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

2019

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/18/1993

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)
AG RX

751 S ROSE AVE
OXNARD, CA 93030-5146

2b Employer Identification Number (EIN)
77-0329972

2c Plan Sponsor's telephone number
805-487-0696

2d Business code (see instructions)
115110

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.	10/07/2020	KIMBERLY EISEL
	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

3a Plan administrator's name and address [X] 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**	214
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	132
a(2) Total number of active participants at the end of the plan year	**6a(2)**	105
b Retired or separated participants receiving benefits	**6b**	29
c Other retired or separated participants entitled to future benefits	**6c**	89
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	223
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	223
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	223
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	17
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:

2I 2J 2K 2Q 2H 3I

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)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	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)	[X]	**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)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**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 2019 Form M-1 annual report. If the plan was not required to file the 2019 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 A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2019

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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AG RX

D Employer Identification Number (EIN)
77-0329972

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE CO. USA

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-2299444	65900	59-268912	1	01/01/2019	12/31/2019

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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

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A Name of plan
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AG RX

D Employer Identification Number (EIN)
77-0329972

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)	7072	122252
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	77161	333534
(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)	79245	68344
(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)	4439995	4794940
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	2150	

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	5382527	5267381
	(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	9988150	10586451
	Liabilities			
g	Benefit claims payable	1g	1146	29927
h	Operating payables	1h		
i	Acquisition indebtedness	1i	41935	
j	Other liabilities	1j	227	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	43308	29927
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	9944842	10556524

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)	273929	
	(B) Participants	2a(1)(B)	482791	
	(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)		756720
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)		
	(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)	139318	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		139318
	(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)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-115146	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-115146

		(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)		894294
c Other income	2c		7377
d Total income. Add all **income** amounts in column (b) and enter total	2d		1682563
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1052683	
(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)		1052683
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		576
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	17622	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		17622
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1070881
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		611682
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] Unmodified **(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 [X] No

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

(1) Name: PKF, LLP **(2)** EIN: 81-3391684

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2019

This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AG RX

D Employer Identification Number (EIN)
77-0329972

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): 77-0380903

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**

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	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**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	**15a**	
b The corresponding number for the second preceding plan year	**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	**16a**	
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	**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):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☒ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

AG RX
EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN

Financial Statements and Supplemental Schedule

For the Year Ended December 31, 2019



AG RX
EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN

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

Accountants and
business advisors

Report of Independent Auditors'

To the Trustees of AG RX Employee Stock Ownership and 401(k) Plan
Oxnard, California

Report on the Financial Statements

We have audited the accompanying financial statements of AG RX Employee Stock Ownership and 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

PKF, LLP is a member of the PKF International Limited and Allinial Global, networks of legally independent member firms and does not accept any responsibility or liability for the actions or inactions on the part of any other individual member firm or firms.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2019 and 2018, and the changes in its net assets available for benefits for the year ended December 31, 2019, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Schedule

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

PKF, LLP

San Diego, California
October 5, 2020

PKF, LLP

AG RX
EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2019 and 2018

	December 31, 2019			December 31, 2018		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Investments at fair value:						
Mutual funds	$ 4,794,940	$ -	$ 4,794,940	$ 4,439,995	$ -	$ 4,439,995
Company common stock	5,267,381	-	5,267,381	5,332,186	50,341	5,382,527
Money market funds	333,534	-	333,534	77,161	-	77,161
Other	-	-	-	2,150	-	2,150
Total investments	10,395,855	-	10,395,855	9,851,492	50,341	9,901,833
Receivables:						
Notes receivable from participants	68,344	-	68,344	79,245	-	79,245
Company contributions	122,252	-	122,252	-	7,072	7,072
Total receivables	190,596	-	190,596	79,245	7,072	86,317
Total assets	10,586,451	-	10,586,451	9,930,737	57,413	9,988,150
Liabilities						
Notes payable	-	-	-	-	41,935	41,935
Other payables	29,927		29,927	1,146	227	1,373
Total liabilities	29,927	-	29,927	1,146	42,162	43,308
Net assets available for benefits	$ 10,556,524	$ -	$ 10,556,524	$ 9,929,591	$ 15,251	$ 9,944,842

See accompanying notes to the financial statements.

