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

2020

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2020 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [X] 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
ASM AFFILIATES INC EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 03/01/2010

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)
ASM AFFILIATES, INC

2034 CORTE DEL NOGAL
CARLSBAD, CA 92011-1410

2b Employer Identification Number (EIN) 95-3163341

2c Plan Sponsor's telephone number 760-804-5757

2d Business code (see instructions) 541600

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.	03/02/2021	DAVID MAYES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	03/02/2021	DAVID MAYES
	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**	173
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)**	148
a(2) Total number of active participants at the end of the plan year	**6a(2)**	151
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	26
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	178
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	178
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	154
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 2P 2Q 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)	[ ]	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)	[ ]	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)	[ ] ___	**A** (Insurance Information)
(4)	[X]	**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 2020 Form M-1 annual report. If the plan was not required to file the 2020 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2020** **This Form is Open to Public Inspection.**

For calendar plan year 2020 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
ASM AFFILIATES INC EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ASM AFFILIATES, INC

D Employer Identification Number (EIN)
95-3163341

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

VANTAGE POINT

20-2362387

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
34 50	VALUATION SERVICES	29525	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MUSICK PEELER & GARRETT

95-1777575

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	LEGAL	56149	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PFG

42-0127290

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50	CONTRACT ADMINISTRATOR	12554	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

GATTO POPE

33-0371564

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	ACCOUNTANT	27535	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III	**Termination Information on Accountants and Enrolled Actuaries (see instructions)** (complete as many entries as needed)

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2020

This Form is Open to Public Inspection

For calendar plan year 2020 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
ASM AFFILIATES INC EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ASM AFFILIATES, INC

D Employer Identification Number (EIN)
95-3163341

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)	800000	122824
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	1
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	327906	1158216
(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)		
(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)		
(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)**	1315159	2797700
	(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**	2443065	4078741
	Liabilities			
g	Benefit claims payable	**1g**	0	
h	Operating payables	**1h**	0	
i	Acquisition indebtedness	**1i**	0	
j	Other liabilities	**1j**	348	2793790
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	348	2793790
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	2442717	1284951

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
	Income			
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	**2a(1)(A)**	1141699	
	(B) Participants	**2a(1)(B)**	0	
	(C) Others (including rollovers)	**2a(1)(C)**	0	
	(2) Noncash contributions	**2a(2)**	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		1141699
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	1213	
	(B) U.S. Government securities	**2b(1)(B)**	0	
	(C) Corporate debt instruments	**2b(1)(C)**	0	
	(D) Loans (other than to participants)	**2b(1)(D)**	0	
	(E) Participant loans	**2b(1)(E)**		
	(F) Other	**2b(1)(F)**	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		1213
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	0	
	(B) Common stock	**2b(2)(B)**	0	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		0
	(3) Rents	**2b(3)**		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	0	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	0	
	(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)**	0	
	(B) Other	**2b(5)(B)**	-2267459	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		-2267459

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		183366
d Total income. Add all **income** amounts in column (b) and enter total	2d		-941181
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	26912	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		26912
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		62665
i Administrative expenses: **(1)** Professional fees	2i(1)	86919	
(2) Contract administrator fees	2i(2)	12554	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	27535	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		127008
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		216585
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-1157766
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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 Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) [ ] DOL Regulation 2520.103-8 **(2)** [ ] DOL Regulation 2520.103-12(d) **(3)** [ ] neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

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

(1) Name: GATTO POPE WALWICK **(2)** EIN: 33-0371564

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	0

			Yes	No	Amount
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	0
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	0
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	0
e	Was this plan covered by a fidelity bond?	**4e**	X		400000
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 Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

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

2020

This Form is Open to Public Inspection.

For calendar plan year 2020 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
ASM AFFILIATES INC EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ASM AFFILIATES, INC

D Employer Identification Number (EIN)
95-3163341

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** 0

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): 42-0127290

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 deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**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_____

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP
PLAN AND TRUST

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

YEAR ENDED DECEMBER 31, 2018

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Year Ended December 31, 2018

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GPW
CERTIFIED PUBLIC ACCOUNTANTS

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San Diego, California 92108
Phone: 619.282.7366
Fax: 619.282.7707

INDEPENDENT AUDITOR'S REPORT

To the Participants and Trustees of
ASM Affiliates Employee Stock Ownership Plan and Trust
Carlsbad, California

Report on the Financial Statements
We have audited the accompanying financial statements of ASM Affiliates Employee Stock Ownership Plan and Trust, which are comprised of the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 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 entity'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 entity'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 estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion
In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2018 and 2017, and the changes in net assets available for benefits of the Plan for the year ended December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information
Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2018 and the schedule of reportable transactions for the year ended December 31, 2018 are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 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.

