

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	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>01/01/2019</u> and ending <u>03/06/2019</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	☐ a DFE (specify) ____	
B	This return/report is:	☐ the first return/report ☐ an amended return/report	☒ the final return/report ☒ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program	
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN II</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>01/01/2000</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>QUOTIENT SCIENCES-MIAMI, INC.</u> <u>3898 NW 7 STREET</u> <u>MIAMI, FL 33126</u>	2b	Employer Identification Number (EIN) <u>65-0576605</u>
		2c	Plan Sponsor's telephone number <u>305-649-6556</u>
		2d	Business code (see instructions) <u>541700</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.	12/27/2019	STUART HARRIS
	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 <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	5 104
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	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 0 6a(2) 0 6b 0 6c 0 6d 0 6e 0 6f 0 6g 0 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2K 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ 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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2019 and ending 03/06/2019

A Name of plan <u>QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN II</u>	B Three-digit plan number (PN) ►	<u>001</u>
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>QUOTIENT SCIENCES-MIAMI, INC.</u>	D Employer Identification Number (EIN) <u>65-0576605</u>
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MORLEY STABLE VALUE FUND

b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST COMPANY

c EIN-PN <u>93-6274329-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <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 01/01/2019 and ending 03/06/2019		
A Name of plan QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN II		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 QUOTIENT SCIENCES-MIAMI, INC.		D Employer Identification Number (EIN) 65-0576605

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	4227	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions	1b(2)	34	0
(3) Other.....	1b(3)	401	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	267164	0
(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)		
(9) Value of interest in common/collective trusts	1c(9)	228006	0
(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)	3702046	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(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	4201878 0
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	4652 0
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	4652 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4197226 0

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	
	(B) Participants	2a(1)(B)	
	(C) Others (including rollovers)	2a(1)(C)	
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	0
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)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	0
(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)	1033
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	1033
(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)		182
(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)		48189
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		49404

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		0
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	25	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		25
j Total expenses. Add all expense amounts in column (b) and enter total	2j		25

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		49379
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		4246605

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: PAAST

(2) EIN: 65-0942623

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		16556
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
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.).....		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
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?		X	
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?.....		X	
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?.....		X	
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.)	X		
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.)		X	
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?	X		
4k	X		
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
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.	X		
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 0.

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)
QUOTIENT SCIENCES - PHILADELPHIA, LLC 401(K) PLAN	04-3599000	001

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2019 and ending 03/06/2019

A Name of plan <u>QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN II</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>QUOTIENT SCIENCES-MIAMI, INC.</u>	D Employer Identification Number (EIN) <u>65-0576605</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	<u>0</u>
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): _____ 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

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):

Quotient Sciences-Miami, Inc. Retirement Plan

Financial Statements

March 6, 2019 and December 31, 2018



INDEPENDENT AUDITOR'S REPORT

To the Plan Trustee & Administrator of the
Quotient Sciences-Miami, Inc. Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Quotient Sciences-Miami, Inc. Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of March 6, 2019 and December 31, 2018, and the related statement of changes in net assets available for benefits for the period of January 1, 2019 through March 6, 2019 and 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 5, which was certified by Reliance 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 trustee as of March 6, 2019 and December 31, 2018, and for the period of January 1, 2019 through March 6, 2019 and the year ended 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. Accordingly, we do not express an opinion on these financial statements.

Emphasis of Matter – Plan Merger and Termination

As further discussed in Note 1 and Note 6, the Plan's Trustees decided to merge the Plan into the Quotient Sciences – Philadelphia, LLC 401(k) Plan, effective December 1, 2018. As a result of the merger, the Plan is being terminated and is not a going concern. Our disclaimer of opinion is not modified with respect to that matter.

Other Matter

The supplemental schedules of Delinquent Participant Contributions and of Assets (Held at End of Year) as of or for the year ended December 31, 2018, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 schedules 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 schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PAAST, P.L.