AG RX
EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2019

	Allocated	Unallocated	Total
Additions to net assets attributed to:			
Company contributions	$ 238,263	$ 35,666	$ 273,929
Participant contributions	482,791	-	482,791
Other income	7,377		7,377
Net appreciation in fair value of investments	780,225	(1,077)	779,148
Dividend income	139,318	-	139,318
Allocation of shares of Company stock (863 shares)	49,264	-	49,264
Total additions	1,697,238	34,589	1,731,827
Deductions to net assets attributed to:			
Distributions to participants	1,052,683	-	1,052,683
Interest expense	-	576	576
Release of shares of Company stock (863 shares)	-	49,264	49,264
Administrative fees	17,622	-	17,622
Total deductions	1,070,305	49,840	1,120,145
Net increase (decrease)	626,933	(15,251)	611,682
Net assets available for benefits:			
Beginning of year	9,929,591	15,251	9,944,842
End of year	$ 10,556,524	$ -	$ 10,556,524

See accompanying notes to the financial statements.

1. Description of Plan

The following description of the AG RX Employee Stock Ownership and 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of AG RX (the "Company", "Employer") who are age twenty-one or older and have completed 250 hours during a three month period to participate in the 401(k) part of the Plan and have completed 1,000 hours in a twelve consecutive month period and are employed by the Employer on the last day of the Plan year to participate in the employee stock ownership part of the Plan.

The Plan operates as a cash or deferred plan under Section 401(k) of the Internal Revenue Code of 1986 (the "Code" or "IRC"), as a stock bonus plan under Section 401 of the Code, and as an employee stock ownership plan ("ESOP") under Section 4975(e) (7) and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is managed by appointed Trustees, who are also officers of the Company.

The borrowing is collateralized by the unallocated shares of common stock and stockholder loans and are guaranteed by the Company. The lender has no rights against shares of common stock once they are allocated to participants in accordance with the terms of the Plan. Accordingly, the financial statements of the Plan as of December 31, 2019 and 2018, and for the year ended December 31, 2018, present separately the assets and liabilities and changes therein pertaining to:

a. the accounts of employees with vested rights in allocated common stock (allocated),
b. common stock not yet allocated to employees (unallocated).

Contributions

Participants may contribute up to 100% of compensation, as defined by the Plan, or the limits imposed by the Code. The Plan has auto enrollment in the initial amount of 3% of the compensation. Each January 1 thereafter, the automatic elective contribution rate shall increase by 1%, until an elective rate of 6% of compensation has been attained. Participants who have attained age twenty-one or older and have completed 250 hours of service are eligible for Company matching contributions. Company matching contributions are equal to 100% of the participant's deferral up to 3% of the participant's compensation plus 50% of the participant's deferrals between 3% and 5% of participant compensation. Company matching contributions are made through allocations of Company common stock.

1. Description of Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contributions, Plan earnings or losses and charged with an allocation of administrative expenses. In addition, each participant's account is credited with an allocation of shares of the Company's common stock released by the Trustees from the unallocated account and forfeitures of terminated participants' non-vested accounts. Allocations of Company contributions are based on participant's earnings, as defined by the Plan. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company common stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the number of post-1986 shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify receive a cash distribution. The Plan recycled 0 shares related to participant diversification during the year ended December 31, 2019.

Vesting

All participant contributions are vested 100% at all times. Participants must complete 1,000 hours of service in the Plan year in order to qualify for a year of service.

Effective January 1, 2017, the Plan was amended to divide the matching account into a discretionary matching account for discretionary matching contributions and a safe harbor matching account for safe harbor matching contributions. Company discretionary matching contributions, which occurred prior to 2017, that are not qualified by the Board of Directors and are invested in participant's ESOP accounts vest 20% after 2 years of service, 40% vesting after 3 years of service, 60% vesting after 4 years of service, 80% vesting after 5 years of service and 100% vesting after 6 years of service. Company safe harbor contributions are also invested in participant's ESOP accounts and are 100% vested. Company contributions designated as qualified by the Board of Directors are vested 100% at all times. Participants become fully vested upon attaining retirement age or due to death or disability.

Notes Receivable from Participants

Participants may borrow up to the greater of $10,000 or 50% of their vested account balance to a maximum of $50,000 less their largest outstanding note balance in the prior one year period. The maximum loan amount cannot exceed the participant's vested interest in their elective deferral account. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through monthly payroll deductions. The interest rates on outstanding participant loans ranged from 4.50% to 6.25% and 4.50% to 5.50% as of December 31, 2019 and 2018, respectively.

