

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 1

In the Matter of:)	
)	
Professional Contract Sterilization, Inc.,)	
40 Myles Standish Boulevard,)	
Taunton, MA 02780)	Docket No. CAA-01-2022-0059
)	
Proceeding under Section 113)	
of the Clean Air Act)	
)	

SUPPLEMENT TO RESPONDENT’S PREHEARING EXCHANGE

Respondent, Professional Contract Sterilization, Inc. (“PCS” or “Respondent”) respectfully submits the following Supplement to Respondent’s Prehearing Exchange. Pursuant to the *Consolidated Rules of Practice Governing the Administrative Assessment of Civil Penalties and the Revocation/Termination or Suspension of Permits* (“Consolidated Rules”), 40 C.F.R. § 22, and the Presiding Officer’s Initial Prehearing Order in this matter issued on August 8, 2022, Respondent supplements its Prehearing Exchange filed on January 6, 2023, with additional information and documents that support denials made in the Answer, affirmative defense raised in the Answer, and that are relevant to the assessment of a penalty, including information and documentation that supports a reduction or elimination of the proposed penalty. In support thereof, Complainant states the following:

I. Jurisdiction and Legal Authority

This is a proceeding to assess a civil penalty under Sections 113(d) and 114(a) of the Clean Air Act, 42 U.S.C. §§ 7414(a) and 7413(d). The procedural rules governing this proceeding, the *Consolidated Rules*, require the parties to file and exchange certain information before the hearing, including copies of all documents that party intends to introduce into evidence at the hearing, including, but not limited to, those documents that support a finding that a proposed penalty should be eliminated or reduced. 40 C.F.R. § 22.19(a). The Initial Prehearing Order issued in this matter on August 8, 2022,

requires the submission of information and documents that support denials made in the Answer, affirmative defense raised in the Answer, and that is relevant to the assessment of a penalty, including any such information and documentation that supports a reduction or elimination of the proposed penalty. The *Consolidated Rules* also provide that the parties “shall promptly supplement or correct the [prehearing] exchange when the party learns that the information exchanged or response provided is incomplete, inaccurate or outdated, and the additional or corrective information has not otherwise been disclosed to the other party pursuant to this section.” 40 C.F.R. § 22.19(f). Further, the Initial Prehearing Order directs the parties to file an accompanying motion to supplement the prehearing exchange only when supplementation is sought within 60 days of the scheduled hearing. Because the hearing in this matter has not yet been scheduled, an accompanying motion is not needed for Respondent’s Supplement to its Prehearing Exchange.

I. Respondent’s Exhibits

The exhibits below supplement Respondent’s Prehearing Exchange dated January 6, 2023.

RX #	Description
RX 11	PCS Full Tax Returns from 2017 to 2021
RX 12	PCS’ Summary Table of Assets
RX 13	PCS Organizational Chart
RX 14	PCS’s Bylaws
RX 15	Confidential Memorandum from Gary Cranston to Robert Fasanella – Initial Ability to Pay Document Request, dated February 15, 2023

II. Copies of Any Documents in Support of an Asserted Affirmative Defenses and an Explanation of the Argument in Support of any Such Affirmative Defenses

The following supplements Respondent’s Prehearing Exchange dated January 6, 2023.

First Affirmative Defense: “Respondent has created no danger to health and public safety or human welfare, nor any danger to the environment.”

Respondent maintains that any purported violation that serves as the basis for the EPA's Complaint created no danger to health or public safety or human welfare, nor any danger to the environment. EPA's CAA Civil Penalty Calculation Worksheet supports this position where no penalty is assessed for "Actual or Possible Harm (Includes level of violation and sensitivity to environment/toxicity of pollutant)." CX 17. The absence of "actual harm," is clearly relevant to the "seriousness of the violation" which is a factor considered for the civil penalty assessed against Respondent pursuant to Section 113 of the CAA. Here, where the alleged violations in the Complaint concern clerical inaction, the fact that no "actual harm" is alleged in Complainant's Complaint, Pre-Hearing Exchange, or Motion for Accelerated Decision on Liability and to Strike Affirmative Defenses (the "Motion") supports a finding of penalty mitigation. This is particularly relevant when the Respondent has presented evidence of its inability to pay the proposed civil penalty. See RX 1, 10-12, 15.

Second Affirmative Defense: "The absence of harm has not adequately been considered as a mitigating factor in connection with the penalty assessment."

Amongst the other mitigating factors, the absence of harm has not been adequately considered relative to the proposed penalty assessments. As demonstrated by EPA's CAA Civil Penalty Calculation Worksheet, the EPA has not included "Actual or Possible Harm (Includes level of violation and sensitivity to environment/toxicity of pollutant)" into its penalty assessment. CX 17. The absence of harm is relevant to the consideration of the proposed civil penalty under Section 113(e) of the CAA. Both Count I and Count II concern purely administrative violations against a first-time offender. The absence of harm resulting from these administrative violations is relevant to and should be considered in the mitigation of the assessed penalties.

Third Affirmative Defense: "Any and all alleged acts or omissions concerning Respondent's compliance with Section 114 of the Clean Air Act, 42 U.S.C. §7414(a) have not resulted in any economic benefit to Respondent."

As stated in Respondent's Answer and detailed in Jonathan Shefftz's Report (RX 1), Respondent has received no economic benefit from the alleged failure to provide information detailed in Count 1 or Count 2 of the Complaint. It is undisputed that Respondent has incurred the time and expense to provide the responses to the ICR and Performance Test Plan as requested by EPA. The fact that the Respondent does not have the financial ability to pay the proposed penalties is further evidence that it received no economic benefit from the alleged Section 114 violations. This information is relevant under Section 113(e) to the penalty assessment. See RX 1, 10-12, 15.

Sixth Affirmative Defense: "The proposed penalty is excessive, inappropriate and unwarranted, and Complainant has not provided adequate explanation as to how the penalty amount was calculated."

The proposed penalty is excessive and/or unsupported by EPA's proposed penalty calculation. Respondent contends that Section 113(e) of the CAA and the CAA Civil Penalty Policy ("Penalty Policy") as amended by EPA's Penalty Inflation Adjustment Memorandum ("Inflation Adjustment Memo") do not support the level of penalty levied against it. See 42 U.S.C. § 7413(e); CX 1; CX 2. CAA 113(e) requires that the EPA shall, when assessing a penalty, "take into consideration...the size of the business, the economic impact of the penalty on the business, the violator's full compliance history and good faith efforts to comply, the duration of the violation as established by credible evidence, payment by the violator of penalties previously assessed for the same violation, the economic benefit of noncompliance, and the seriousness of the violation." As detailed in Respondent's Prehearing Exchange, there are many factors that suggest mitigation of the proposed penalty under Section 113(e) including the fact that Respondent is a small business with few employees, that its business continues to be adversely impacted by the COVID-19 Pandemic, it has no history of non-compliance, it derived no economic benefit from the alleged violations, the alleged violations did not result in actual harm, and that it is not able to pay the

proposed penalty. See Respondent’s Prehearing Exchange, Sections VI, VII, RX 1, 10-12, 15. Importantly, Section VII of Complainant’s Prehearing Exchange provides nothing but a vague reference to the framework upon which penalties are assessed under Section 113 and the Penalty Policy and wholly fails to explain what factors were deemed relevant in this present case, what monetary value was apportioned thereto, and what mitigating factors, if any, were considered in assessing the penalties.

Tenth Affirmative Defense: “Complainant’s penalty assessment constitutes an abuse of discretion.”

As discussed above relative to PCS’s Ninth Affirmative Defense, the proposed penalty is excessive and/or unsupported by EPA’s proposed penalty calculation. The lack of factual or legal support for EPA’s proposed penalty supports a finding that it abused its discretion.

IV. All Factual Information that Respondent Considers Relevant to the Assessment of a Penalty and any Supporting Documentation

Respondent contends Respondent maintains that supplemental exhibits RX 11-15 provide additional supporting documentation for those arguments made in Section IV of Respondent’s Prehearing Statement that Section 113 CAA and the CAA Civil Penalty Policy (“Penalty Policy”) as amended by EPA’s Penalty Inflation Adjustment Memorandum (“Inflation Adjustment Memo”) do not support the level of penalty levied against it. See 42 U.S.C. § 7413(e); CX 1; CX 2. In particular, these supplemental exhibits provide additional support concerning the economic impact upon and Respondent’s ability to pay the penalties proposed for both Count 1 and Count 2.

V. Detailed Narrative Statement Explaining the Factual and Legal Bases for PCS’s Inability to Pay and Documents in Support of Position.

In further support of the conclusions in Jonathan S. Shefftz’s expert report, Respondent submits supplemental exhibits RX 10-15.

Respectfully submitted,



Robert Fasanella
Counsel for Respondent

3/2/2023

Date

CERTIFICATE OF SERVICE

I hereby certify that the forgoing Supplement to Respondent's Preliminary Exchange, Docket No. CAA-01-2022-0059, has been submitted electronically using the OALJ E-Filing System.

A copy was sent by email to:

Jaegun Lee, Attorney-Advisor
U.S. Environmental Protection Agency, Region 1
5 Post Office Square, Suite 100 (Mail Code 04-3)
Boston, MA 02109-3912
Email: Lee.Jaegun@epa.gov
Counsel for Complainant

Dated: March 2, 2023



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U.S. Income Tax Return for an S Corporation

2021

Department of the Treasury
Internal Revenue Service

Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.
Go to www.irs.gov/Form1120S for instructions and the latest information.