Coral Gables, Florida
December 4, 2019

QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN
FINANCIAL STATEMENTS
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QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
 AS OF MARCH 6, 2019 AND DECEMBER 31, 2018

	March 6, 2019	December 31, 2018
ASSETS		
Investments, at fair value:		
Mutual funds	\$ -	\$ 3,969,210
Collective investment trust	-	228,006
Total investments	-	4,197,216
Receivables:		
Other receivables	-	401
Participant's contributions	-	34
Total receivables	-	435
Cash	-	4,227
TOTAL ASSETS	-	4,201,878
LIABILITIES		
Other liabilities	-	4,652
TOTAL LIABILITIES	-	4,652
NET ASSETS AVAILABLE FOR BENEFITS	\$ -	\$ 4,197,226

QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE PERIOD OF JANUARY 1, 2019 THROUGH MARCH 6, 2019

ADDITIONS:

Additions to net assets attributed to:

Investment income, net:

Net appreciation in fair value of investments	\$ 48,189
Interest and dividend income	<u>1,215</u>

Total investment income, net	<u>49,404</u>
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TOTAL ADDITIONS	<u>49,404</u>
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DEDUCTIONS:

Deductions from net assets attributed to:

Administrative expenses	<u>25</u>
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TOTAL DEDUCTIONS	<u>25</u>
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NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	49,379
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Transfer of Plan assets due to merger	(4,246,605)
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of period	<u>4,197,226</u>
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End of period	<u>\$ -</u>
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QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2018

ADDITIONS:

Additions to net assets attributed to:

Investment income, net:	
Net depreciation in fair value of investments	\$ (380,615)
Interest and dividend income	<u>193,861</u>
Total investment income, net	<u>(186,754)</u>
Contributions:	
Employer	71,203
Participants	<u>194,616</u>
Total contributions	<u>265,819</u>
TOTAL ADDITIONS	<u>79,065</u>

DEDUCTIONS:

Deductions from net assets attributed to:

Benefits paid to participants	81,751
Administrative expenses	<u>1,488</u>
TOTAL DEDUCTIONS	<u>83,239</u>

NET DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS (4,174)

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>4,201,400</u>
End of year	<u>\$ 4,197,226</u>

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Quotient Sciences-Miami, Inc. Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(A) GENERAL

The Plan was established on January 1, 2000 by Quotient Sciences-Miami, Inc. (f/k/a SeaView Research, Inc.) (the "Company") under the provisions of Section 401(a) of the Internal Revenue Code (the "Code"), as amended, which includes qualified cash or deferred arrangements as described in Section 401(k) of the Code, for the benefit of eligible employees of the Company. The Plan also covered employees of certain entities related through common ownership: SeaView Labs, LLC and Quotient Sciences-Jacksonville, LLC (f/k/a SeaView Jacksonville, LLC). As of January 2018 and November 2018, the employees of SeaView Labs, LLC and Quotient Sciences-Jacksonville, LLC were transferred to Quotient Sciences-Miami, Inc, respectively.

Eligible employees of the Company and its related entities are those who have attained age 21 and have completed one year of eligible service, as defined. Eligible employees are allowed to make elective deferrals starting on either January 1 or July 1 following the satisfaction of eligibility requirements. The Plan is subject to and conforms with the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan changed its name to the Quotient Sciences-Miami, Inc. Retirement Plan effective November 9, 2017.

Effective December 1, 2018, the Plan merged into the Quotient Sciences – Philadelphia, LLC 401(k) Plan ("Philadelphia Plan"). As a result of the merger, all assets were transferred from the Plan into the new Plan on March 6, 2019. A summary of the transferred net assets follows:

Investments, at fair value	<u>\$ 4,246,605</u>
----------------------------	---------------------

(B) CONTRIBUTIONS

Eligible employees can contribute a dollar amount up to the maximum established by law. The limitation for the 2019 and 2018 plan years were \$19,000 and \$18,500, respectively, not including additional catch-up contributions allowed for participants age 50 or older which was \$6,000.