1. Description of Plan (continued)

Put Option

Under Federal income tax regulations, the Company common stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair value of the common stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Distributions

On termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in their deferral and rollover account or receive the vested interest in their account in installments. Payments of participant's vested interest in Company common stock are generally paid in annual installments over 5 years. Distributions are generally paid after employment is terminated and as soon as administratively feasible. In conjunction with distribution requests of terminated participants, the Plan recycled 2,396 shares of Company common stock during the year ended December 31, 2019. Benefits payable for benefit claims made by participants totaled approximately $318,000 at December 31, 2019.

Forfeited Accounts

The unvested portions of participants' accounts remaining after employees terminate are forfeited and allocated to the remaining participants in the same manner in which Company contributions are allocated on the anniversary date for the plan year during which such forfeiture occurred. At December 31, 2019 and 2018, forfeited accounts totaled $0. Forfeitures of terminated non-vested account balances allocated to remaining participants during the year ended December 31, 2019 totaled $7,194.

Allocations of Benefits

The Plan invests in common stock of the Company. Shares of stock purchased by the Plan with borrowed monies are not allocated to participants until such time as the borrowed monies and related interest are repaid. Shares become allocable in the ratio of debt retired during the Plan year to debt outstanding at the beginning of that year.

Allocation of Company contributions, including allocable shares and forfeitures, are made to participants in the ratio of the compensation for the Plan year of each eligible participant to the total compensation for the Plan year of all eligible participants.

Allocation of Plan income and loss, including unrealized appreciation and depreciation of Plan assets, is made in the proportion that the balance of each participant's account bears to the total of all participants' account balances as of the preceding valuation date. Prior to making these allocations, the participant's account balance is adjusted by reducing each participant's account for any distributions made subsequent to the preceding valuation date and adjusted for other additions or subtractions that may be deemed appropriate by the Trustees.

1. Description of Plan (continued)

Voting Rights of ESOP Shares

All shares are voted by the Trustees, except for those specified corporate matters which require a pass-through vote. When a pass-through vote is required, any shares for which instructions are not received will be voted by the Trustees on a pro-rata basis, based on the yes and no votes cast by participants who returned voting instruction forms.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan agreement to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Administrative Expenses

Certain expenses of the Plan are paid by the Company.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator 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. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Purchase and sales of securities are recorded on trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation and depreciation in the fair value of its investments which includes gains or losses on investments bought and sold during the year and the net appreciation and depreciation in the fair value of investments held.

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition (continued)

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. FASB Accounting Standards Codification ("ASC") 820, Fair Value Measurement ("FASB ASC 820"), 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 under FASB ASC 820 are described as follows:

Level 1 – Quoted prices in active markets for assets identical to the securities to be valued. (Examples include NYSE and NASDAQ).

Level 2 – Inputs other than quoted prices that are observable for securities, either directly or indirectly. (Examples include matrix pricing utilizing yield curves, prepayment speeds, credit risks, etc.; quoted prices for similar assets in active markets; and inputs derived from observable market data by correlation or other means.)

Level 3 – Unobservable inputs, which contain assumptions by the party valuing those assets. For level 3 inputs, there is no market data or correlations with market assumptions. (Examples include independent valuations of limited partnership interests, closely held stock, etc.)

A financial instrument's 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.

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

Mutual funds - Fair value is determined by quoted prices in an active market. Mutual funds are classified within level 1 of the valuation hierarchy.

Company common stock - Fair value is determined by an annual independent appraisal using a stock valuation model requiring subjective assumptions. The appraiser used the cost, income and market approaches which used an adjusted book value of equity, actual and projected adjusted EBITDA, and adjusted net income, respectively, and the overall valuation was discounted for marketability. The appraiser took into account historical and projected cash flow and net income and market comparables. Company common stock is classified within level 3 of the valuation hierarchy.

Money market funds – These investments are public investment vehicles using $1 for the net asset value based on values of investments held by the fund, and therefore, are excluded from the fair value hierarchy.

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition (continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan Trustees believe the 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. There have been no changes in valuation methodologies used at December 31, 2019.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2019 and 2018. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Distributions

Distributions to participants are recorded when paid.