For calendar year 2021 or tax year beginning _____, ending _____

A S election effective date PII	TYPE OR PRINT	Name PII	D Employer identification number PII
B Business activity code PII		Number, street, and room or suite no. If a P.O. box, see instructions. PII	E Date incorporated PII
C Check if Sch. M-3 attached <input type="checkbox"/>		City or town, state or province, country, and ZIP or foreign postal code PII	F Total assets (see instructions) \$ PII

G Is the corporation electing to be an S corporation beginning with this tax year? See instructions. PII

H Check if: (1) Final return (2) Name change (3) Address change (4) Amended return (5) S election termination

I Enter the number of shareholders who were shareholders during any part of the tax year PII

J Check if corporation: (1) Aggregated activities for section 465 at-risk purposes (2) Grouped activities for section 469 passive activity purposes

Caution: Include only trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	1a Gross receipts or sales	1a PII	
	b Returns and allowances	1b	
	c Balance. Subtract line 1b from line 1a		1c
	2 Cost of goods sold (attach Form 1125-A)		2
	3 Gross profit. Subtract line 2 from line 1c		3
	4 Net gain (loss) from Form 4797, line 17 (attach Form 4797)		4
5 Other income (loss) (see instructions—attach statement)		5	
6 Total income (loss). Add lines 3 through 5		6	
Deductions (see instructions for limitations)	7 Compensation of officers (see instructions—attach Form 1125-E)		7
	8 Salaries and wages (less employment credits)		8
	9 Repairs and maintenance		9
	10 Bad debts		10
	11 Rents		11
	12 Taxes and licenses		12
	13 Interest (see instructions)		13
	14 Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		14
	15 Depletion (Do not deduct oil and gas depletion.)		15
	16 Advertising		16
	17 Pension, profit-sharing, etc., plans		17
	18 Employee benefit programs		18
	19 Other deductions (attach statement) SEE STMT 1		19
	20 Total deductions. Add lines 7 through 19		20
	21 Ordinary business income (loss). Subtract line 20 from line 6		21
Tax and Payments	22a Excess net passive income or LIFO recapture tax (see instructions)	22a	
	b Tax from Schedule D (Form 1120-S)	22b	
	c Add lines 22a and 22b (see instructions for additional taxes)		22c
	23a 2021 estimated tax payments and 2020 overpayment credited to 2021	23a	
	b Tax deposited with Form 7004	23b	
	c Credit for federal tax paid on fuels (attach Form 4136)	23c	
	d Add lines 23a through 23c		23d
24 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>		24	
25 Amount owed. If line 23d is smaller than the total of lines 22c and 24, enter amount owed		25	
26 Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid		26	
27 Enter amount from line 26: Credited to 2022 estimated tax Refunded		27	

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Sign Here Signature of officer PII Date PII Title

Paid Preparer Use Only

Print/Type preparer's name PII Preparer's signature Date 10/04/22 Check if self-employed PTIN PII

Firm's name PII Firm's EIN PII Firm's address PII Phone no. PII

For Paperwork Reduction Act Notice, see separate instructions.

Schedule B Other Information (see instructions)

Check accounting method:

PII

Yes No

2 See the instructions and enter the:

a Business activity

b Product or service

PI

3 At any time during the tax year, was any shareholder of the corporation a disregarded entity, a trust, an estate, or a nominee or similar person? If "Yes," attach Schedule B-1, Information on Certain Shareholders of an S Corporation

4 At the end of the tax year, did the corporation:

a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total stock issued and outstanding of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below

I

(i) Name of Corporation

(ii) Employer Identification Number (if any)

(iii) Country of Incorporation

(iv) Percentage of Stock Owned

(v) If Percentage in (iv) Is 100%, Enter the Date (if applicable) a Qualified Subchapter S

PII

b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below

PII

(i) Name of Entity

(ii) Employer Identification Number (if any)

(iii) Type of Entity

(iv) Country of Organization

(v) Maximum Percentage Owned in Profit, Loss, or Capital

PII

5a At the end of the tax year, did the corporation have any outstanding shares of restricted stock?

If "Yes," complete lines (i) and (ii) below.

(i) Total shares of restricted stock

(ii) Total shares of non-restricted stock

b At the end of the tax year, did the corporation have any outstanding stock options, warrants, or similar instruments?

If "Yes," complete lines (i) and (ii) below.

(i) Total shares of stock outstanding at the end of the tax year

(ii) Total shares of stock outstanding if all instruments were executed

6 Has this corporation filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?

7 Check this box if the corporation issued publicly offered debt instruments with original issue discount

If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.

8 If the corporation (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to the basis of the asset (or the basis of any other property) in the hands of a C corporation, and (b) has net unrealized built-in gain in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years. See instructions

9 Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions

10 Does the corporation satisfy one or more of the following? See instructions

a The corporation owns a pass-through entity with current, or prior year carryover, excess business interest expense.

b The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the corporation has business interest expense.

c The corporation is a tax shelter and the corporation has business interest expense. If "Yes," complete and attach Form 8990.

11 Does the corporation satisfy both of the following conditions?

a The corporation's total receipts (see instructions) for the tax year were less than \$250,000.

b The corporation's total assets at the end of the tax year were less than \$250,000.

If "Yes," the corporation is not required to complete Schedules L and M-1.

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Schedule B Other Information (see instructions) (continued)		Yes	No
12	During the tax year, did the corporation have any non-shareholder debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt? If "Yes," enter the amount of principal reduction ▶ \$		
13	During the tax year, was a qualified subchapter S subsidiary election terminated or revoked? If "Yes," see instructions		
14a	Did the corporation make any payments in 2021 that would require it to file Form(s) 1099?		
b	If "Yes," did the corporation file or will it file required Forms 1099?		
15	Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 15 ▶ \$		

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Schedule K Shareholders' Pro Rata Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 21)	1	PII
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Interest income	4	
	5 Dividends: a Ordinary dividends	5a	
	b Qualified dividends	5b	
	6 Royalties	6	
	7 Net short-term capital gain (loss) (attach Schedule D (Form 1120-S))	7	
8a Net long-term capital gain (loss) (attach Schedule D (Form 1120-S))	8a	PII	
b Collectibles (28%) gain (loss)	8b		
c Unrecaptured section 1250 gain (attach statement)	8c		
9 Net section 1231 gain (loss) (attach Form 4797)	9	PII	
10 Other income (loss) (see instructions) Type ▶	10		
Deductions	11 Section 179 deduction (attach Form 4562)		11
	12a Charitable contributions		12a
	b Investment interest expense		12b
	c Section 59(e)(2) expenditures Type ▶		12c
d Other deductions (see instructions) Type ▶	12d		
Credits	13a Low-income housing credit (section 42(j)(5))		13a
	b Low-income housing credit (other)		13b
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)		13c
	d Other rental real estate credits (see instructions) Type ▶	13d	
	e Other rental credits (see instructions) Type ▶	13e	
	f Biofuel producer credit (attach Form 6478)	13f	
	g Other credits (see instructions) Type ▶	13g	
International Transactions	14 Attach Schedule K-2 (Form 1120-S), Shareholders' Pro Rata Share Items—International, and check this box to indicate you are reporting items of international tax relevance ▶ <input type="checkbox"/>		
Alternative Minimum Tax (AMT) Items	15a Post-1986 depreciation adjustment	15a	PII
	b Adjusted gain or loss	15b	
	c Depletion (other than oil and gas)	15c	
	d Oil, gas, and geothermal properties – gross income	15d	
	e Oil, gas, and geothermal properties – deductions	15e	
	f Other AMT items (attach statement)	15f	
Items Affecting Shareholder Basis	16a Tax-exempt interest income	16a	PII
	b Other tax-exempt income	16b	
	c Nondeductible expenses	16c	
	d Distributions (attach statement if required) (see instructions)	16d	
	e Repayment of loans from shareholders	16e	
	f Foreign taxes paid or accrued	16f	

Schedule K Shareholders' Pro Rata Share Items (continued)			
Other Information	17a	Investment income	17a
	b	Investment expenses	17b
	c	Dividend distributions paid from accumulated earnings and profits	17c
	d	Other items and amounts (attach statement) SEE STATEMENT 2	
Reconciliation	18	Income (loss) reconciliation. Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 16f	18

PII

Schedule L Balance Sheets per Books	Beginning of tax year		End of tax
	(a)	(b)	(c)
Assets			
1	Cash		
2a	Trade notes and accounts receivable		
b	Less allowance for bad debts		
3	Inventories		
4	U.S. government obligations		
5	Tax-exempt securities (see instructions)		
6	Other current assets (attach statement)		
7	Loans to shareholders		
8	Mortgage and real estate loans		
9	Other investments (attach statement)		
10a	Buildings and other depreciable assets		
b	Less accumulated depreciation		
11a	Depletable assets		
b	Less accumulated depletion		
12	Land (net of any amortization)		
13a	Intangible assets (amortizable only)		
b	Less accumulated amortization		
14	Other assets (attach statement) STMT 3		
15	Total assets		
Liabilities and Shareholders' Equity			
16	Accounts payable		
17	Mortgages, notes, bonds payable in less than 1 year		
18	Other current liabilities (attach statement)		
19	Loans from shareholders		
20	Mortgages, notes, bonds payable in 1 year or more		
21	Other liabilities (attach statement)		
22	Capital stock		
23	Additional paid-in capital		
24	Retained earnings		
25	Adjustments to shareholders' equity (attach statement)		
26	Less cost of treasury stock		
27	Total liabilities and shareholders' equity		

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Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

- 1 Net income (loss) per books
- 2 Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize)
- 3 Expenses recorded on books this year not included on Schedule K, lines 1 through 12 and 16f (itemize):
 - a Depreciation \$
 - b Travel and entertainment \$

PII

PII

- 5 Income recorded on books this year not included on Schedule K, lines 1 through 10 (itemize):
 - a Tax-exempt interest \$
- 6 Deductions included on Schedule K, lines 1 through 12 and 16f, not charged against book income this year (itemize):
 - a Depreciation \$
- 7 Add lines 5 and 6
- 8 Income (loss) (Schedule K, line 18). Subtract line 7 from line 4

PII

Schedule M-2 Analysis of Accumulated Earnings and Profits, and Other Adjustments Account
(see instructions)

- 1 Balance at beginning of tax year
- 2 Ordinary income from page 1, line 21
- 3 Other additions **STMT 5**
- 4 Loss from page 1, line 21
- 5 Other reductions **STMT 6**
- 6 Combine lines 1 through 5
- 7 Distributions
- 8 Balance at end of tax year. Subtract line 7 from line 6

(a) Accumulated adjustments account	(b) Shareholders' undistributed taxable income previously taxed	(c) Accumulated earnings and profits	(d) Other adjustments account
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Form 1125-A

Cost of Goods Sold

(Rev. November 2018)
Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.**
▶ **Go to www.irs.gov/Form1125A for the latest information.**

OMB No. 1545-0123

Name PII	PII
-------------	-----

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	STMT 7
6	Total. Add lines 1 through 5	6	
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	
9a Check all methods used for valuing closing inventory:			
(i) <input type="checkbox"/> Cost			
(ii) <input type="checkbox"/> Lower of cost or market			
(iii) <input type="checkbox"/> Other (Specify method used and attach explanation.) ▶			
b Check if there was a writedown of subnormal goods			
c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)			
d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO			
			9d
e If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions			
f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation			

1
2
3
4
5
6
7
8

PII

		▶	<input type="checkbox"/>
		▶	<input type="checkbox"/>

PII

For Paperwork Reduction Act Notice, see instructions.

Form **1125-A** (Rev. 11-2018)

Final K-1

Amended K-1

**Schedule K-1
(Form 1120-S)**

2021

For calendar year 2021, or tax year

Department of the Treasury
Internal Revenue Service

beginning ending

Shareholder's Share of Income, Deductions, Credits, etc.
▶ See separate instructions.

Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items

Part I Information About the Corporation

A Corporation's employer identification number
PII

B Corporation's name, address, city, state, and ZIP code
PII

C IRS Center where corporation filed return
E-FILE

D Corporation's total number of shares
Beginning of tax year _____ PII
End of tax year _____ PII

1	Ordinary business income (loss) PII	13	Credits
2	Net rental real estate income (loss) PII		PII
3	Other net rental income (loss) PII		
4	Interest income PII		
5a	Ordinary dividends PII		PII
5b	Qualified dividends PII	14	
6	Royalties PII	15	Alternative minimum tax (AMT) items PII
7	Net short-term capital gain (loss) PII		PII
8a	Net long-term capital gain (loss) PII		
8b	Collectibles (28%) gain (loss) PII		
8c	Unrecaptured section 1250 gain PII		PII

Part II Information About the Shareholder

E Shareholder's identifying number
PII

F Shareholder's name, address, city, state, and ZIP code
PII

G Current year allocation percentage _____ **PII**

H Shareholder's number of shares
Beginning of tax year _____ **PII**
End of tax year _____ **PII**

I Loans from shareholder
Beginning of tax year \$ _____
End of tax year \$ _____

9	Net section 1231 gain (loss) PII	16	Items affecting shareholder basis PII
10	Other income (loss) PII		
		17	Other information
11	Section 179 deduction		PII PII
12	Other deductions		PII PII

For IRS Use Only

18 More than one activity for at-risk purposes*

19 More than one activity for passive activity purposes*

* See attached statement for additional information.

Form **1125-E**

Compensation of Officers

(Rev. October 2016)

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.**

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.**

PII

Note: Complete Form 1125-E only if total receipts are \$500,000 or more. See instructions for definition of total receipts.

(a) Name of officer	(b) Social security number (see instructions)	(c) Percent of time devoted to business	Percent of stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	

PII

2	Total compensation of officers	2	PII
3	Compensation of officers claimed on Form 1125-A or elsewhere on return	3	
4	Subtract line 3 from line 2. Enter the result here and on Form 1120, page 1, line 12 or the appropriate line of your tax return	4	

For Paperwork Reduction Act Notice, see separate instructions.

Form **1125-E** (Rev. 10-2016)

Statement 1 - Form 1120-S, Page 1, Line 19 - Other Deductions

Description Amount

PII

Statement 2 - Form 1120-S, Page 4, Schedule K, Line 17d - Other Items and Amounts

Description Amount

PII

Statement 3 - Form 1120-S, Page 4, Schedule L, Line 14 - Other Assets

Description Beginning of Year End of Year

PII

Statement 4 - Form 1120-S, Page 5, Schedule M-1, Line 3 - Expenses on Books Not on Return

Description Amount

PII

Statement 5 - Form 1120-S, Page 5, Schedule M-2, Line 3(a) - Other Additions

Description Amount

PII

Statement 6 - Form 1120-S, Page 5, Schedule M-2, Line 5(a) - Other Reductions

Description Amount

PII

Statement 7 - Form 1125-A, Line 5 - Other Costs

Description

Amount

PII

U.S. Income Tax Return for an S Corporation

2020

Department of the Treasury
Internal Revenue Service

Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.
Go to www.irs.gov/Form1120S for instructions and the latest information.

For calendar year 2020 or tax year beginning _____, ending _____

A PII	TYPE OR PRINT	Name PII	D Employer identification number PII
B Business activity code number (see instructions)		Number, street, and room or suite no. If a P.O. box, see instructions. PII	E Date incorporated PII
C Check if Sch. M-3 attached <input type="checkbox"/>		City or town, state or province, country, and ZIP or foreign postal code PII	F Total assets (see instructions) \$ PII

G Is the corporation electing to be an S corporation beginning with this tax year? PII If "Yes," attach Form 2553 if not already filed

H Check if: (1) Final return (2) Name change (3) Address change (4) Amended return (5) S election termination or revocation

I Enter the number of shareholders who were shareholders during any part of the tax year _____ PII

J Check if corporation: (1) Aggregated activities for section 465 at-risk purposes (2) Grouped activities for section 469 passive activity purposes

Caution: Include **only** trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	1a Gross receipts or sales	1a PII	
	b Returns and allowances	1b	
	c Balance. Subtract line 1b from line 1a		1c
	2 Cost of goods sold (attach Form 1125-A)		2
	3 Gross profit. Subtract line 2 from line 1c		3
	4 Net gain (loss) from Form 4797, line 17 (attach Form 4797)		4
5 Other income (loss) (see instructions—attach statement)		5	
6 Total income (loss). Add lines 3 through 5		6	
Deductions (see instructions for limitations)	7 Compensation of officers (see instructions—attach Form 1125-E)		7
	8 Salaries and wages (less employment credits)		8
	9 Repairs and maintenance		9
	10 Bad debts		10
	11 Rents		11
	12 Taxes and licenses		12
	13 Interest (see instructions)		13
	14 Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		14
	15 Depletion (Do not deduct oil and gas depletion.)		15
	16 Advertising		16
	17 Pension, profit-sharing, etc., plans		17
	18 Employee benefit programs		18
	19 Other deductions (attach statement) SEE STMT 1		19
	20 Total deductions. Add lines 7 through 19		20
	21 Ordinary business income (loss). Subtract line 20 from line 6		21
Tax and Payments	22a Excess net passive income or LIFO recapture tax (see instructions)	22a	
	b Tax from Schedule D (Form 1120-S)	22b	
	c Add lines 22a and 22b (see instructions for additional taxes)		22c
	23a 2020 estimated tax payments and 2019 overpayment credited to 2020	23a	
	b Tax deposited with Form 7004	23b	
	c Credit for federal tax paid on fuels (attach Form 4136)	23c	
	d Reserved for future use	23d	
	e Add lines 23a through 23d		23e
	24 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>		24
	25 Amount owed. If line 23e is smaller than the total of lines 22c and 24, enter amount owed		25
26 Overpayment. If line 23e is larger than the total of lines 22c and 24, enter amount overpaid		26	
27 Enter amount from line 26: Credited to 2021 estimated tax Refunded		27	

PII

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Sign Here Signature of officer PII Date Title PII

Paid Preparer Use Only

Print/Type preparer's name PII Preparer's signature Date Check if self-employed PTIN *****

Firm's name PII Firm's EIN PII

Firm's address PII Phone no. PII

Schedule B Other Information (see instructions) (continued)

Yes No

- 12 During the tax year, did the corporation have any non-shareholder debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?
 - If "Yes," enter the amount of principal reduction ▶ \$
- 13 During the tax year, was a qualified subchapter S subsidiary election terminated or revoked? If "Yes," see instructions
- 14a Did the corporation make any payments in 2020 that would require it to file Form(s) 1099?
 - b If "Yes," did the corporation file or will it file required Forms 1099?
- 15 Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund?
 - If "Yes," enter the amount from Form 8996, line 15 ▶ \$

PII

Schedule K Shareholders' Pro Rata Share Items

Total amount

Income (Loss)	1	Ordinary business income (loss) (page 1, line 21)	1
	2	Net rental real estate income (loss) (attach Form 8825)	2
	3a	Other gross rental income (loss)	3a
	b	Expenses from other rental activities (attach statement)	3b
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c
	4	Interest income	4
	5	Dividends: a Ordinary dividends	5a
	b	Qualified dividends	5b
	6	Royalties	6
	7	Net short-term capital gain (loss) (attach Schedule D (Form 1120-S))	7
8a	8a	Net long-term capital gain (loss) (attach Schedule D (Form 1120-S))	8a
	b	Collectibles (28%) gain (loss)	8b
	c	Unrecaptured section 1250 gain (attach statement)	8c
9	Net section 1231 gain (loss) (attach Form 4797)	9	
10	Other income (loss) (see instructions) Type ▶	10	
Deductions	11	Section 179 deduction (attach Form 4562)	11
	12a	Charitable contributions	12a
	b	Investment interest expense	12b
	c	Section 59(e)(2) expenditures Type ▶	12c
d	Other deductions (see instructions) Type ▶	12d	
Credits	13a	Low-income housing credit (section 42(j)(5))	13a
	b	Low-income housing credit (other)	13b
	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	13c
	d	Other rental real estate credits (see instructions) Type ▶	13d
	e	Other rental credits (see instructions) Type ▶	13e
	f	Biofuel producer credit (attach Form 6478)	13f
	g	Other credits (see instructions) Type ▶	13g
Foreign Transactions	14a	Name of country or U.S. possession ▶	
	b	Gross income from all sources	14b
	c	Gross income sourced at shareholder level	14c
		Foreign gross income sourced at corporate level	
	d	Reserved for future use	14d
	e	Foreign branch category	14e
	f	Passive category	14f
	g	General category	14g
	h	Other (attach statement)	14h
		Deductions allocated and apportioned at shareholder level	
	i	Interest expense	14i
	j	Other	14j
		Deductions allocated and apportioned at corporate level to foreign source income	
	k	Reserved for future use	14k
	l	Foreign branch category	14l
	m	Passive category	14m
	n	General category	14n
	o	Other (attach statement)	14o
	Other information		
p	Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued ▶	14p	
q	Reduction in taxes available for credit (attach statement)	14q	
r	Other foreign tax information (attach statement)		

PII

Schedule K Shareholders' Pro Rata Share Items (continued)		Total amount	
Alternative Tax (AMT) Items	15a Post-1986 depreciation adjustment	15a	PII
	b Adjusted gain or loss	15b	
	c Depletion (other than oil and gas)	15c	
	d Oil, gas, and geothermal properties – gross income	15d	
	e Oil, gas, and geothermal properties – deductions	15e	
	f Other AMT items (attach statement)	15f	
Items Affecting Shareholder Basis	16a Tax-exempt interest income	16a	PII
	b Other tax-exempt income	16b	
	c Nondeductible expenses	16c	
	d Distributions (attach statement if required) (see instructions)	16d	
	e Repayment of loans from shareholders	16e	
Other Information	17a Investment income	17a	PII
	b Investment expenses	17b	
	c Dividend distributions paid from accumulated earnings and profits	17c	
	d Other items and amounts (attach statement) SEE STATEMENT 2		
Reconciliation	18 Income (loss) reconciliation. Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 14p	18	

Schedule L Balance Sheets per Books	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash	PII	PII	PII	PII
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities (see instructions)				
6 Other current assets (attach statement)				
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (attach statement)				
10a Buildings and other depreciable assets				
b Less accumulated depreciation				
11a Depletable assets				
b Less accumulated depletion				
12 Land (net of any amortization)				
13a Intangible assets (amortizable only)				
b Less accumulated amortization				
14 Other assets (attach statement) STMT 3				
15 Total assets				
Liabilities and Shareholders' Equity				
16 Accounts payable	PII	PII	PII	PII
17 Mortgages, notes, bonds payable in less than 1 year				
18 Other current liabilities (attach statement)				
19 Loans from shareholders				
20 Mortgages, notes, bonds payable in 1 year or more				
21 Other liabilities (attach statement)				
22 Capital stock				
23 Additional paid-in capital				
24 Retained earnings				
25 Adjustments to shareholders' equity (attach statement)				
26 Less cost of treasury stock				
27 Total liabilities and shareholders' equity				