Gatto, Pope & Walwick, LLP

October 15, 2019

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2018 and 2017

	2018			2017		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Investment in ASM Affiliates, Inc. common stock, at fair value	$ 1,341,216	$ 1,456,484	$ 2,797,700	$ 1,315,159	$ -	$ 1,315,159
Cash and cash equivalents	1,158,216	-	1,158,216	327,906	-	327,906
Employer contribution receivable	-	122,824	122,824	800,000	-	800,000
Dividends receivable	-	137,772	137,772	-	-	-
Total assets	2,499,432	1,717,080	4,216,512	2,443,065	-	2,443,065
Liabilities						
Note payable - related party	-	2,750,692	2,750,692	-	-	-
Total liabilities	-	2,750,692	2,750,692	-	-	-
Net assets available for benefits	$ 2,499,432	$ (1,033,612)	$ 1,465,820	$ 2,443,065	$ -	$ 2,443,065

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

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2018

	Allocated	Unallocated	Total
Additions to net assets			
Employer contribution	$ -	$ 1,141,699	$ 1,141,699
Interest	1,213	-	1,213
Dividend income	183,192	137,772	320,964
Other income	174	-	174
Allocation of 187,986 shares of common stock of ASM Affiliates, Inc., at fair value	520,723	-	520,723
Total additions	705,302	1,279,471	1,984,773
Deductions from net assets			
Net realized and unrealized depreciation in the fair value of investments	494,666	1,772,793	2,267,459
Interest expense	-	19,567	19,567
Distributions	26,912	-	26,912
Administrative expenses	127,357	-	127,357
Allocation of 187,986 shares of common stock of ASM Affiliates, Inc., at fair value	-	520,723	520,723
Total deductions	648,935	2,313,083	2,962,018
Net increase (decrease) in net assets	56,367	(1,033,612)	(977,245)
Net assets, beginning of year	2,443,065	-	2,443,065
Net assets, end of year	$ 2,499,432	$ (1,033,612)	$ 1,465,820

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

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the ASM Affiliates Employee Stock Ownership Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for complete information.

General

ASM Affiliates, Inc. (the "Plan Sponsor" or "Company") established the Plan effective March 1, 2010 and has been amended and restated effective January 24, 2017 to comply with more recent changes in pension laws and regulations. The Plan operates, in relevant part, as a leveraged employee stock ownership plan ("ESOP") and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code ("IRC") and is subject to the applicable provisions of Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by an administrative committee (the "Committee") appointed by the Plan Sponsor's board of directors. The Plan's trustees were Mark Becker, David Whitley, and Sherri Andrews (the "Trustees") for the year ended December 31, 2018. Effective September 5, 2019, the Trustees were replaced by Miguel Paderes from Prudential Fiduciary Services. See Note 12.

On October 29, 2018, the Plan purchased 713,793 shares of common stock of ASM Affiliates, Inc. by issuing a note payable to the majority shareholder of the Plan Sponsor (the "Seller") for $3,750,000 and then substituting that note with the Plan Sponsor (see Note 9). The note is to be repaid by fully deductible Plan Sponsor contributions to the Plan. As the Plan Sponsor makes contributions to the Plan, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under IRC. Shares vest according to the vesting schedule in the Plan document. The note is collateralized by the unallocated shares of common stock and is guaranteed by the Plan Sponsor. The note holder has no rights against the shares of common stock once they are allocated under the Plan. Accordingly, the financial statements of the Plan as of December 31, 2018 and 2017, 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) and (b) common stock not yet allocated to employees (unallocated).

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Eligibility

An eligible employee will become a participant in the Plan as of the earliest entry date as of which he or she has attained age 21 and has completed both a 12 consecutive month period of employment and not less than 1,000 hours of service beginning on his or her employment commencement date and ending prior to said entry date. The entry dates are January 1 or July 1. As of the end of each Plan year, the Employer's contribution for the Plan year, if any, shall be allocated to the employer contribution accounts of participants who completed a year of service during the Plan year and who are either employees at such Plan year end or retired on or after attaining either normal retirement age, died, or incurred disability during such Plan year according to the ratio that each eligible participant's compensation for the Plan year bears to the aggregate compensation of all eligible participants for the Plan year.

Contributions

Company contributions are determined at the discretion of the Board of Directors of the Company. Contributions by participating employees are not permitted. At the Plan's discretion, contributions can be used to repay debt of the Plan or be allocated to participants. There were Company contributions of $1,141,699 made to the Plan during the year ended December 31, 2018 of which $122,824 is reflected as Employer contribution receivable in the accompanying statements of net assets available for benefits.

Participant Accounts

The Plan is a noncontributory defined contribution plan under which a separate individual account is established for each participant. 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, other Company contributions, dividends, investment gains (losses), and forfeitures of terminated participants' nonvested accounts. Only those participants who are eligible employees of the Company as of the last day of the Plan year will receive an allocation. Allocations are based on participant's eligible compensation, relative to the total eligible compensation.