The matching percentage contributed by the Company is discretionary and is determined annually by the Company's Board of Directors. The Company elected to match up to 50% of a participant's elective deferral for the first 6% of each participant's eligible compensation for the year ended December 31, 2018. Due to the merger described in Note 1A, the employees became eligible to participate in the Philadelphia Plan on December 1, 2018 and no employee or employer contributions were made thereafter. In addition, the Company may make a discretionary non-elective contribution to the Plan for participants who meet the eligibility requirements, as defined.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

(B) CONTRIBUTIONS (CONTINUED)

During the year ended December 31, 2018, the Company made matching contributions of approximately \$71,000 and no discretionary non-elective contribution. As a result of the merger, there were no employee or employer contributions received by the Plan during the period ended March 6, 2019. In order to satisfy the nondiscrimination rules of Section 401(k) of the Code, highly compensated employees may be required to receive a distribution of amounts attributable to the elective deferrals or certain excess contributions.

(C) VESTING

Participants are immediately vested in their elective deferrals, rollover contributions, plus or minus any earnings or losses thereon, which cannot be forfeited for any reason. Participants who were terminated from employment prior to December 1, 2018, are vested in their matching contributions as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2	0%
2	25%
3	50%
4	75%
5 or more	100%

Participants who were still employed by the Company at the time of the merger, became immediately vested in their matching contributions subsequent to the merger.

Nonvested portions of Company matching and nonelective contributions are forfeited as of an employee's termination date. Pursuant to the Plan, forfeitures from matching contributions may be used first to reduce future matching and nonelective contributions and then to reduce Plan expenses. There were approximately \$1,400 of forfeitures available as of December 31, 2018. The Company utilized approximately \$7,000 in forfeitures during the year ended December 31, 2018 to reduce employer matching contributions. As a result of the merger, all remaining forfeiture balances were transferred to the Philadelphia Plan on March 6, 2019.

(D) PAYMENT OF BENEFITS

Any participant who attains (a) normal retirement age as defined, (b) who meets the requirement of "hardship" as defined by the Plan or (c) whose employment has been terminated, may request a withdrawal from the Plan, not to exceed the vested balance in his or her account as specified in the Plan document. The Plan document also provides for distributions to beneficiaries upon the death of a participant and certain provisions for automatic distributions after termination based on account balance.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

(E) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's compensation deferral contributions, the Company's matching and non-elective contributions, if any, and an allocation of the investment earnings, based upon each participant's election, and charged with an allocation of administrative expenses not paid by the Company. The benefit to which a participant is entitled upon withdrawal from the Plan, as defined above, is the vested benefit in the participant's account.

(F) INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct employee contributions as well as their portion of the employer matching and non-elective contributions and any related earnings in the investment options offered by the Plan. Contributions may be allocated in percentages or dollar increments and participants may change their investment elections at any time.

(G) NOTES RECEIVABLE FROM PARTICIPANTS

Loans to participants are not allowed as described in the Plan's document.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

(A) BASIS OF ACCOUNTING

The financial statements of the Plan are prepared on the accrual basis of accounting for defined contribution plans in accordance with accounting principles generally accepted in the United States of America.

(B) INVESTMENT VALUATION AND INCOME RECOGNITION

Assets of the Plan are reflected in the accompanying financial statements at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. Note 3 further details fair value measurements of the Plan.

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 and depreciation include the Plan's gains and losses on investments bought and sold as well as held during the year. Acquisition costs are included in the cost of investments purchased and sales are recorded net of selling expenses. Investments are self-directed by the individual Plan participants.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(B) 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 changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

(C) 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.

(E) PAYMENT OF BENEFITS

Benefits are recorded when paid.

(F) PLAN ADMINISTRATION EXPENSES

The Plan agreement allows for the Company to absorb a significant amount of the Plan's administrative expenses. During the period ended March 6, 2019 and the year ended December 31, 2018, administrative expenses incurred by the Plan were \$25 and \$1,488, respectively.