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

<p>1 Net income (loss) per books</p> <p>2 Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize)</p> <p>3 Expenses recorded on books this year not included on Schedule K, lines 1 through 12 and 14p (itemize):</p> <p>a Depreciation \$</p> <p>b Travel and entertainment \$</p> <p>STMT 4</p> <p>4 Add lines 1 through 3</p>	PII	<p>5 Income recorded on books this year not included on Schedule K, lines 1 through 10 (itemize):</p> <p>a Tax-exempt interest \$</p> <p>6 Deductions included on Schedule K, lines 1 through 12 and 14p, not charged against book income this year (itemize):</p> <p>a Depreciation \$</p> <p>7 Add lines 5 and 6</p> <p>8 Income (loss) (Schedule K, line 18). Subtract line 7 from line 4</p>	PII
--	-----	--	-----

Schedule M-2 Analysis of Accumulated Adjustments Account, Shareholders' Undistributed Taxable Income Previously Taxed, Accumulated Earnings and Profits, and Other Adjustments Account

(see instructions)

	(a) Accumulated adjustments account	(b) Shareholders' undistributed taxable income previously taxed	(c) Accumulated earnings and profits	(d) Other adjustments account
1 Balance at beginning of tax year				
2 Ordinary income from page 1, line 21				
3 Other additions STMT 5				
4 Loss from page 1, line 21				
5 Other reductions STMT 6				
6 Combine lines 1 through 5				
7 Distributions				
8 Balance at end of tax year. Subtract line 7 from line 6				

PII

Form 1125-A

(Rev. November 2018)
Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

OMB No. 1545-0123

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.**
▶ **Go to www.irs.gov/Form1125A for the latest information.**

Name _____ Employer identification number _____

PII

1	Inventory at beginning of year	1
2	Purchases	2
3	Cost of labor	3
4	Additional section 263A costs (attach schedule)	4
5	Other costs (attach schedule) STMT 7	5
6	Total. Add lines 1 through 5	6
7	Inventory at end of year	7
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8

9a Check all methods used for valuing closing inventory:

- (i) Cost
- (ii) Lower of cost or market
- (iii) Other (Specify method used and attach explanation.) ▶

b Check if there was a writedown of subnormal goods

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d**

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation

PII

PII

PII

For Paperwork Reduction Act Notice, see instructions.

Form **1125-A** (Rev. 11-2018)

Schedule K-1 (Form 1120-S)

Department of the Treasury Internal Revenue Service

2020

For calendar year 2020, or tax year

Final K-1

Amended K-1

Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items

Shareholder's Share of Income, Deductions, Credits, etc.

See back of form and separate instructions.

Part I Information About the Corporation

Form section for Part I: Corporation's employer identification number, name, address, and IRS Center.

Part II Information About the Shareholder

Form section for Part II: Shareholder's identifying number, name, address, and allocation percentage.

Table with 4 columns: Line number, Description, Total amount, and Category. Includes rows for Ordinary business income, Net rental real estate income, Interest income, Dividends, Capital gains, and Deductions.

For IRS Use Only section containing lines 18 and 19 regarding at-risk and passive activity purposes.

Form 1125-E

(Rev. October 2016)
Department of the Treasury
Internal Revenue Service

Compensation of Officers

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.

OMB No. 1545-0123

▶ Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.

Name _____ Employer identification number _____

PII

Note: Complete Form 1125-E only if total receipts are \$500,000 or more. See instructions for definition of total receipts.

(a) Name of officer	(b) Social security number (see instructions)	(c) Percent of time devoted to business	Percent of stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	

PII

2	Total compensation of officers	2
3	Compensation of officers claimed on Form 1125-A or elsewhere on return	3
4	Subtract line 3 from line 2. Enter the result here and on Form 1120, page 1, line 12 or the appropriate line of your tax return	4

PII

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125-E (Rev. 10-2016)

Form **4562**

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172

2020

Department of the Treasury
Internal Revenue Service (99)

▶ Attach to your tax return.

Attachment Sequence No. **179**

▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return

Identifying number

PII

Business or activity to which this form relates

PII

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2019 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instructions	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2021. Add lines 9 and 10, less line 12	▶	13

PII

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions	14
15	Property subject to section 168(f)(1) election	15
16	Other depreciation (including ACRS)	16

PII

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2020	17
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	▶ <input type="checkbox"/>

Section B—Assets Placed in Service During 2020 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property					
b	5-year property					
c	7-year property					
d	10-year property					
e	15-year property					
f	20-year property					
g	25-year property		25 yrs.		S/L	
h	Residential rental property		27.5 yrs.	MM	S/L	
i	Nonresidential real property		39 yrs.	MM	S/L	
				MM	S/L	

PII

PII

Section C—Assets Placed in Service During 2020 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L
b	12-year		12 yrs.		S/L
c	30-year		30 yrs.	MM	S/L
d	40-year		40 yrs.	MM	S/L

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	▶	23

PII

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2020)

THERE ARE NO AMOUNTS FOR PAGE 2

DAA

Statement 1 - Form 1120-S, Page 1, Line 19 - Other Deductions

Description Amount

PII

Statement 2 - Form 1120-S, Page 4, Schedule K, Line 17d - Other Items and Amounts

Description Amount

PII

Statement 3 - Form 1120-S, Page 4, Schedule L, Line 14 - Other Assets

Description Beginning of Year End of Year

PII

Statement 4 - Form 1120-S, Page 5, Schedule M-1, Line 3 - Expenses on Books Not on Return

Description Amount

PII

Statement 5 - Form 1120-S, Page 5, Schedule M-2, Line 3(a) - Other Additions

PII

Statement 6 - Form 1120-S, Page 5, Schedule M-2, Line 5(a) - Other Reductions

Description Amount

PII

Statement 7 - Form 1125-A, Line 5 - Other Costs

Description

Amount

PII

Form **1120-S**

U.S. Income Tax Return for an S Corporation

OMB No. 1545-0123

2019

Department of the Treasury
Internal Revenue Service

Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.
▶ Go to www.irs.gov/Form1120S for instructions and the latest information.

For calendar year 2019 or tax year beginning _____, ending _____

A S election effective date PII	TYPE OR PRINT	Name PII	D Employer identification number PII
B Business activity code number (see instructions) PII		Number, street, and room or suite no. If a P.O. box, see instructions. PII	E Date incorporated PII
C Check if Sch. M-3 attached <input type="checkbox"/>		City or town, state or province, country, and ZIP or foreign postal code PII	F Total assets (see instructions) \$ PII

G Is the corporation electing to be an S corporation beginning with this tax year? PII If "Yes," attach Form 2553 if not already filed

H Check if: (1) Final return (2) Name change (3) Address change (4) Amended return (5) S election termination or revocation

I Enter the number of shareholders who were shareholders during any part of the tax year **1**

J Check if corporation: (1) Aggregated activities for section 465 at-risk purposes (2) Grouped activities for section 469 passive activity purposes

Caution: Include **only** trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	1a Gross receipts or sales	1a PII	PII
	b Returns and allowances	1b PII	
	c Balance. Subtract line 1b from line 1a	1c	
	2 Cost of goods sold (attach Form 1125-A)	2	
	3 Gross profit. Subtract line 2 from line 1c	3	
	4 Net gain (loss) from Form 4797, line 17 (attach Form 4797)	4	
5 Other income (loss) (see instructions—attach statement)	5		
6 Total income (loss). Add lines 3 through 5	6		
Deductions (see instructions for limitations)	7 Compensation of officers (see instructions—attach Form 1125-E)	7	
	8 Salaries and wages (less employment credits)	8	
	9 Repairs and maintenance	9	
	10 Bad debts	10	
	11 Rents	11	
	12 Taxes and licenses	12	
	13 Interest (see instructions)	13	
	14 Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562)	14	
	15 Depletion (Do not deduct oil and gas depletion.)	15	
	16 Advertising	16	
	17 Pension, profit-sharing, etc., plans	17	
	18 Employee benefit programs	18	
	19 Other deductions (attach statement) SEE STMT 1	19	
	20 Total deductions. Add lines 7 through 19	20	
	21 Ordinary business income (loss). Subtract line 20 from line 6	21	
Tax and Payments	22a Excess net passive income or LIFO recapture tax (see instructions)	22a PII	PII
	b Tax from Schedule D (Form 1120-S)	22b PII	
	c Add lines 22a and 22b (see instructions for additional taxes)	22c	
	23a 2019 estimated tax payments and 2018 overpayment credited to 2019	23a PII	
	b Tax deposited with Form 7004	23b PII	
	c Credit for federal tax paid on fuels (attach Form 4136)	23c PII	
	d Reserved for future use	23d PII	
	e Add lines 23a through 23d	23e	
	24 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	24	
	25 Amount owed. If line 23e is smaller than the total of lines 22c and 24, enter amount owed	25	
26 Overpayment. If line 23e is larger than the total of lines 22c and 24, enter amount overpaid	26		
27 Enter amount from line 26: Credited to 2020 estimated tax ▶ Refunded ▶	27		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Sign Here Signature of officer PII Date Title PII

Paid Preparer Use Only

Print/Type preparer's name PII Preparer's signature Date Check if self-employed PTIN

Firm's name ▶ PII Firm's EIN ▶ PII

Firm's address ▶ PII Phone no. PII

For Paperwork Reduction Act Notice, see separate instructions.

Schedule B Other Information (see instructions)

1 Check accounting method: Yes No

c PII

2 See the instructions and enter the:

a Business activity PII b Product or service PII

3 At any time during the tax year, was any shareholder of the corporation a disregarded entity, a trust, an estate, or a nominee or similar person? If "Yes," attach Schedule B-1, Information on Certain Shareholders of an S Corporation

4 At the end of the tax year, did the corporation:

a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total stock issued and outstanding of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below

PII

(i) Name of Corporation

(ii) Employer Identification Number (if any)

(iii) Country of Incorporation

(iv) Percentage of Stock Owned

(v) If Percentage in (iv) Is 100%, Enter the Date (if any) a Qualified Subchapter S Subsidiary Election Was Made

PII

b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below

PII

(i) Name of Entity

(ii) Employer Identification

(iii) Type of Entity

(iv) Country of Organization

(v) Maximum Percentage Owned in Profit,

PII

5a At the end of the tax year, did the corporation have any outstanding shares of restricted stock?

If "Yes," complete lines (i) and (ii) below.

(i) Total shares of restricted stock

(ii) Total shares of non-restricted stock

b At the end of the tax year, did the corporation have any outstanding stock options, warrants, or similar instruments?

If "Yes," complete lines (i) and (ii) below.

(i) Total shares of stock outstanding at the end of the tax year

(ii) Total shares of stock outstanding if all instruments were executed

PII

6 Has this corporation filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?

7 Check this box if the corporation issued publicly offered debt instruments with original issue discount. If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.