3. Investments

The Plan's investments in Company common stock are as follows at December 31:

	2019		2018	
	Allocated	Unallocated	Allocated	Unallocated
AG RX common stock:				
Number of shares	92,219		91,356	863
Cost	$ 2,426,630	$ -	$ 2,400,471	$ 26,159
Fair value	$ 5,267,381	$ -	$ 5,332,186	$ 50,341

4. Fair Value Measurements

The following summarizes the fair value measurements and method of valuation in accordance with the requirements of FASB ASC 820:

	Assets at Fair Value at December 31, 2019			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds	$ 4,794,940	$ -	$ -	$ 4,794,940
AG RX common stock	-	-	5,267,381	5,267,381
Total investments in the fair value hierarchy	4,794,940	-	5,267,381	10,062,321
Investments valued at net asset value (a)	-	-	-	333,534
Totals	$ 4,794,940	$ -	$ 5,267,381	$ 10,395,855

	Assets at Fair Value at December 31, 2018			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds	$ 4,439,995	$ -	$ -	$ 4,439,995
AG RX common stock	-	-	5,382,527	5,382,527
Other	-	-	2,150	2,150
Total investments in the fair value hierarchy	4,439,995	-	5,384,677	9,824,672
Investments valued at net asset value (a)	-	-	-	77,161
Totals	$ 4,439,995	$ -	$ 5,384,677	$ 9,901,833

(a) In accordance with Accounting Standards Update No. 2015-07 Fair Value Measurement (Topic 820), certain investments that are measured at fair value using the net asset value per share have not been classified in the fair value hierarchy.

The money market funds are valued at $1 per share and have no unfunded commitments, withdrawal restrictions, redemption notice requirements or other redemption restrictions. The funds may be redeemed daily.

4. Fair Value Measurements (continued)

The Employer's common stock is not actively traded and significant other observable inputs are not available. The fair value of the Employer's common stock is determined by an annual independent appraisal using a stock valuation model requiring subjective assumptions. Because of the inherent uncertainty of valuations, estimated fair value may differ significantly from the value that would have been used had a ready market for the securities existed, and the differences could be material. The fair value was $57.12 and $58.37 per share at December 31, 2019 and 2018, respectively.

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying statement of net assets available for benefits using significant unobservable (Level 3) inputs for the year ended December 31, 2019:

	Company Common Stock	Other
Balance, beginning of year	$ 5,382,527	$ 2,150
Purchases, sales, issuances and settlements (net)	-	(2,150)
Net decrease in fair value	(115,146)	-
Balance, end of year	$ 5,267,381	$ -
The amount of total gains or losses for the year included in the changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ (115,146)	$ -

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying statement of net assets available for benefits using significant unobservable (Level 3) inputs for the year ended December 31, 2018:

	Company Common Stock	Other
Balance, beginning of year	$ 4,720,665	$ 4,840
Purchases, sales, issuances and settlements (net)	-	(2,690)
Net increase in fair value	661,862	-
Balance, end of year	$ 5,382,527	$ 2,150
The amount of total gains or losses for the year included in the changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ 661,862	$ -

5. Notes Payable

On May 28, 2009, the Plan entered into a purchase agreement to acquire Company common stock from a trust of a Company stockholder. The purchase was for 29,339.50 shares of Company common stock at $30.33 per share, or approximately $890,000. The agreement required the Plan to make a cash payment of $267,000, issue a promissory note for $306,000, and assume a promissory note for $317,000.

The $306,000 promissory note was secured by 10,087.50 shares of Company common stock held by the Plan and is guaranteed by the Company. Monthly principal and interest payments of $3,553, including interest at 7%, are due in equal installments through May 31, 2019. The note was paid in full during 2019.

The $317,000 promissory note assumption was secured by 10,450 shares of Company common stock held by the Plan and is guaranteed by the Company. Monthly principal and interest payments of $3,519, including interest at 6%, are due in equal installments through May 31, 2019. The note was paid in full during 2019.

Under the terms of the agreements, the Plan Trustees have voting rights on shares that are collaterizing the promissory notes. Upon full payment of the promissory notes, the security pledge of the Company common stock was released.

6. Risks and Uncertainties

The Plan invests in the common stock of the Company and various other investment securities including mutual funds. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with the investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in future financial statements.

7. Administration of Plan Assets

The Plan's assets are managed by the Trustees, who manage the Company common stock investments, authorizes distributions to participants, determines benefits payable to participants, and administers the payment of interest and principal on notes payable. Raymond James and Mid Atlantic Trust Company are the custodians of the Plan investments in mutual and money market funds.

8. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated July 10, 2009, that the Plan and related Trust as then designed was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Trustees believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of December 31, 2019 and 2018.

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 tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Trustees have analyzed the tax positions taken by the Plan, and have concluded that as of December 31, 2019 and 2018, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure within the financial statements. The Plan is subject to routine audits by taxing jurisdictions. Plan years prior to 2016 are no longer subject to income tax examination.