Dividends Receivable

Dividends that are declared but not yet received by year end are recorded as dividends receivable.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

On termination of service, death, disability, or retirement, a participant (or participant's beneficiary in the event of death) may elect to receive a lump-sum distribution equal to the participant's vested account balance or annual installments over any period not exceeding 5 years. For terminated participant account balances between $1,000 and $5,000 the Plan Administrator may automatically rollover the balance into an individual retirement account if they do not receive distribution instructions from the participant. For terminated participants' account balances that are less than $1,000, the Plan Administrator may distribute the entire amount in a lump sum without the participant's consent. Vested account balances will be paid as directed by the Trustees in shares of Company stock, cash, or a combination of both.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares that have been distributed under the terms of the Plan as long as the shares are not publicly traded or if the shares are subject to trading limitations. During the year ended December 31, 2018, the Plan repurchased 1,408 of shares from participants.

Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustees prior to the time that such rights are to be exercised, except with respect to the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, or sale of substantially all assets of the Company. The Trustees are not permitted to vote any allocated shares for which instructions have not been given by a participant. The Trustees are required, however, to vote any unallocated shares on behalf of the collective best interest of the Plan participants and beneficiaries.

Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time, subject to Plan provisions and provisions of ERISA. In the event of Plan termination, participants would become fully vested. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the IRC. Upon termination of the Plan, the Committee should direct the Trustees to pay all liabilities and expenses of the trust fund and to distribute the remaining benefits to the participants.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Vesting

If a participant's employment with the Company ends for any reason other than retirement, permanent disability, or death, he or she will vest in the balances in his or her account based on total years of service with the Company. Employer contributions vest as follows:

Years of Service	% Vesting
Less than 2 years	0%
2 years, but less than 3	20%
3 years, but less than 4	40%
4 years, but less than 5	60%
5 years, but less than 6	80%
6 years or more	100%

For vesting purposes, a year of service is defined as a Plan year in which the employee completes at least 1,000 hours of service.

Put Option

If a participant receives a distribution of Company common stock, the Company shall provide a put option to the participant. Pursuant to this option, the participants shall have the right to sell the stock to the Company, at any time during two option periods, at a price equal to the fair market value of the common stock as of the most recent valuation date preceding the option period. The first put option shall be for 60 days beginning on the date of distribution of the common stock. The second put option shall be an additional 60 day period beginning after the new determination of fair market value in the following Plan year (and notice to the participant thereof). After the lapse of such designated time periods, the Company retains the right of first refusal over the sale of the distributed shares. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Participant Accounts and Forfeitures

Employer contributions and Plan forfeitures are allocated to each participant's account based upon the relation of the eligible participant's compensation to total eligible compensation for the Plan year.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

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 6 year period. In each of the first 5 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 distribution. There were no diversification distributions during the year ended December 31, 2018.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Accounting 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 disclosure of contingent assets and liabilities. Actual results may differ from those estimates. Significant estimates consist of the fair value of the Plan's investment in the Company's common stock.

Investment Valuation and Income Recognition

The shares of Company common stock are reported at estimated fair value. Fair value is determined by an annual independent appraisal using level 3 inputs. Interest income is recorded when earned. Dividend income is recorded on the declaration date. Purchases and sales of stock are recorded on a trade-date basis. Realized gains and losses from security transactions are reported using the average cost method. Net realized and unrealized appreciation/depreciation includes the Plans gains and losses on investments bought and sold during the year as well as held at year end. See Note 6 for additional discussion of fair value measurements.

Payment of Benefits

Benefits are recorded when paid.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of the employees with rights in allocated stock ("allocated") and (b) stock not yet allocated to employees ("unallocated"), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

Accounting Standards Codification

The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ™ ("Codification") is the official source of authoritative, nongovernmental accounting principles generally accepted in the United States of America. The Codification is organized by overall topic which is at times referenced in the accompanying notes to the financial statements.

Administrative Expenses

All expenses incident to the administration, termination, or protection of the Plan, including, but not limited to legal, accounting, and Trustee fees, shall be paid by the Company or, if not paid by the Company, shall be paid by the Plan. Most of the administrative expenses of the Plan were paid by the Plan during the year ended December 31, 2018. In addition, the Company provides administrative services to the Plan at no cost to the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 15, 2019, which is the date these financial statements were available to be issued. All subsequent events requiring recognition or disclosure have been incorporated into these financial statements.

NOTE 3 – ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of the Plan Sponsor's common stock, are held by the Trustees of the Plan and administered by the Committee.

Company contributions are held and managed by the Trustees of the Plan, whom invest cash received, including interest and dividend income, and make distributions to participants. The Trustees also administer the payment of interest and principal on any notes payable and pay Plan expenses.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Administrative expenses for the Trustee's fees are paid directly by the Company.

NOTE 4 – TAX STATUS

The Plan received a determination letter dated November 16, 2017 from the Internal Revenue Service ("IRS") stating that the Plan is tax-exempt. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes 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 the financial statement date.