8 If the corporation (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to the basis of the asset (or the basis of any other property) in the hands of a C corporation and (b) has net unrealized built-in gain in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years. See instructions \$

9 Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions

10 Does the corporation satisfy one or more of the following? See instructions

- a The corporation owns a pass-through entity with current, or prior year carryover, excess business interest expense.
b The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the corporation has business interest expense.
c The corporation is a tax shelter and the corporation has business interest expense. If "Yes," complete and attach Form 8990.

11 Does the corporation satisfy both of the following conditions?

- a The corporation's total receipts (see instructions) for the tax year were less than \$250,000.
b The corporation's total assets at the end of the tax year were less than \$250,000.

If "Yes," the corporation is not required to complete Schedules L and M-1.

P

II

Schedule B Other Information (see instructions) (continued)

Yes No

- 12 During the tax year, did the corporation have any non-shareholder debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?
 - If "Yes," enter the amount of principal reduction ▶ \$ PII
- 13 During the tax year, was a qualified subchapter S subsidiary election terminated or revoked? If "Yes," see instructions
- 14a Did the corporation make any payments in 2019 that would require it to file Form(s) 1099?
 - b If "Yes," did the corporation file or will it file required Forms 1099?
- 15 Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund?
 - If "Yes," enter the amount from Form 8996, line 14 ▶ \$ PII

PII

Schedule K Shareholders' Pro Rata Share Items

Total amount

Income (Loss)	1	Ordinary business income (loss) (page 1, line 21)	1
	2	Net rental real estate income (loss) (attach Form 8825)	2
	3a	Other gross rental income (loss)	3a
	b	Expenses from other rental activities (attach statement)	3b
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c
	4	Interest income	4
	5	Dividends: a Ordinary dividends	5a
	b	Qualified dividends	5b
	6	Royalties	6
	7	Net short-term capital gain (loss) (attach Schedule D (Form 1120-S))	7
Deductions	8a	Net long-term capital gain (loss) (attach Schedule D (Form 1120-S))	8a
	b	Collectibles (28%) gain (loss)	8b
	c	Unrecaptured section 1250 gain (attach statement)	8c
	9	Net section 1231 gain (loss) (attach Form 4797)	9
10	Other income (loss) (see instructions) Type ▶	10	
Deductions	11	Section 179 deduction (attach Form 4562)	11
	12a	Charitable contributions	12a
	b	Investment interest expense	12b
	c	Section 59(e)(2) expenditures (1) Type ▶ (2) Amount ▶	12c(2)
d	Other deductions (see instructions) Type ▶	12d	
Credits	13a	Low-income housing credit (section 42(j)(5))	13a
	b	Low-income housing credit (other)	13b
	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	13c
	d	Other rental real estate credits (see instructions) Type ▶	13d
	e	Other rental credits (see instructions) Type ▶	13e
	f	Biofuel producer credit (attach Form 6478)	13f
	g	Other credits (see instructions) Type ▶	13g
Foreign Transactions	14a	Name of country or U.S. possession ▶	
	b	Gross income from all sources	14b
	c	Gross income sourced at shareholder level Foreign gross income sourced at corporate level	14c
	d	Reserved for future use	14d
	e	Foreign branch category	14e
	f	Passive category	14f
	g	General category	14g
	h	Other (attach statement) Deductions allocated and apportioned at shareholder level	14h
	i	Interest expense	14i
	j	Other Deductions allocated and apportioned at corporate level to foreign source income	14j
	k	Reserved for future use	14k
	l	Foreign branch category	14l
	m	Passive category	14m
	n	General category	14n
	o	Other (attach statement) Other information	14o
	p	Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued ▶	14p
	q	Reduction in taxes available for credit (attach statement)	14q
	r	Other foreign tax information (attach statement)	

PII

Schedule K Shareholders' Pro Rata Share Items (continued)		Total amount	
Alternative Minimum Tax (AMT) Items	15a Post-1986 depreciation adjustment	15a	PII
	b Adjusted gain or loss	15b	
	c Depletion (other than oil and gas)	15c	
	d Oil, gas, and geothermal properties – gross income	15d	
	e Oil, gas, and geothermal properties – deductions	15e	
	f Other AMT items (attach statement)	15f	
Items Affecting Shareholder Basis	16a Tax-exempt interest income	16a	
	b Other tax-exempt income	16b	
	c Nondeductible expenses	16c	
	d Distributions (attach statement if required) (see instructions)	16d	
	e Repayment of loans from shareholders	16e	
Other Information	17a Investment income	17a	
	b Investment expenses	17b	
	c Dividend distributions paid from accumulated earnings and profits	17c	
	d Other items and amounts (attach statement) SEE STATEMENT 2		
Reconciliation	18 Income/loss reconciliation. Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 14p	18	PII

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash	PII			
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (attach statement)				
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach statement)				
10a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
11a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
14	Other assets (attach statement) STMT 3				
15	Total assets				
Liabilities and Shareholders' Equity					
16	Accounts payable				
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (attach statement)				
19	Loans from shareholders				
20	Mortgages, notes, bonds payable in 1 year or more				
21	Other liabilities (attach statement)				
22	Capital stock				
23	Additional paid-in capital				
24	Retained earnings				
25	Adjustments to shareholders' equity (attach statement)				
26	Less cost of treasury stock				
27	Total liabilities and shareholders' equity				

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

<p>1 Net income (loss) per books</p> <p>2 Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize) PII</p> <p>3 Expenses recorded on books this year not included on Schedule K, lines 1 through 12 and 14p (itemize):</p> <p>a Depreciation \$ PII</p> <p>b Travel and entertainment \$ PII</p> <p>STMT 4 PII</p> <p>4 Add lines 1 through 3</p>	<p>5 Income recorded on books this year not included on Schedule K, lines 1 through 10 (itemize):</p> <p>a Tax-exempt interest \$ PII</p> <p>6 Deductions included on Schedule K, lines 1 through 12 and 14p, not charged against book income this year (itemize):</p> <p>a Depreciation \$ PII</p> <p>7 Add lines 5 and</p> <p>8 Income (loss) (Schedule K, line 18). Subtract line 7 from line 4</p>
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PII

PII

Schedule M-2 Analysis of Accumulated Adjustments Account, Shareholders' Undistributed Taxable Income Previously Taxed, Accumulated Earnings and Profits, and Other Adjustments Account

(see instructions)

	(a) Accumulated adjustments account	(b) Shareholders' undistributed taxable income previously taxed	(c) Accumulated earnings and profits	(d) Other adjustments account
1 Balance at beginning of tax year				
2 Ordinary income from page 1, line 21				
3 Other additions STMT 5				
4 Loss from page 1, line 21				
5 Other reductions STMT 6				
6 Combine lines 1 through 5				
7 Distributions				
8 Balance at end of tax year. Subtract line 7 from line 6				

PII

Form 1125-A

(Rev. November 2018)
Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

OMB No. 1545-0123

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.**
▶ **Go to www.irs.gov/Form1125A for the latest information.**

PII

Employer identification number

PII

1 Inventory at beginning of year

2 Purchases

3 Cost of labor

4 Additional section 263A costs (attach schedule)

5 Other costs (attach schedule) **STMT 7**

6 Total. Add lines 1 through 5

7 Inventory at end of year

8 Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions

9a Check all methods used for valuing closing inventory:

(i) Cost

(ii) Lower of cost or market

(iii) Other (Specify method used and attach explanation.) ▶

b Check if there was a writedown of subnormal goods ▶

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d** |

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation

1
2
3
4
5
6
7
8

PII

PII

For Paperwork Reduction Act Notice, see instructions.

Form **1125-A** (Rev. 11-2018)

Schedule K-1 (Form 1120-S)

Department of the Treasury Internal Revenue Service

2019

For calendar year 2019, or tax year

Final K-1

Amended K-1

Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items

Shareholder's Share of Income, Deductions, Credits, etc.

See back of form and separate instructions.

beginning ending

Part I Information About the Corporation

A Corporation's employer identification number PII

B Corporation's name, address, city, state, and ZIP code PII

C IRS Center where corporation filed return E-FILE

Part II Information About the Shareholder

D Shareholder's identifying number PII

E Shareholder's name, address, city, state, and ZIP code PII

F Shareholder's percentage of stock ownership for tax year PII %

For IRS Use Only

Table with 4 columns: Line number, Description, Total amount, and Category. Rows include 1-17, 18, 19, and 13-15. Categories include Credits, Foreign transactions, Alternative minimum tax (AMT) items, and Items affecting shareholder basis.

18 More than one activity for at-risk purposes* 19 More than one activity for passive activity purposes*

* See attached statement for additional information.

Form 1125-E

Compensation of Officers

(Rev. October 2016)

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

▶ Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.

Name

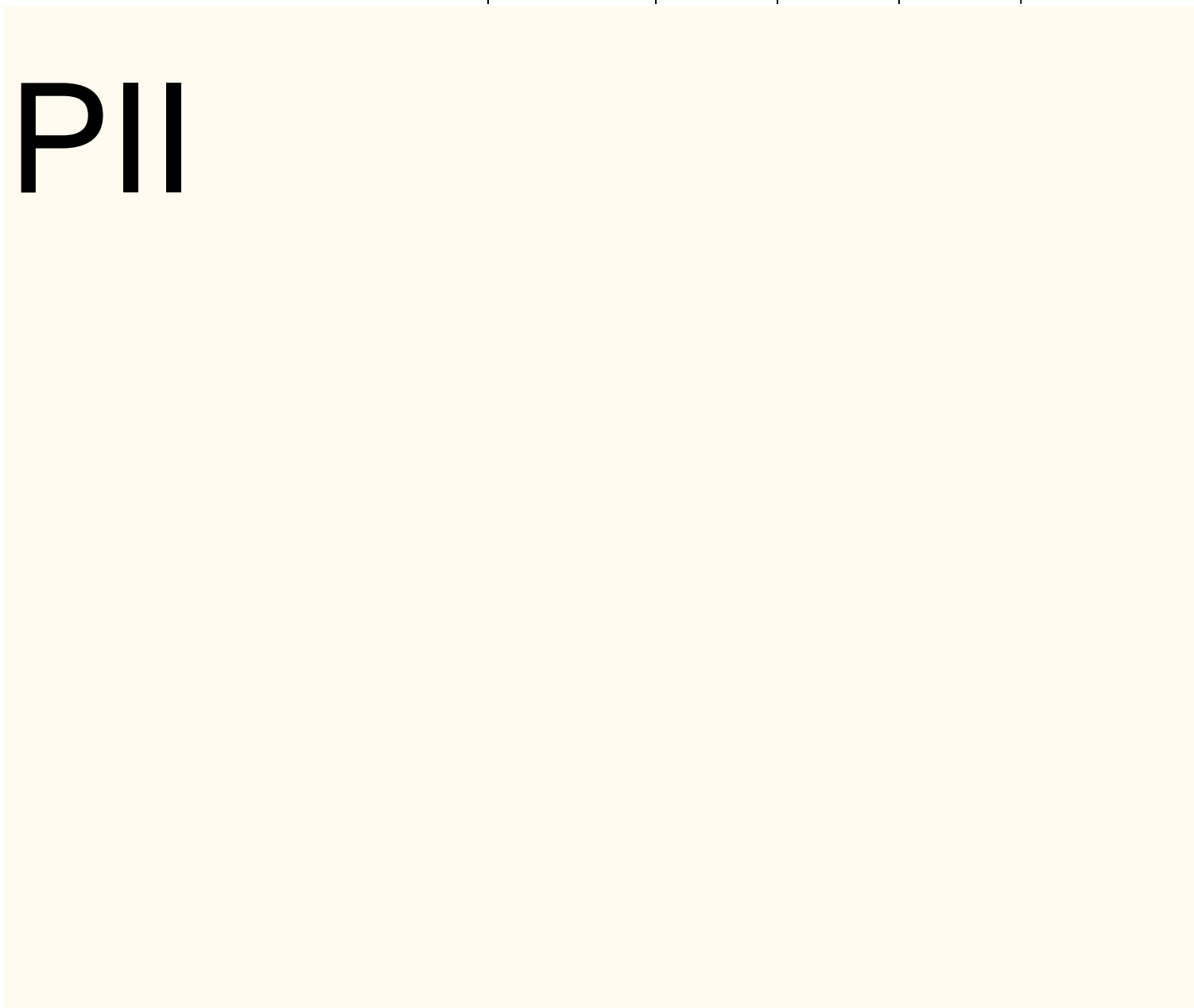
PII

Employer identification number

PII

Note: Complete Form 1125-E only if total receipts are \$500,000 or more. See instructions for definition of total receipts.