(G) MANAGEMENT'S REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through December 4, 2019, which is the date that the financial statements were available to be issued.

(H) RECENT ACCOUNTING PRONOUNCEMENTS

The Company evaluates new accounting pronouncements for relevance and impact on the Plan's financial statements. Management does not expect that timely adoption of new pronouncements will have a material impact on the Plan's net assets available for benefits.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. During the period ended March 6, 2019 and the year ended December 31, 2018, Level 1 inputs were available and therefore used. The Plan used Level 2 inputs when available, and Level 3 only when Level 1 or Level 2 inputs were not available.

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual Funds - The fair value of mutual funds is based on unadjusted quoted net asset values of the shares held by the Plan at year-end. These funds are required to publish their daily net asset value ("NAV") and to transact at that price.

Collective Investment Trust - The collective trust fund is a stable value fund with various underlying investment contracts that are not actively traded and significant other observable inputs are not available. The Plan uses the NAV, as provided by the trustee, to determine the fair value of its investment in the collective trust fund. The NAV is used as a practical expedient to estimate fair value in accordance with accounting guidance for such investments.

The input levels used by investment category are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
March 6, 2019				
Mutual funds	\$ -	\$ -	\$ -	\$ -
Total assets in the fair value hierarchy	\$ -	\$ -	\$ -	-
Investments measured at NAV*				-
Total investments				\$ -

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2018				
Mutual funds	\$ <u>3,969,210</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>3,969,210</u>
Total assets in the fair value hierarchy	\$ <u>3,969,210</u>	\$ <u>-</u>	\$ <u>-</u>	3,969,210
Investments measured at NAV*				<u>228,006</u>
Total investments				<u>\$ 4,197,216</u>

*In accordance with FASB ASC Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

All of these investments valued at NAV have no unfunded commitments or redemption restrictions and can be redeemed daily.

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the period ended March 6, 2019 and the year ended December 31, 2018 are reported net in appreciation or depreciation in fair value of investments.

NOTE 4 – COLLECTIVE INVESTMENT TRUST

The Plan had an investment in a stable value common trust fund at December 31, 2018. The Plan has estimated the investment's fair value utilizing the NAV practical expedient. The estimated fair value at December 31, 2018 was \$228,006. The objective of the investment is to preserve capital and generate a stable rate of return. The account is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses. The contracts owned by the Fund are nontransferable, but provide for benefit responsive withdrawals and participant transfers to noncompeting options by Plan participants at contract value. The redemption waiting period for participant withdrawals and transfers is not to exceed 30 days. At December 31, 2018, there were no unfunded commitments.

NOTE 5 – INFORMATION CERTIFIED BY THE PLAN TRUSTEE

As of and for the period ended March 6, 2019 and as of and for the year ended December 31, 2018, the plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Reliance Trust Company, trustee, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedules. Reliance Trust Company has certified that the following information is complete and accurate as of and for the period ended March 6, 2019 and as of and for the year ended December 31, 2018.

	March 6, 2019	December 31, 2018
Investments at fair value	\$ -	\$ 4,197,216
Cash	\$ -	\$ 4,227
Investment income (loss), net	\$ 49,404	\$ (186,754)

NOTE 6 – PLAN MERGER AND TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants in the Plan become fully vested in the Company's contributions. Participants' contributions are always 100% vested. As a result of the merger, participants immediately became fully vested in the Company's contributions. Moreover, all of the Plan's assets were transferred to the Philadelphia Plan. The Plan is being terminated and is not a going concern.

NOTE 7 – TAX STATUS

The Plan obtained its latest determination letter on March 31, 2014, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2015.

NOTE 8 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity, an entity related to the Plan's trustee. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services are included in net appreciation or depreciation in fair value of the investments, as they are paid through revenue sharing, rather than a direct payment. Fees paid by the Plan to the trustee also qualify as party-in-interest transactions and are included in administrative expenses in the accompanying statement of changes in net assets available for benefits. As disclosed in Note 2F, the Company pays certain administrative expenses on behalf of the Plan.