In accordance with the "income tax" topic of the Codification, Plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that, more likely than not, would not be sustained upon examination by the IRS. Management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is currently subject to income tax examinations for 2014 through 2018.

NOTE 5 – INVESTMENTS

The Plan's investments, at December 31, 2018 are as follows:

	Allocated	Unallocated	Total
ASM Affiliates, Inc. common stock:			
Number of shares	484,193	525,807	1,010,000
Cost	$2,174,927	$2,763,074	$ 4,938,000
Fair market value	$1,341,215	$1,456,485	$ 2,797,700
Cash and cash equivalents:			
Cost	$1,158,216	$ -	$ 1,158,216
Fair market value	$1,158,216	$ -	$ 1,158,216

NOTE 5 – INVESTMENTS (CONTINUED)

The Plan's investments, at December 31, 2017 are as follows:

	Allocated	Unallocated	Total
ASM Affiliates, Inc. common stock:			
Number of shares	296,207	-	296,207
Cost	$1,188,000	$ -	$ 1,188,000
Fair market value	$1,315,159	$ -	$ 1,315,159
Cash and cash equivalents:			
Cost	$ 327,906	$ -	$ 327,906
Fair market value	$ 327,906	$ -	$ 327,906

NOTE 6 – FAIR VALUE MEASUREMENTS

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 6 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

The fair value of the Company's common stock held by the Plan is valued based upon an independent appraisal using a generally accepted valuation approach consistent with prior years which include primarily level 3 inputs. The unobservable inputs include EBITDA, net income, discount rate, and discount for lack of marketability. There is limited or no observable market data for the prices of the Company's common stock.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017:

	2018	2017
	Level 3	Level 3
ASM Affiliaties, Inc. common stock	$2,797,700	$ 1,315,159

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2018:

	ASM Affiliates, Inc. Common Stock
Balance, beginning of year	$ 1,315,159
Shares purchased by the Plan	3,750,000
Net unrealized loss in fair value	(2,267,459)
Balance, end of year	$ 2,797,700

Realized and unrealized gains and losses in investments are reported in net realized and unrealized appreciation/depreciation in fair value of investments in the statement of changes in net assets available for benefits.

NOTE 7 – RISKS AND UNCERTAINTIES

The Plan invests in common stock of the Company. The Company's common stock is exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with the common stock, it is at least reasonably possible that changes in the fair value 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. The value of the Company's common stock decreased by $2,267,459 during the year ended December 31, 2018.

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in common stock of the Company. Employees of the Company are also part of the Committee of the Plan (Note 3).

NOTE 9 – NOTE PAYABLE – RELATED PARTY

On October 29, 2018, an agreement was signed by the Trustees of the ESOP whereby the ESOP will purchase the remaining 713,793 shares from the Seller for $3,750,000 in exchange for a promissory note. On December 10, 2018, the Trustees of the ESOP signed a note substitution agreement with the Company and Seller whereby the Company and Seller agree that, to replace the ESOP note, the Company will issue a note to the Seller. In connection with this substitution agreement, the Company executed a note agreement with the ESOP for $3,750,000. The promissory note requires a principal payment of $1,000,000 on December 28, 2018 which was received and 15 equal annual installments with the first installment payable on September 15, 2019 and continuing on the 15th day of each September thereafter until September 15, 2033 when the final installment of all outstanding principal and any accrued interest shall be due. The note also allows for accelerated payments by the Company. The note bears interest at 3.02% per annum and is secured by common stock of the Company. At December 31, 2018, the note payable balance due to the Company was $2,750,000 plus $692 of accrued interest. Interest expense on the note was $19,567 during the year ended December 31, 2018. Effective December 31, 2018, the ESOP owns 100% of the Company. As the ESOP loan from the Company is repaid, shares are released from collateral and allocated to active employees, based on the proportion of the loan paid in the current year. Dividends on allocated or committed to be allocated or unallocated shares may be used to repay the ESOP debt to the Company and are reported as dividends in the financial statements.

The Company has a note payable to the Seller which totaled $3,750,000 at December 31, 2018. The note accrues interest at 5% per annum and is secured by stock of the Company. The note requires a $1,000,000 payment on January 1, 2019 plus 20 quarterly amortized installments commencing April 1, 2019 and continuing until January 1, 2024. The Company is current on its note payments to the Seller.

NOTE 10 – CONCENTRATIONS

Cash and Cash Equivalents
Financial instruments that potentially subject the Plan to credit risk include cash and cash equivalents on deposit with banks which at times may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000 per bank. There were uninsured bank balances of approximately $750,000 and $77,700 at December 31, 2018 and 2017, respectively. The Plans has not experienced any losses in such accounts. Plan management believes it is not exposed to any significant credit risk on cash and cash equivalents.