(a) Name of officer	(b) Social security number (see instructions)	(c) Percent of time devoted to business	Percent of stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	



2	Total compensation of officers	2
3	Compensation of officers claimed on Form 1125-A or elsewhere on return	3
4	Subtract line 3 from line 2. Enter the result here and on Form 1120, page 1, line 12 or the appropriate line of your tax return	4



For Paperwork Reduction Act Notice, see separate instructions.

Form 1125-E (Rev. 10-2016)

FYE: 12/31/2019

Statement 1 - Form 1120-S, Page 1, Line 19 - Other Deductions

Description	Amount
INSURANCE	\$
MISCELLANEOUS	
OFFICE EXP	
PROFESSIONAL FEES	
TELEPHONE	
TRAVEL	
WASTE REMOVAL	
TOTAL	\$

PII

Statement 2 - Form 1120-S, Page 4, Schedule K, Line 17d - Other Items and Amounts

Description	Amount
SECTION 199A INFORMATION - SEE ATTACHED WRK	

Statement 3 - Form 1120-S, Page 4, Schedule L, Line 14 - Other Assets

Description	Beginning of Year	End of Year
UTILITY DEPOSIT	\$ PII	\$ PII
TOTAL	\$ PII	\$ PII

Statement 4 - Form 1120-S, Page 5, Schedule M-1, Line 3 - Expenses on Books Not on Return

Description	Amount
OFFICER LIFE INS PREMIUMS	\$ PII
TOTAL	\$ PII

Statement 5 - Form 1120-S, Page 5, Schedule M-2, Line 3(a) - Other Additions

Description	Amount
INTEREST INCOME	\$ PII
TOTAL	\$ PII

Statement 6 - Form 1120-S, Page 5, Schedule M-2, Line 5(a) - Other Reductions

Description	Amount
OFFICER LIFE INS PREMIUMS	\$ PII
TOTAL	\$ PII

FYE: 12/31/2019

Statement 7 - Form 1125-A, Line 5 - Other Costs

Description	Amount
EQUIPMENT CALIBRATION	\$
FREIGHT	
GAS	
LAB SUPPLIES	
MAINTENANCE	
LICENCES AND PERMITS	
OUTSIDE TESTING	
SUBCONTRACT LABOR	
SUPPLIES	
UTILITIES	
TOTAL	\$

PII

Form **1120S**

U.S. Income Tax Return for an S Corporation

OMB No. 1545-0123

2018

Department of the Treasury
Internal Revenue Service

Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.
Go to www.irs.gov/Form1120S for instructions and the latest information.

For calendar year 2018 or tax year beginning _____, ending _____

A PII	TYPE OR PRINT	Name PII	D Employer identification number PII
B Business activity code number (see instructions) PII		ions.	E PII
C Check if Sch. M-3 attached <input type="checkbox"/>		City or town, state or province, country, and ZIP or foreign postal code PII	F Total assets (see instructions) \$ PII

G Is the corporation electing to be an S corporation beginning with this tax year? PII If "Yes," attach Form 2553 if not already filed

H Check if: (1) Final return (2) Name change (3) Address change (4) Amended return (5) S election termination or revocation

I Enter the number of shareholders who were shareholders during any part of the tax year PII

Caution: Include **only** trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	1a Gross receipts or sales	1a PII	
	b Returns and allowances	1b	
	c Balance. Subtract line 1b from line 1a		1c
	2 Cost of goods sold (attach Form 1125-A)		2
	3 Gross profit. Subtract line 2 from line 1c		3
	4 Net gain (loss) from Form 4797, line 17 (attach Form 4797)		4
5 Other income (loss) (see instructions—attach statement)		5	
6 Total income (loss). Add lines 3 through 5		6	
Deductions <small>(see instructions for limitations)</small>	7 Compensation of officers (see instructions—attach Form 1125-E)		7
	8 Salaries and wages (less employment credits)		8
	9 Repairs and maintenance		9
	10 Bad debts		10
	11 Rents		11
	12 Taxes and licenses		12
	13 Interest (see instructions)		13
	14 Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		14
	15 Depletion (Do not deduct oil and gas depletion.)		15
	16 Advertising		16
	17 Pension, profit-sharing, etc., plans		17
	18 Employee benefit programs		18
	19 Other deductions (attach statement) SEE STMT 1		19
	20 Total deductions. Add lines 7 through 19		20
	21 Ordinary business income (loss). Subtract line 20 from line 6		21
Tax and Payments	22a Excess net passive income or LIFO recapture tax (see instructions)	22a	
	b Tax from Schedule D (Form 1120S)	22b	
	c Add lines 22a and 22b (see instructions for additional taxes)		22c
	23a 2018 estimated tax payments and 2017 overpayment credited to 2018	23a	
	b Tax deposited with Form 7004	23b	
	c Credit for federal tax paid on fuels (attach Form 4136)	23c	
	d Refundable credit from Form 8827, line 8c	23d	
	e Add lines 23a through 23d		23e
	24 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>		24
	25 Amount owed. If line 23e is smaller than the total of lines 22c and 24, enter amount owed		25
26 Overpayment. If line 23e is larger than the total of lines 22c and 24, enter amount overpaid		26	
27 Enter amount from line 26: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		27	

P
I
I

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Sign Here Signature of officer **GARY CRANSTON** Date _____ Title _____ PII

Paid Preparer Use Only	Print/Type preparer's name PII	Preparer's signature	Date 05/30/19	Check <input type="checkbox"/> if self-employed	PTIN *****
	Firm's name P II			Firm's EIN P II	
	Firm's address P II			Phone no. P II	

For Paperwork Reduction Act Notice, see separate instructions.

Form **1120S** (2018)

Schedule B

- 1 Check accounting method: PII Cash PII Accrual

Yes	No
-----	----

 - c PII Other (specify) ▶
- 2 See the instructions and enter the:
 - a Business activity PII
 - b Product or service ▶ PII
- 3 At any time during the tax year, was any shareholder of the corporation a disregarded entity, a trust, an estate, or a nominee or similar person? If "Yes," attach Schedule B-1, Information on Certain Shareholders of an S Corporation
- 4 At the end of the tax year, did the corporation:
 - a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total stock issued and outstanding of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below

PII

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage of Stock Owned	(v) If Percentage in (iv) is 100%, Enter the Date (if any) a Qualified Subchapter S Subsidiary Election Was Made
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PII

- b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below

PII

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital
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PII

- 5 a At the end of the tax year, did the corporation have any outstanding shares of restricted stock?
 - If "Yes," complete lines (i) and (ii) below.
 - (i) Total shares of restricted stock ▶
 - (ii) Total shares of non-restricted stock ▶
- b At the end of the tax year, did the corporation have any outstanding stock options, warrants, or similar instruments?
 - If "Yes," complete lines (i) and (ii) below.
 - (i) Total shares of stock outstanding at the end of the tax year ▶
 - (ii) Total shares of stock outstanding if all instruments were executed ▶
- 6 Has this corporation filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?
- 7 Check this box if the corporation issued publicly offered debt instruments with original issue discount
 - If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.
- 8 If the corporation: (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to the basis of the asset (or the basis of any other property) in the hands of a C corporation and (b) has net unrealized built-in gain in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years (see instructions) ▶ \$
- 9 Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions
- 10 Does the corporation satisfy one of the following conditions and the corporation doesn't own a pass-through entity with current year, or prior year carryover, excess business interest expense? See instructions
 - a The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year don't exceed \$25 million, and the corporation isn't a tax shelter; or
 - b The corporation only has business interest expense from (1) an electing real property trade or business, (2) an electing farming business, or (3) certain utility businesses under section 163(j)(7).
If "No," complete and attach Form 8990.
- 11 Does the corporation satisfy both of the following conditions?
 - a The corporation's total receipts (see instructions) for the tax year were less than \$250,000
 - b The corporation's total assets at the end of the tax year were less than \$250,000
If "Yes," the corporation is not required to complete Schedules L and M-1.