9. Related Party Transactions

The Plan holds common stock of the Company. In addition, on May 28, 2009 the Plan entered into a purchase agreement to acquire Company common stock from a trust of a Company stockholder (see Note 5). Further, the Plan has a money market fund with a custodian.

10. Subsequent Events

In March 2020, an outbreak of a novel strain of coronavirus (“COVID-19”) emerged globally. As a result, events have occurred including mandates from federal, state, and local authorities leading to an overall decline in economic activity which could result in significant changes in overall Plan participation, a decline in Plan assets value, and other material adverse effects to the Plan’s financial status. The Plan Administrator is not able to reliably estimate the length or severity of this outbreak and the related financial impact.

All matters through October 5, 2020 have been considered for disclosure in the accompanying financial statements, which is the date the financial statements were available to be issued.

Supplemental Schedule

AG RX EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN
EIN: 77-0329972
Plan No.: 001
Form 5500
Schedule H, Part IV Line 4(i)
Schedule of Assets (Held at End of Year)
December 31, 2019

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	AG RX	Common Stock	$ 2,426,630	$ 5,267,381
	Loomis Sayles Global Equity and Income Fund Class A	Mutual Fund	**	1,474,306
	Oppenheimer Global Opportunities Fund Class A	Mutual Fund	**	531,835
	DoubleLine Total Return Bond Fund Class I	Mutual Fund	**	537,459
	Vanguard 500 Index Fund Admiral Shares	Mutual Fund	**	302,990
	AB Large Cap Growth Fund Class I	Mutual Fund	**	409,430
	Janus Henderson Triton Fund Class A	Mutual Fund	**	126,022
	T. Rowe Price Global Technology Fund	Mutual Fund	**	190,802
	Invesco Dividend Income Fund Class A	Mutual Fund	**	196,535
	VanEck Emerging Markets Fund Class A	Mutual Fund	**	112,280
	American Beacon Tocqueville International Value Fund	Mutual Fund	**	106,889
	DWS Small Cap Core Fund Class A	Mutual Fund	**	81,017
	Invesco Government Fund	Money Market Fund	**	328,248
	Virtus Duff & Phelps Global Real Estate Securities Fund Class A	Mutual Fund	**	56,165
	ICON Utilities Fund Class S	Mutual Fund	**	60,536
	PIMCO Income Fund Class A	Mutual Fund	**	61,527
	Vanguard Mid-Cap Index Fund Admiral Shares	Mutual Fund	**	636
	Vanguard Small-Cap Index Fund Admiral Shares	Mutual Fund	**	5,481
	American Funds 2055 Target Date Retirement Fund Class R-4	Mutual Fund	**	20,052
	American Funds 2050 Target Date Retirement Fund Class R-4	Mutual Fund	**	17,943
	American Funds 2045 Target Date Retirement Fund Class R-4	Mutual Fund	**	26,128
	American Funds 2010 Target Date Retirement Fund Class R-4	Mutual Fund	**	7,004
	American Funds 2040 Target Date Retirement Fund Class R-4	Mutual Fund	**	22,291
	American Funds 2035 Target Date Retirement Fund Class R-4	Mutual Fund	**	7,140
	American Funds 2030 Target Date Retirement Fund Class R-4	Mutual Fund	**	32,398
	American Funds 2025 Target Date Retirement Fund Class R-4	Mutual Fund	**	206,573
	American Funds 2020 Target Date Retirement Fund Class R-4	Mutual Fund	**	13,406
	American Funds 2015 Target Date Retirement Fund Class R-4	Mutual Fund	**	2,588
	American Funds 2060 Target Date Retirement Fund Class R-4	Mutual Fund	**	13,519
	BlackRock Total Return Fund Investor A Shares	Mutual Fund	**	3
*	Raymond James Bank Deposit Program	Money Market Fund	5,288	5,288
	PIMCO Commodities Strategy Fund Class I-2	Mutual Fund	5,073	5,295
	Victory Incore Investment Grade Convertible Fund Class I	Mutual Fund	12,691	13,063
	Tweedy Browne Global Value Fund	Mutual Fund	26,867	27,827
	Sterling Capital Equity Income Fund Class I	Mutual Fund	18,464	19,226
	Royce International Premier Fund Investment Class	Mutual Fund	10,056	10,496
	Pear Tree Polaris Foreign Value Small Cap Inst Shrs	Mutual Fund	9,779	10,564
	MSIF International Advantage Fund Class I	Mutual Fund	22,395	26,060
	JP Morgan Emerging Markets Equity Fund Class I	Mutual Fund	12,348	14,098
	Janus Henderson Global Real Estate Fund Class I	Mutual Fund	4,876	5,131
	JP Morgan Short Duration Core Plus Fund Class I	Mutual Fund	1,747	1,742
	Alps/Red Rocks Listed Private Equity Fund Class I	Mutual Fund	7,049	7,042
	Eaton Vance Atlanta Capital Focused Growth FS Class I	Mutual Fund	12,888	14,058
	Columbia Small Cap Growth Fund I Inst	Mutual Fund	5,083	5,292
	Blackrock Health Sciences Opportunities Port Inst	Mutual Fund	3,084	3,511
	American Century Small Cap Value Fund Class I	Mutual Fund	3,396	3,460
	Allianzgi Global Water Fund Class P	Mutual Fund	4,588	5,118
	John Hancock Life Insurance Company	CSV Life Insurance Policies	4,840	-
*	Participant Loans	Interest rate 4.50% - 6.25%	-0-	68,344
	Total			$ 10,464,199