NOTE 9 – FIDELITY BONDING

The Company maintains a fidelity bond of \$1,000,000 for Plan fiduciaries and individuals who handle the funds of the Plan, pursuant to the requirements of ERISA.

NOTE 10 – RELATED PARTY TRANSACTIONS – PROHIBITED TRANSACTION

During 2018, the Plan sponsor did not remit certain employees' contributions in accordance with guidelines set forth by the United States Department of Labor ("DOL") and Employee Benefits Security Administration ("EBSA"). However, the contributions were remitted soon thereafter. The DOL considers this a prohibited transaction and may impose penalties on the Plan sponsor as a result of this transaction. These financial statements do not include any adjustments that may be necessary as a result of these transactions.

SUPPLEMENTAL SCHEDULES

QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN
 FORM 5500 SCHEDULE H, LINE 4 (a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
 PLAN SPONSOR EIN – 65-0576605
 PLAN NUMBER - 001
 DECEMBER 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2018 Plan Year	\$ -	\$ -	\$ 16,556	\$ -
Total	\$ -	\$ -	\$ 16,556	\$ -

QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN
 FORM 5500 SCHEDULE H, PART III, LINE 4 (i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 PLAN SPONSOR EIN – 65-0576605
 PLAN NUMBER - 001
 DECEMBER 31, 2018

(a) (*) PARTY IN INTEREST	(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
<u>Collective Investment Trust:</u>				
*	Morley	Stable Value Fund		\$ 228,006
<u>Mutual Funds:</u>				
	American Century	Growth Instl		267,413
	American Funds	Europacific Growth R6		219,128
	American Funds	New Perspective R6		239,288
	American Funds	Washington Mutual R6		141,274
	Cohen & Steers	Global Infrastructure I		74,373
	DFA	Emerging Markets I		105,942
	DFA	Global Real Estate Securities Portfolio		78,005
*	Fidelity	500 Index Fund Institutional Prem		314,059
*	Fidelity	Cash Reserves		1
*	Fidelity	Extended Market Index		113,722
*	Fidelity	Government Money Market		267,163
*	Fidelity	Inter Index Instl Prem		151,190
*	Fidelity	US Bond Index Instl Prem		314,930
	JPMorgan	Mid Cap Value		95,126
	Matthews	Pacific Tiger Instl		42,738
	PIMCO	Commodity Real Ret Strat Instl		49,628
	PIMCO	Emerging Markets Bond Instl		93,847
	PIMCO	Income Instl		139,837
	Prudential	Total Return Bond Q		298,804
	Vanguard	Equity Income ADM		118,507
	Vanguard	High Yield Corporate Admiral		112,268
	Vanguard	Inflation-Protected Secs Adm		19,226
	Vanguard	Mid-Cap Growth Index Admiral		168,379
	Vanguard	Short-Term Investment-Grade Adm		63,647
	Vanguard	Small Cap Growth Index Admiral		81,792
	Vanguard	Small Cap Value Index Admiral		6,658
	Vanguard	Wellington Admiral		103,140
	Wells Fargo	Advantage Core Bond R6		289,125
				<u>3,969,210</u>
		Cash		<u>4,227</u>
	Total			<u>\$ 4,201,443</u>

* Denotes a party-in-interest.

** Funds are participant-directed and, therefore, cost information is omitted.
See Independent Auditor's Report.

QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN
 FORM 5500 SCHEDULE H, LINE 4 (a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
 PLAN SPONSOR EIN – 65-0576605
 PLAN NUMBER - 001
 DECEMBER 31, 2018

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QUOTIENT SCIENCES-MIAMI, INC. RETIREMENT PLAN
 FORM 5500 SCHEDULE H, PART III, LINE 4 (i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 PLAN SPONSOR EIN – 65-0576605
 PLAN NUMBER - 001
 DECEMBER 31, 2018

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