NOTE 11 – RECONCILIATION OF THE 2018 STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS TO FORM 5500

The following is a reconciliation of the net assets available for benefits as of December 31, 2018 to Form 5500:

Net assets available for benefits per financial statements	$ 1,465,820
Less: Dividend receivable	(137,772)
Less: Interest accrued	(43,097)
Net assets available for benefits per Form 5500	$ 1,284,951

The following is a reconciliation of the changes in net assets available for benefits per the financial statements for the year ended December 31, 2018 to Form 5500:

Change in net assets available for benefits per the financial statements	$ (977,245)
Less: Dividend income related to dividends receivable	(137,772)
Less: Interest expense	(43,097)
Plus: Miscellaneous	348
Change in net assets available for benefits per the Form 5500	$ (1,157,766)

NOTE 12 – SUBSEQUENT EVENT

On September 5, 2019, an agreement was signed changing the Trustee of the Plan to Miguel Paredes of Prudent Fiduciary Services. Mr. Paredes is now the sole Trustee of the Plan and has the authority to take all actions necessary to carry out his duties. The Company has the ability to remove Mr. Paredes as Trustee any time by providing Mr. Paredes with 30 days advance written notice. Compensation for the services to be performed by the Trustee will be an annual fee of $10,000.

SUPPLEMENTAL INFORMATION

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

ID# 95-3163341 - PLAN #002

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

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
*	Investment in ASM Affiliates, Inc.	1,010,000 shares of Common Stock	$ 4,938,000	$ 2,797,700
	Bank of the West	Cash and Cash Equivalents	$ 1,000,000	$ 1,000,000
	Bank of America	Cash and Cash Equivalents	$ 158,216	$ 158,216

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

See independent auditor's report.

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

ID# 95-3163341 - PLAN #002

SCHEDULE H, LINE 4j - REPORTABLE TRANSACTIONS

Year ended December 31, 2018

Identity of Party Involved	Description of Asset (Include Interest Rate and Maturity In Case of a Loan)	Purchase Price	Selling Price	Expense Incurred With Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
* ASM Affiliates, Inc.	Common Stock	$3,750,000	$ -	$ -	$ 3,750,000	$ 3,750,000	$ -

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

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP
PLAN AND TRUST

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

YEAR ENDED DECEMBER 31, 2018

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Year Ended December 31, 2018

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GPW
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Trustees of
ASM Affiliates Employee Stock Ownership Plan and Trust
Carlsbad, California

Report on the Financial Statements
We have audited the accompanying financial statements of ASM Affiliates Employee Stock Ownership Plan and Trust, which are comprised of the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 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 entity'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 entity'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 estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion
In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2018 and 2017, and the changes in net assets available for benefits of the Plan for the year ended December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information
Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2018 and the schedule of reportable transactions for the year ended December 31, 2018 are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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 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.

Gatto, Pope & Walwick, LLP

October 15, 2019

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2018 and 2017

	2018			2017		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Investment in ASM Affiliates, Inc. common stock, at fair value	$ 1,341,216	$ 1,456,484	$ 2,797,700	$ 1,315,159	$ -	$ 1,315,159
Cash and cash equivalents	1,158,216	-	1,158,216	327,906	-	327,906
Employer contribution receivable	-	122,824	122,824	800,000	-	800,000
Dividends receivable	-	137,772	137,772	-	-	-
Total assets	2,499,432	1,717,080	4,216,512	2,443,065	-	2,443,065
Liabilities						
Note payable - related party	-	2,750,692	2,750,692	-	-	-
Total liabilities	-	2,750,692	2,750,692	-	-	-
Net assets available for benefits	$ 2,499,432	$ (1,033,612)	$ 1,465,820	$ 2,443,065	$ -	$ 2,443,065

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

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2018

	Allocated	Unallocated	Total
Additions to net assets			
Employer contribution	$ -	$ 1,141,699	$ 1,141,699
Interest	1,213	-	1,213
Dividend income	183,192	137,772	320,964
Other income	174	-	174
Allocation of 187,986 shares of common stock of ASM Affiliates, Inc., at fair value	520,723	-	520,723
Total additions	705,302	1,279,471	1,984,773
Deductions from net assets			
Net realized and unrealized depreciation in the fair value of investments	494,666	1,772,793	2,267,459
Interest expense	-	19,567	19,567
Distributions	26,912	-	26,912
Administrative expenses	127,357	-	127,357
Allocation of 187,986 shares of common stock of ASM Affiliates, Inc., at fair value	-	520,723	520,723
Total deductions	648,935	2,313,083	2,962,018
Net increase (decrease) in net assets	56,367	(1,033,612)	(977,245)
Net assets, beginning of year	2,443,065	-	2,443,065
Net assets, end of year	$ 2,499,432	$ (1,033,612)	$ 1,465,820

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

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the ASM Affiliates Employee Stock Ownership Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for complete information.