PII

Schedule B Other Information (see instructions) (continued)

Yes No

- 12 During the tax year, did the corporation have any non-shareholder debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?
 - If "Yes," enter the amount of principal reduction ▶ \$
- 13 During the tax year, was a qualified subchapter S subsidiary election terminated or revoked? If "Yes," see instructions
- 14a Did the corporation make any payments in 2018 that would require it to file Form(s) 1099?
 - b If "Yes," did the corporation file or will it file required Forms 1099?
- 15 Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund?
 - If "Yes," enter the amount from Form 8996, line 13 ▶ \$

PII

Schedule K Shareholders' Pro Rata Share Items

Total amount

Income (Loss)	1	Ordinary business income (loss) (page 1, line 21)	1
	2	Net rental real estate income (loss) (attach Form 8825)	2
	3a	Other gross rental income (loss)	3a
	b	Expenses from other rental activities (attach statement)	3b
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c
	4	Interest income	4
	5	Dividends: a Ordinary dividends	5a
	b	Qualified dividends	5b
	6	Royalties	6
	7	Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	7
8a	8a	Net long-term capital gain (loss) (attach Schedule D (Form 1120S))	8a
	b	Collectibles (28%) gain (loss)	8b
	c	Unrecaptured section 1250 gain (attach statement)	8c
9	Net section 1231 gain (loss) (attach Form 4797)	9	
10	Other income (loss) (see instructions) Type ▶	10	
Deductions	11	Section 179 deduction (attach Form 4562)	11
	12a	Charitable contributions	12a
	b	Investment interest expense	12b
	c	Section 59(e)(2) expenditures (1) Type ▶ (2) Amount ▶	12c(2)
d	Other deductions (see instructions) Type ▶	12d	
Credits	13a	Low-income housing credit (section 42(j)(5))	13a
	b	Low-income housing credit (other)	13b
	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	13c
	d	Other rental real estate credits (see instructions) Type ▶	13d
	e	Other rental credits (see instructions) Type ▶	13e
	f	Biofuel producer credit (attach Form 6478)	13f
	g	Other credits (see instructions) Type ▶	13g
Foreign Transactions	14a	Name of country or U.S. possession ▶	
	b	Gross income from all sources	14b
	c	Gross income sourced at shareholder level Foreign gross income sourced at corporate level	14c
	d	Section 951A category	14d
	e	Foreign branch category	14e
	f	Passive category	14f
	g	General category	14g
	h	Other (attach statement) Deductions allocated and apportioned at shareholder level	14h
	i	Interest expense	14i
	j	Other Deductions allocated and apportioned at corporate level to foreign source income	14j
	k	Section 951A category	14k
	l	Foreign branch category	14l
	m	Passive category	14m
	n	General category	14n
	o	Other (attach statement) Other information	14o
	p	Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	14p
	q	Reduction in taxes available for credit (attach statement)	14q
	r	Other foreign tax information (attach statement)	

PII

Schedule K Shareholders' Pro Rata Share Items (continued)		Total amount	
Alternative Tax (AMT) Items	15a Post-1986 depreciation adjustment	15a	PII
	b Adjusted gain or loss	15b	
	c Depletion (other than oil and gas)	15c	
	d Oil, gas, and geothermal properties – gross income	15d	
	e Oil, gas, and geothermal properties – deductions	15e	
	f Other AMT items (attach statement)	15f	
Items Affecting Shareholder Basis	16a Tax-exempt interest income	16a	PII
	b Other tax-exempt income	16b	
	c Nondeductible expenses	16c	
	d Distributions (attach statement if required) (see instructions)	16d	
	e Repayment of loans from shareholders	16e	
Other Information	17a Investment income	17a	PII
	b Investment expenses	17b	
	c Dividend distributions paid from accumulated earnings and profits	17c	
	d Other items and amounts (attach statement) SEE STATEMENT 2		
Reconciliation	18 Income/loss reconciliation. Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 14p	18	PII

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash	PII			
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (attach statement)				
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach statement)				
10a	Buildings and other depreciable assets				
b	Less accumulated depreciation				
11a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
14	Other assets (attach statement) STMT 3				
15	Total assets				
Liabilities and Shareholders' Equity					
16	Accounts payable				
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (attach statement)				
19	Loans from shareholders				
20	Mortgages, notes, bonds payable in 1 year or more				
21	Other liabilities (attach statement)				
22	Capital stock				
23	Additional paid-in capital				
24	Retained earnings				
25	Adjustments to shareholders' equity (attach statement)				
26	Less cost of treasury stock				
27	Total liabilities and shareholders' equity				

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The corporation may be required to file Schedule M-3 (see instructions)

- 1 Net income (loss) per books
- 2 Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize)
- 3 Expenses recorded on books this year not included on Schedule K, lines 1 through 12 and 14p (itemize):
 - a Depreciation \$
 - b Travel and entertainment \$

PII

PII

- 5 Income recorded on books this year not included on Schedule K, lines 1 through 10 (itemize):
 - a Tax-exempt interest \$
- 6 Deductions included on Schedule K, lines 1 through 12 and 14p, not charged against book income this year (itemize):
 - a Depreciation \$
- 7 Add lines 5 and 6
- 8 Income (loss) (Schedule K, line 18). Line 4 less line 7

PII

STMT 5

1

Schedule M-2 Analysis of Accumulated, Shareholders' Undistributed Taxable Income Previously Taxed, Accumulated Earnings and Profits, and Other Adjustments Account
(see instructions)

	(a) Accumulated adjustments account	(b) Shareholders' undistributed taxable income previously taxed	(c) Accumulated earnings and profits	(d) Other adjustments account
--	-------------------------------------	---	--------------------------------------	-------------------------------

- 1 Balance at beginning of tax year
- 2 Ordinary income from page 1, line 21
- 3 Other additions **STMT 6**
- 4 Loss from page 1, line 21
- 5 Other reductions **STMT 7**
- 6 Combine lines 1 through 5
- 7 Distributions
- 8 Balance at end of tax year. Subtract line 7 from line 6

PII

Form 1125-A

(Rev. November 2018)
Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

OMB No. 1545-0123

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.**
▶ **Go to www.irs.gov/Form1125A for the latest information.**

Name

PII

1	Inventory at beginning of year	1
2	Purchases	2
3	Cost of labor	3
4	Additional section 263A costs (attach schedule)	4
5	Other costs (attach schedule) STMT 8	5
6	Total. Add lines 1 through 5	6
7	Inventory at end of year	7
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8

9a Check all methods used for valuing closing inventory:

- (i) Cost
- (ii) Lower of cost or market
- (iii) Other (Specify method used and attach explanation.) ▶

b Check if there was a writedown of subnormal goods ▶ **PI**

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ **I**

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d**

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation **PII**

PII

▶ **PI**
▶ **I**

PII

For Paperwork Reduction Act Notice, see instructions.

Form **1125-A** (Rev. 11-2018)

Schedule K-1 (Form 1120S) Department of the Treasury Internal Revenue Service

2018

For calendar year 2018, or tax year

Final K-1 Amended K-1

beginning ending

Shareholder's Share of Income, Deductions, Credits, etc. See back of form and separate instructions.

Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items

Part I Information About the Corporation

A Corporation's employer identification number PII
B Corporation's name, address, city, state, and ZIP code PII
C IRS Center where corporation filed return E-FILE

Part II Information About the Shareholder

D Shareholder's identifying number PII
E Shareholder's name, address, city, state, and ZIP code PII
F Shareholder's percentage of stock ownership for tax year PII %

Table with 4 columns: Line number, Description, Total amount, and Category. Rows include: 1 Ordinary business income (loss) PII 13 Credits; 2 Net rental real estate income (loss) PII; 3 Other net rental income (loss) PII; 4 Interest income PII; 5a Ordinary dividends PII; 5b Qualified dividends PII 14 Foreign transactions; 6 Royalties PII; 7 Net short-term capital gain (loss) PII; 8a Net long-term capital gain (loss) PII; 8b Collectibles (28%) gain (loss) PII; 8c Unrecaptured section 1250 gain PII; 9 Net section 1231 gain (loss) PII; 10 Other income (loss) PII 15 Alternative minimum tax (AMT) items; 11 Section 179 deduction PII 16 Items affecting shareholder basis; 12 Other deductions PII; 17 Other information PII

For IRS Use Only

* See attached statement for additional information.

Form 1125-E

(Rev. October 2016)
Department of the Treasury
Internal Revenue Service

Compensation of Officers

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.

OMB No. 1545-0123

▶ Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.

Name PII	Employer identification number PII
-------------	---------------------------------------

Note: Complete Form 1125-E only if total receipts are \$500,000 or more. See instructions for definition of total receipts.

(a) Name of officer	(b) Social security number (see instructions)	(c) Percent of time devoted to business	Percent of stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	

PII

PII

2	Total compensation of officers	2	PII
3	Compensation of officers claimed on Form 1125-A or elsewhere on return	3	
4	Subtract line 3 from line 2. Enter the result here and on Form 1120, page 1, line 12 or the appropriate line of your tax return	4	

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125-E (Rev. 10-2016)

Depreciation and Amortization
(Including Information on Listed Property)
▶ Attach to your tax return.

▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return _____ Identifying number _____
PII
Business or activity to which this form relates _____
PII

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

PII

7	Listed property. Enter the amount from line 29	7
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8
9	Tentative deduction. Enter the smaller of line 5 or line 8	9
10	Carryover of disallowed deduction from line 13 of your 2017 Form 4562	10
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instructions	11
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12
13	Carryover of disallowed deduction to 2019. Add lines 9 and 10, less line 12	▶ 13

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions	14
15	Property subject to section 168(f)(1) election	15
16	Other depreciation (including ACRS)	16

PII

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2018	17
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	▶ <input type="checkbox"/>

Section B—Assets Placed in Service During 2018 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property					
b	5-year property					
c	7-year property					
d	10-year property					
e	15-year property					
f	20-year property					
g	25-year property		25 yrs.		S/L	
h	Residential rental property		27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i	Nonresidential real property		39 yrs.	MM	S/L	
				MM	S/L	

PII

PII

PII

Section C—Assets Placed in Service During 2018 Tax Year Using the Alternative Depreciation System

20a	Class life			S/L	
b	12-year		12 yrs.		S/L
c	30-year		30 yrs.	MM	S/L
d	40-year		40 yrs.	MM	S/L

PII

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	▶ 23

PII

For Paperwork Reduction Act Notice, see separate instructions.

FYE: 12/31/2018

Statement 1 - Form 1120S, Page 1, Line 19 - Other Deductions

Description	Amount
INSURANCE	\$
MISCELLANEOUS	
OFFICE EXP	
PROFESSIONAL FEES	
TELEPHONE	
TRAVEL	
WASTE REMOVAL	
TOTAL	\$

PII

Statement 2 - Form 1120S, Page 4, Schedule K, Line 17d - Other Items and Amounts

Description	Amount
SECTION 199A INFORMATION - SEE ATTACHED WRK	

Statement 3 - Form 1120S, Page 4, Schedule L, Line 14 - Other Assets

Description	Beginning of Year	End of Year
UTILITY DEPOSIT	\$ PII	\$ PII
TOTAL	\$ PII	\$ PII

Statement 4 - Form 1120S, Page 5, Schedule M-1, Line 3 - Expenses on Books Not on Return

Description	Amount
OFFICER LIFE INS PREMIUMS	\$ PII
TOTAL	\$ PII

Statement 5 - Form 1120S, Page 5, Schedule M-1, Line 6 - Deductions on Return Not on Books

Description	Amount
ROUNDING ADJUSTMENT	\$ PII
TOTAL	\$ PII

Statement 6 - Form 1120S, Page 5, Schedule M-2, Line 3(a) - Other Additions

Description	Amount
INTEREST INCOME	\$ PII
TOTAL	\$ PII

Statement 7 - Form 1120S, Page 5, Schedule M-2, Line 5(a) - Other Reductions

Description	Amount
OFFICER LIFE INS PREMIUMS	\$ PII
SECTION 179 EXPENSE	PII
TOTAL	\$ PII

FYE: 12/31/2018

Statement 8 - Form 1125-A, Line 5 - Other Costs

Description	Amount
EQUIPMENT CALIBRATION	\$
FREIGHT	
GAS	
LAB SUPPLIES	
MAINTENANCE	
LICENCES AND PERMITS	
OUTSIDE TESTING	
SUBCONTRACT LABOR	
SUPPLIES	
UTILITIES	
TOTAL	\$

PI
I

Form **1120S**

U.S. Income Tax Return for an S Corporation

OMB No. 1545-0123

2017

Department of the Treasury
Internal Revenue Service

Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation.
Go to www.irs.gov/Form1120S for instructions and the latest information.