* Represents a party-in-interest to the Plan for which a statutory exemption exists
** Cost information not required for participant directed investments

See report of independent auditors'.

Federal Statements

FYE: 12/31/2019 **AG RX Employee Stock Ownership and 401(K) Plan**
Plan: 001

Assets Held for Investment

Party in Interest	Identity	Description	Cost	Current Value
	Raymond James	Money Market	$	$ 5,288
	CASH - Mid-Atlantic	Money Market		328,245
X	AG RX Common Stock	Employer Stock	2,426,630	5,267,381
X	Participant Loans	4.25-4.5% Rate		68,344
	AWTPX	Mutual Fund	4,588	5,118
	ACVIX	Mutual Fund	3,396	3,460
	SHSSX	Mutual Fund	3,084	3,511
	CMSCX	Mutual Fund	5,083	5,292
	EILGX	Mutual Fund	12,888	14,058
	ALPS/RED ROCKS LISTE	Mutual Fund	7,049	7,042
	JPMORGAN SHORT DURAT	Mutual Fund	1,747	1,742
	JANUS HENDERSON GLOB	Mutual Fund	4,876	5,131
	JPMORGAN EMERGING MA	Mutual Fund	12,348	14,097
	MSIF INTERNATIONAL A	Mutual Fund	22,395	26,060
	PEAR TREE POLARIS FO	Mutual Fund	9,779	10,564
	ROYCE INTERNATIONAL	Mutual Fund	10,056	10,496
	STERLING CAPITAL EQU	Mutual Fund	18,464	19,226
	TWEEDY BROWNE GLOBAL	Mutual Fund	26,867	27,827
	VICIX	Mutual Fund	12,691	13,063
	PCLPX	Mutual Fund	5,073	5,295
	Invesco Dividend Inc	Equity Fund		196,535
	AB Large Cap Growth	Equity Fund		409,430
	DWS Small Cap Core F	Equity Fund		81,017
	ICON Utilities Fund	Equity Fund		60,536
	Janus Henderson Trit	Equity Fund		126,022
	T. Rowe Price Global	Equity Fund		190,802
	Vanguard Mid-Cap Ind	Equity Fund		636
	Vanguard Small-Cap I	Equity Fund		5,481
	Vanguard 500 Index F	Equity Fund		302,990
	Invesco Oppenheimer	International Equity		531,835
	American Beacon Tocq	International Equity		106,889
	VanEck Emerging Mark	International Equity		112,280
	Virtus Duff & Phelps	International Equity		56,165
	BlackRock Total Retu	Fixed Income		3
	DoubleLine Total Ret	Fixed Income		537,459
	PIMCO Income Fund Cl	Fixed Income		61,527
	American Funds 2055	Balanced Fund		20,052
	American Funds 2050	Balanced Fund		17,943
	American Funds 2045	Balanced Fund		26,128
	American Funds 2010	Balanced Fund		7,004
	American Funds 2040	Balanced Fund		22,291
	American Funds 2035	Balanced Fund		7,140
	American Funds 2030	Balanced Fund		32,398
	American Funds 2025	Balanced Fund		206,573
	American Funds 2020	Balanced Fund		13,406
	American Funds 2015	Balanced Fund		2,588
	American Funds 2060	Balanced Fund		13,519
	Loomis Sayles Global	Balanced Fund		1,474,306