General

ASM Affiliates, Inc. (the "Plan Sponsor" or "Company") established the Plan effective March 1, 2010 and has been amended and restated effective January 24, 2017 to comply with more recent changes in pension laws and regulations. The Plan operates, in relevant part, as a leveraged employee stock ownership plan ("ESOP") and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code ("IRC") and is subject to the applicable provisions of Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by an administrative committee (the "Committee") appointed by the Plan Sponsor's board of directors. The Plan's trustees were Mark Becker, David Whitley, and Sherri Andrews (the "Trustees") for the year ended December 31, 2018. Effective September 5, 2019, the Trustees were replaced by Miguel Paderes from Prudential Fiduciary Services. See Note 12.

On October 29, 2018, the Plan purchased 713,793 shares of common stock of ASM Affiliates, Inc. by issuing a note payable to the majority shareholder of the Plan Sponsor (the "Seller") for $3,750,000 and then substituting that note with the Plan Sponsor (see Note 9). The note is to be repaid by fully deductible Plan Sponsor contributions to the Plan. As the Plan Sponsor makes contributions to the Plan, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under IRC. Shares vest according to the vesting schedule in the Plan document. The note is collateralized by the unallocated shares of common stock and is guaranteed by the Plan Sponsor. The note holder has no rights against the shares of common stock once they are allocated under the Plan. Accordingly, the financial statements of the Plan as of December 31, 2018 and 2017, 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) and (b) common stock not yet allocated to employees (unallocated).

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Eligibility

An eligible employee will become a participant in the Plan as of the earliest entry date as of which he or she has attained age 21 and has completed both a 12 consecutive month period of employment and not less than 1,000 hours of service beginning on his or her employment commencement date and ending prior to said entry date. The entry dates are January 1 or July 1. As of the end of each Plan year, the Employer's contribution for the Plan year, if any, shall be allocated to the employer contribution accounts of participants who completed a year of service during the Plan year and who are either employees at such Plan year end or retired on or after attaining either normal retirement age, died, or incurred disability during such Plan year according to the ratio that each eligible participant's compensation for the Plan year bears to the aggregate compensation of all eligible participants for the Plan year.

Contributions

Company contributions are determined at the discretion of the Board of Directors of the Company. Contributions by participating employees are not permitted. At the Plan's discretion, contributions can be used to repay debt of the Plan or be allocated to participants. There were Company contributions of $1,141,699 made to the Plan during the year ended December 31, 2018 of which $122,824 is reflected as Employer contribution receivable in the accompanying statements of net assets available for benefits.

Participant Accounts

The Plan is a noncontributory defined contribution plan under which a separate individual account is established for each participant. 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, other Company contributions, dividends, investment gains (losses), and forfeitures of terminated participants' nonvested accounts. Only those participants who are eligible employees of the Company as of the last day of the Plan year will receive an allocation. Allocations are based on participant's eligible compensation, relative to the total eligible compensation.

Dividends Receivable

Dividends that are declared but not yet received by year end are recorded as dividends receivable.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

On termination of service, death, disability, or retirement, a participant (or participant's beneficiary in the event of death) may elect to receive a lump-sum distribution equal to the participant's vested account balance or annual installments over any period not exceeding 5 years. For terminated participant account balances between $1,000 and $5,000 the Plan Administrator may automatically rollover the balance into an individual retirement account if they do not receive distribution instructions from the participant. For terminated participants' account balances that are less than $1,000, the Plan Administrator may distribute the entire amount in a lump sum without the participant's consent. Vested account balances will be paid as directed by the Trustees in shares of Company stock, cash, or a combination of both.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares that have been distributed under the terms of the Plan as long as the shares are not publicly traded or if the shares are subject to trading limitations. During the year ended December 31, 2018, the Plan repurchased 1,408 of shares from participants.

Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustees prior to the time that such rights are to be exercised, except with respect to the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, or sale of substantially all assets of the Company. The Trustees are not permitted to vote any allocated shares for which instructions have not been given by a participant. The Trustees are required, however, to vote any unallocated shares on behalf of the collective best interest of the Plan participants and beneficiaries.

Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time, subject to Plan provisions and provisions of ERISA. In the event of Plan termination, participants would become fully vested. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the IRC. Upon termination of the Plan, the Committee should direct the Trustees to pay all liabilities and expenses of the trust fund and to distribute the remaining benefits to the participants.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Vesting

If a participant's employment with the Company ends for any reason other than retirement, permanent disability, or death, he or she will vest in the balances in his or her account based on total years of service with the Company. Employer contributions vest as follows:

Years of Service	% Vesting
Less than 2 years	0%
2 years, but less than 3	20%
3 years, but less than 4	40%
4 years, but less than 5	60%
5 years, but less than 6	80%
6 years or more	100%

For vesting purposes, a year of service is defined as a Plan year in which the employee completes at least 1,000 hours of service.

