%	
Royce Campbell & Sons, LLC	20-1859173	0.38%	
S. McClain Stone	37-1466030	0.00%	
Scales Express, Inc.	58-2565554	0.36%	
Scordo Agency Inc.	11-3400656	2.38%	
Semper Fi Express	26-4124844	2.50%	

Multiple-Employer Plan Participating Employer Information

TLC RETIREMENT SAVINGS PLAN	PLAN # 333	EIN #: 45-0391154
(a) Name of participating employer	(b) EIN	(c) Percent of Total Contributions
Service First Logistics	56-1917076	0.51%
Severts of Columbia LLC	45-3797089	0.32%
SNL Trucking Inc.	45-3932076	1.31%
Southern Illinois Motor Express, Inc.	37-0896532	0.91%
Southlake Transport, Inc.	31-1736892	0.00%
Specialty Carriers, Inc.	22-3069527	0.40%
St. Paul Advisory, Inc.	41-1967345	5.29%
Steven Schneider Insurance Agency, Inc.	14-1954782	0.06%
Thomas F. Craven, Jr.	22-4217125	0.15%
Thurmond Insurance Agency	42-7131616	0.06%
TLC Companies	45-0391154	12.83%
Transportation Logistics Corp. Int. dba Wil-Trans	43-1912555	1.51%
Transportation Management Group	43-1912568	1.50%
Unlimited Truck & Auto LLC	26-3711075	0.37%
Vision Logistics Inc.	20-0910115	2.04%
Wilson Logistics PNW	43-1912570	2.69%
Zellmer Truck Lines, Inc.	36-2898442	0.29%

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

TLC RETIREMENT SAVINGS PLAN

PLAN # 333

EIN #: 45-0391154

(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 Century	ACMVX - American Century Mid Cap Value		229,551
	American Funds	RERGX - American Funds EuroPacifc R6		1,390,685
	American Funds	RNPGX - American Funds New Perspective R6		1,216,901
	Columbia	ACRNX - Columbia Acorn Fund Z		603,980
	DFA	DFCEX - DFA Emerging Markets Core Equity		537,335
	DFA	DFFVX - DFA US Targeted Value I		725,235
	DFA	DFISX - DFA Int'l Small Company		157,043
	DFA	DISVX - DFA International Small Cap Value Portfo		261,286
	Dodge & Cox	DODFX - Dodge & Cox International Stock		493,938
	Dodge & Cox	DODGX - Dodge & Cox Stock		3,131,168
	Dreyfus	GTFXX - Dreyfus 100% Treasury Money Market		14,769
	Fidelity	FAIDX - Fidelity Advisor Int'l Discovery A		-
	Fidelity	FDLXX - Fidelity Treasury Only Money Market		425,272
	Fidelity	FMFEX - Fidelity Advisor Materials I		296,538
	Fidelity	FSCRX - Fidelity Small Cap Discovery		-
	Fidelity	FSSNX - Fidelity Small Cap Index		204,027
	Fidelity	FUSVX - Fidelity 500 Index Premium		-
	Fidelity	FSSVX - Fidelity Small Cap Index Premium		-
	Fidelity	FXAIX - Fidelity 500 Index		813,243
	First Eagle	SGOVX - First Eagle SoGen Overseas Fund		-
	Franklin/Templeton	FUFRX - Franklin Utilities R6		205,691
	JPMorgan	JCPUX - JPMorgan Core Plus Bond Fund R6		1,287,236
	T Rowe Price	PRASX - T Rowe Price New Asia		209,263
	T Rowe Price	PRGFX - T Rowe Price Growth Stock		3,336,355
	Vanguard	VAIPX - Vanguard Inflation Protected Securities		115,082
	Vanguard	VBILX - Vanguard Intermediate-Term Bond Index Ad		485,461
	Vanguard	VBIRX - Vanguard Short-Term Bond Index Admiral		147,056
	Vanguard	VBTLX - Vanguard Total Bond Market Index Admiral		748,487
	Vanguard	VEIRX - Vanguard Equity Income Admiral		433,234
	Vanguard	VFFVX - Vanguard Target Retirement 2055		24,072
	Vanguard	VFIFX - Vanguard Target Retirement 2050		86,064
	Vanguard	VFORX - Vanguard Target Retirement 2040		110,678
	Vanguard	VGELX - Vanguard Energy Admiral		125,494
	Vanguard	VGSLX - Vanguard Real Estate Index Admiral		392,985
	Vanguard	VIMAX - Vanguard Mid Cap Index Admiral		632,334
	Vanguard	VINAX - Vanguard Industrial Index Admiral		715,631
	Vanguard	VITAX - Vanguard Information Technology Index Ad		934,642
	Vanguard	VLXVX - Vanguard Target Retirement 2065 Inv		13,967
	Vanguard	VMFXX - Vanguard Federal Money Market		3,224,756
	Vanguard	VMMXX - Vanguard Money Market Prime		531,864
	Vanguard	VSGAX - Vanguard Small Cap Growth Index Adm		1,302,120
	Vanguard	VSGBX - Vanguard Short-Term Fed		-
	Vanguard	VSGDX - Vanguard Short-Term Federal Admiral		5,327,263
	Vanguard	VTHRX - Vanguard Target Retirement 2030		187,958
	Vanguard	VTINX - Vanguard Target Retirement Income		11,144
	Vanguard	VTIVX - Vanguard Target Retirement 2045		34,618
	Vanguard	VTSEX - Vanguard Total Stock Market Index Admira		8,260,932
	Vanguard	VTTHX - Vanguard Target Retirement 2035		121,552
	Vanguard	VTTSX - Vanguard Target Retirement 2060		8,104
	Vanguard	VTTVX - Vanguard Target Retirement 2025		144,199
	Vanguard	VTWNX - Vanguard Target Retirement 2020		538,203
	Vanguard	VTXVX - Vanguard Target Retirement 2015		1,112
	Vanguard	VUSXX - Vanguard Treasury Money Market		14,142
	Wells Fargo	EKWAX - Wells Fargo Precious Metals		209,973
	Participant Loans	4.25% - 6%		710,661