Put Option

If a participant receives a distribution of Company common stock, the Company shall provide a put option to the participant. Pursuant to this option, the participants shall have the right to sell the stock to the Company, at any time during two option periods, at a price equal to the fair market value of the common stock as of the most recent valuation date preceding the option period. The first put option shall be for 60 days beginning on the date of distribution of the common stock. The second put option shall be an additional 60 day period beginning after the new determination of fair market value in the following Plan year (and notice to the participant thereof). After the lapse of such designated time periods, the Company retains the right of first refusal over the sale of the distributed shares. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Participant Accounts and Forfeitures

Employer contributions and Plan forfeitures are allocated to each participant's account based upon the relation of the eligible participant's compensation to total eligible compensation for the Plan year.

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

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 6 year period. In each of the first 5 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 distribution. There were no diversification distributions during the year ended December 31, 2018.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Accounting 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 disclosure of contingent assets and liabilities. Actual results may differ from those estimates. Significant estimates consist of the fair value of the Plan's investment in the Company's common stock.

Investment Valuation and Income Recognition

The shares of Company common stock are reported at estimated fair value. Fair value is determined by an annual independent appraisal using level 3 inputs. Interest income is recorded when earned. Dividend income is recorded on the declaration date. Purchases and sales of stock are recorded on a trade-date basis. Realized gains and losses from security transactions are reported using the average cost method. Net realized and unrealized appreciation/depreciation includes the Plans gains and losses on investments bought and sold during the year as well as held at year end. See Note 6 for additional discussion of fair value measurements.

Payment of Benefits

Benefits are recorded when paid.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of the employees with rights in allocated stock ("allocated") and (b) stock not yet allocated to employees ("unallocated"), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

Accounting Standards Codification

The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ™ ("Codification") is the official source of authoritative, nongovernmental accounting principles generally accepted in the United States of America. The Codification is organized by overall topic which is at times referenced in the accompanying notes to the financial statements.

Administrative Expenses

All expenses incident to the administration, termination, or protection of the Plan, including, but not limited to legal, accounting, and Trustee fees, shall be paid by the Company or, if not paid by the Company, shall be paid by the Plan. Most of the administrative expenses of the Plan were paid by the Plan during the year ended December 31, 2018. In addition, the Company provides administrative services to the Plan at no cost to the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 15, 2019, which is the date these financial statements were available to be issued. All subsequent events requiring recognition or disclosure have been incorporated into these financial statements.

NOTE 3 – ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of the Plan Sponsor's common stock, are held by the Trustees of the Plan and administered by the Committee.

Company contributions are held and managed by the Trustees of the Plan, whom invest cash received, including interest and dividend income, and make distributions to participants. The Trustees also administer the payment of interest and principal on any notes payable and pay Plan expenses.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Administrative expenses for the Trustee's fees are paid directly by the Company.

NOTE 4 – TAX STATUS

The Plan received a determination letter dated November 16, 2017 from the Internal Revenue Service ("IRS") stating that the Plan is tax-exempt. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes 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 the financial statement date.

In accordance with the "income tax" topic of the Codification, Plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that, more likely than not, would not be sustained upon examination by the IRS. Management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is currently subject to income tax examinations for 2014 through 2018.

NOTE 5 – INVESTMENTS

The Plan's investments, at December 31, 2018 are as follows:

	Allocated	Unallocated	Total
ASM Affiliates, Inc. common stock:			
Number of shares	484,193	525,807	1,010,000
Cost	$2,174,927	$2,763,074	$ 4,938,000
Fair market value	$1,341,215	$1,456,485	$ 2,797,700
Cash and cash equivalents:			
Cost	$1,158,216	$ -	$ 1,158,216
Fair market value	$1,158,216	$ -	$ 1,158,216

NOTE 5 – INVESTMENTS (CONTINUED)

The Plan's investments, at December 31, 2017 are as follows:

	Allocated	Unallocated	Total
ASM Affiliates, Inc. common stock:			
Number of shares	296,207	-	296,207
Cost	$1,188,000	$ -	$ 1,188,000
Fair market value	$1,315,159	$ -	$ 1,315,159
Cash and cash equivalents:			
Cost	$ 327,906	$ -	$ 327,906
Fair market value	$ 327,906	$ -	$ 327,906

NOTE 6 – FAIR VALUE MEASUREMENTS

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 6 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

The fair value of the Company's common stock held by the Plan is valued based upon an independent appraisal using a generally accepted valuation approach consistent with prior years which include primarily level 3 inputs. The unobservable inputs include EBITDA, net income, discount rate, and discount for lack of marketability. There is limited or no observable market data for the prices of the Company's common stock.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018 and 2017:

	2018	2017
	Level 3	Level 3
ASM Affiliaties, Inc. common stock	$2,797,700	$ 1,315,159

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2018:

	ASM Affiliates, Inc. Common Stock
Balance, beginning of year	$ 1,315,159
Shares purchased by the Plan	3,750,000
Net unrealized loss in fair value	(2,267,459)
Balance, end of year	$ 2,797,700

Realized and unrealized gains and losses in investments are reported in net realized and unrealized appreciation/depreciation in fair value of investments in the statement of changes in net assets available for benefits.

NOTE 7 – RISKS AND UNCERTAINTIES

The Plan invests in common stock of the Company. The Company's common stock is exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with the common stock, it is at least reasonably possible that changes in the fair value 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. The value of the Company's common stock decreased by $2,267,459 during the year ended December 31, 2018.

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in common stock of the Company. Employees of the Company are also part of the Committee of the Plan (Note 3).

NOTE 9 – NOTE PAYABLE – RELATED PARTY

On October 29, 2018, an agreement was signed by the Trustees of the ESOP whereby the ESOP will purchase the remaining 713,793 shares from the Seller for $3,750,000 in exchange for a promissory note. On December 10, 2018, the Trustees of the ESOP signed a note substitution agreement with the Company and Seller whereby the Company and Seller agree that, to replace the ESOP note, the Company will issue a note to the Seller. In connection with this substitution agreement, the Company executed a note agreement with the ESOP for $3,750,000. The promissory note requires a principal payment of $1,000,000 on December 28, 2018 which was received and 15 equal annual installments with the first installment payable on September 15, 2019 and continuing on the 15th day of each September thereafter until September 15, 2033 when the final installment of all outstanding principal and any accrued interest shall be due. The note also allows for accelerated payments by the Company. The note bears interest at 3.02% per annum and is secured by common stock of the Company. At December 31, 2018, the note payable balance due to the Company was $2,750,000 plus $692 of accrued interest. Interest expense on the note was $19,567 during the year ended December 31, 2018. Effective December 31, 2018, the ESOP owns 100% of the Company. As the ESOP loan from the Company is repaid, shares are released from collateral and allocated to active employees, based on the proportion of the loan paid in the current year. Dividends on allocated or committed to be allocated or unallocated shares may be used to repay the ESOP debt to the Company and are reported as dividends in the financial statements.

The Company has a note payable to the Seller which totaled $3,750,000 at December 31, 2018. The note accrues interest at 5% per annum and is secured by stock of the Company. The note requires a $1,000,000 payment on January 1, 2019 plus 20 quarterly amortized installments commencing April 1, 2019 and continuing until January 1, 2024. The Company is current on its note payments to the Seller.

NOTE 10 – CONCENTRATIONS

Cash and Cash Equivalents
Financial instruments that potentially subject the Plan to credit risk include cash and cash equivalents on deposit with banks which at times may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000 per bank. There were uninsured bank balances of approximately $750,000 and $77,700 at December 31, 2018 and 2017, respectively. The Plans has not experienced any losses in such accounts. Plan management believes it is not exposed to any significant credit risk on cash and cash equivalents.

NOTE 11 – RECONCILIATION OF THE 2018 STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS TO FORM 5500

The following is a reconciliation of the net assets available for benefits as of December 31, 2018 to Form 5500:

Net assets available for benefits per financial statements	$ 1,465,820
Less: Dividend receivable	(137,772)
Less: Interest accrued	(43,097)
Net assets available for benefits per Form 5500	$ 1,284,951

The following is a reconciliation of the changes in net assets available for benefits per the financial statements for the year ended December 31, 2018 to Form 5500:

Change in net assets available for benefits per the financial statements	$ (977,245)
Less: Dividend income related to dividends receivable	(137,772)
Less: Interest expense	(43,097)
Plus: Miscellaneous	348
Change in net assets available for benefits per the Form 5500	$ (1,157,766)

NOTE 12 – SUBSEQUENT EVENT

On September 5, 2019, an agreement was signed changing the Trustee of the Plan to Miguel Paredes of Prudent Fiduciary Services. Mr. Paredes is now the sole Trustee of the Plan and has the authority to take all actions necessary to carry out his duties. The Company has the ability to remove Mr. Paredes as Trustee any time by providing Mr. Paredes with 30 days advance written notice. Compensation for the services to be performed by the Trustee will be an annual fee of $10,000.

SUPPLEMENTAL INFORMATION

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

ID# 95-3163341 - PLAN #002

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

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
*	Investment in ASM Affiliates, Inc.	1,010,000 shares of Common Stock	$ 4,938,000	$ 2,797,700
	Bank of the West	Cash and Cash Equivalents	$ 1,000,000	$ 1,000,000
	Bank of America	Cash and Cash Equivalents	$ 158,216	$ 158,216

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

See independent auditor's report.

ASM AFFILIATES
EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

ID# 95-3163341 - PLAN #002

SCHEDULE H, LINE 4j - REPORTABLE TRANSACTIONS

Year ended December 31, 2018

Identity of Party Involved	Description of Asset (Include Interest Rate and Maturity In Case of a Loan)	Purchase Price	Selling Price	Expense Incurred With Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
* ASM Affiliates, Inc.	Common Stock	$3,750,000	$ -	$ -	$ 3,750,000	$ 3,750,000	$ -

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