For calendar year 2017 or tax year beginning _____, ending _____

A S election effective date <small>PII</small>	TYPE OR PRINT	Name PII	D Employer identification number <small>PII</small>
B Business activity code number (see instructions) <small>PII</small>		Number, street, and room or suite no. If a P.O. box, see instructions. <small>PII</small>	E Date incorporated <small>PII</small>
C Check if Sch. M-3 attached <input type="checkbox"/>		City or town, state or province, country, and ZIP or foreign postal code <small>PII</small>	F _____ \$ <small>PII</small>

G Is the corporation electing to be an S corporation beginning with this tax year? PII If "Yes," attach Form 2553 if not already filed

H Check if: (1) Final return (2) Name change (3) Address change (4) Amended return (5) S election termination or revocation

I Enter the number of shareholders who were shareholders during any part of the tax year _____ PII

Caution. Include **only** trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	1a Gross receipts or sales	1a <small>PII</small>	
	1b Returns and allowances	1b <small>PII</small>	
	2 Cost of goods sold (attach Form 1125-A)		2
	3 Gross profit. Subtract line 1b from line 1a		3
	4 Net gain (loss) from Form 4797, line 17 (attach Form 4797)		4
	5 Other income (loss) (see instructions—attach statement)		5
6 Total income (loss). Add lines 3 through 5		6	
Deductions <small>(see instructions for limitations)</small>	7 Compensation of officers (see instructions—attach Form 1125-E)		7
	8 Salaries and wages (less employment credits)		8
	9 Repairs and maintenance		9
	10 Bad debts		10
	11 Rents		11
	12 Taxes and licenses		12
	13 Interest		13
	14 Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562)		14
	15 Depletion (Do not deduct oil and gas depletion.)		15
	16 Advertising		16
	17 Pension, profit-sharing, etc., plans		17
	18 Employee benefit programs		18
	19 Other deductions (attach statement) SEE STMT 1		19
	20 Total deductions. Add lines 7 through 19		20
	21 Ordinary business income (loss). Subtract line 20 from line 6		21
Tax and Payments	22a Excess net passive income or LIFO recapture tax (see instructions)	22a <small>PII</small>	
	22b Tax from Schedule D (Form 1120S)	22b <small>PII</small>	
	22c Add lines 22a and 22b (see instructions for additional taxes)		22c
	23a 2017 estimated tax payments and 2016 overpayment credited to 2017	23a <small>PII</small>	
	23b Tax deposited with Form 7004	23b <small>PII</small>	
	23c Credit for federal tax paid on fuels (attach Form 4136)	23c <small>PII</small>	
	23d Add lines 23a through 23c		23d
24 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>		24	
25 Amount owed. If line 23d is smaller than the total of lines 22c and 24, enter amount owed		25	
26 Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid		26	
27 Enter amount from line 26 Credited to 2018 estimated tax Refunded		27	

PII

PII

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer PII _____ Date _____ Title _____ PII

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name <small>PII</small>	Preparer's signature <small>PII</small>	Date 06/14/18	Check <input type="checkbox"/> if self-employed	PTIN <small>PII</small>
	Firm's name <small>PII</small>			Firm's EIN <small>PII</small>	
	Firm's address <small>PII</small>			Phone no. <small>PII</small>	

For Paperwork Reduction Act Notice, see separate instructions.

Form **1120S** (2017)

Schedule B Other Information (see instructions)

- 1 Check accounting method: PII Cash PII Accrual Yes No
c PII Other (specify) ▶
- 2 See the instructions and enter the:
a Business activity ▶ PII b Product or service ▶ PII
- 3 At any time during the tax year, was any shareholder of the corporation a disregarded entity, a trust, an estate, or a nominee or similar person? If "Yes," attach Schedule B-1, Information on Certain Shareholders of an S Corporation
- 4 At the end of the tax year, did the corporation:
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total stock issued and outstanding of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below

PII

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage of Stock Owned	(v) If Percentage in (iv) is 100%, Enter the Date (if any) a Qualified Subchapter S
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PII

- b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below

PII

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital
--------------------	--	----------------------	------------------------------	--

PII

- 5a At the end of the tax year, did the corporation have any outstanding shares of restricted stock?
- If "Yes," complete lines (i) and (ii) below.
- (i) Total shares of restricted stock ▶
- (ii) Total shares of non-restricted stock ▶
- b At the end of the tax year, did the corporation have any outstanding stock options, warrants, or similar instruments?
- If "Yes," complete lines (i) and (ii) below.
- (i) Total shares of stock outstanding at the end of the tax year ▶
- (ii) Total shares of stock outstanding if all instruments were executed ▶
- 6 Has this corporation filed, or is it required to file, **Form 8918**, Material Advisor Disclosure Statement, to provide information on any reportable transaction?
- 7 Check this box if the corporation issued publicly offered debt instruments with original issue discount ▶
If checked, the corporation may have to file **Form 8281**, Information Return for Publicly Offered Original Issue Discount Instruments.
- 8 If the corporation: (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to the basis of the asset (or the basis of any other property) in the hands of a C corporation and (b) has net unrealized built-in gain in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years (see instructions) ▶ \$
- 9 Enter the accumulated earnings and profits of the corporation at the end of the tax year. \$
- 10 Does the corporation satisfy both of the following conditions?
- a The corporation's total receipts (see instructions) for the tax year were less than \$250,000
- b The corporation's total assets at the end of the tax year were less than \$250,000
- If "Yes," the corporation is not required to complete Schedules L and M-1.
- 11 During the tax year, did the corporation have any non-shareholder debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?
- If "Yes," enter the amount of principal reduction \$ PII
- 12 During the tax year, was a qualified subchapter S subsidiary election terminated or revoked? If "Yes," see instructions
- 13a Did the corporation make any payments in 2017 that would require it to file Form(s) 1099?
- b If "Yes," did the corporation file or will it file required Forms 1099?

PII

PII

PII

Schedule K Shareholders' Pro Rata Share Items

Total amount

Income (Loss)	1	Ordinary business income (loss) (page 1, line 21)	1
	2	Net rental real estate income (loss) (attach Form 8825)	2
	3a	Other gross rental income (loss)	3a
	b	Expenses from other rental activities (attach statement)	3b
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c
	4	Interest income	4
	5	Dividends: a Ordinary dividends	5a
	b	Qualified dividends	5b
	6	Royalties	6
	7	Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	7
8a	8a	Net long-term capital gain (loss) (attach Schedule D (Form 1120S))	8a
	b	Collectibles (28%) gain (loss)	8b
	c	Unrecaptured section 1250 gain (attach statement)	8c
9	Net section 1231 gain (loss) (attach Form 4797)	9	
10	Other income (loss) (see instructions) Type ▶	10	
Deductions	11	Section 179 deduction (attach Form 4562)	11
	12a	Charitable contributions	12a
	b	Investment interest expense	12b
	c	Section 59(e)(2) expenditures (1) Type ▶ (2) Amount ▶	12c(2)
d	Other deductions (see instructions) Type ▶	12d	
Credits	13a	Low-income housing credit (section 42(j)(5))	13a
	b	Low-income housing credit (other)	13b
	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	13c
	d	Other rental real estate credits (see instructions) Type ▶	13d
	e	Other rental credits (see instructions) Type ▶	13e
	f	Biofuel producer credit (attach Form 6478)	13f
	g	Other credits (see instructions) Type ▶	13g
Foreign Transactions	14a	Name of country or U.S. possession ▶	
	b	Gross income from all sources	14b
	c	Gross income sourced at shareholder level Foreign gross income sourced at corporate level	14c
	d	Passive category	14d
	e	General category	14e
	f	Other (attach statement) Deductions allocated and apportioned at shareholder level	14f
	g	Interest expense	14g
	h	Other Deductions allocated and apportioned at corporate level to foreign source income	14h
	i	Passive category	14i
	j	General category	14j
	k	Other (attach statement) Other information	14k
	l	Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	14l
	m	Reduction in taxes available for credit (attach statement)	14m
n	Other foreign tax information (attach statement)		
Alternative Minimum Tax (AMT) Items	15a	Post-1986 depreciation adjustment	15a
	b	Adjusted gain or loss	15b
	c	Depletion (other than oil and gas)	15c
	d	Oil, gas, and geothermal properties – gross income	15d
	e	Oil, gas, and geothermal properties – deductions	15e
	f	Other AMT items (attach statement)	15f
Items Affecting Shareholder Basis	16a	Tax-exempt interest income	16a
	b	Other tax-exempt income	16b
	c	Nondeductible expenses	16c
	d	Distributions (attach statement if required) (see instructions)	16d
	e	Repayment of loans from shareholders	16e

PII PII

PII

Schedule K Shareholders' Pro Rata Share Items (continued)		Total amount	
Other Information	17a Investment income	17a	PII
	b Investment expenses	17b	
	c Dividend distributions paid from accumulated earnings and profits	17c	
	d Other items and amounts (attach statement)		
Reconciliation	18 Income/loss reconciliation. Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 14l	18	PII

Schedule L Balance Sheets per Books	Beginning of tax year		End of tax year					
	(a)	(b)	(c)	(d)				
Assets								
1 Cash	PII							
2a Trade notes and accounts receivable								
b Less allowance for bad debts								
3 Inventories								
4 U.S. government obligations								
5 Tax-exempt securities (see instructions)								
6 Other current assets (attach statement)								
7 Loans to shareholders								
8 Mortgage and real estate loans								
9 Other investments (attach statement)								
10a Buildings and other depreciable assets								
b Less accumulated depreciation								
11a Depletable assets								
b Less accumulated depletion								
12 Land (net of any amortization)								
13a Intangible assets (amortizable only)								
b Less accumulated amortization								
14 Other assets (attach statement) STMT 2								
15 Total assets								
Liabilities and Shareholders' Equity								
16 Accounts payable								
17 Mortgages, notes, bonds payable in less than 1 year								
18 Other current liabilities (attach statement)								
19 Loans from shareholders								
20 Mortgages, notes, bonds payable in 1 year or more								
21 Other liabilities (attach statement)								
22 Capital stock								
23 Additional paid-in capital								
24 Retained earnings								
25 Adjustments to shareholders' equity (attach statement)								
26 Less cost of treasury stock								
27 Total liabilities and shareholders' equity								

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The corporation may be required to file Schedule M-3 (see instructions)

<p>1 Net income (loss) per books</p> <p>2 Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize)</p> <p>3 Expenses recorded on books this year not included on Schedule K, lines 1 through 12 and 14I (itemize):</p> <p style="padding-left: 20px;">a Depreciation \$</p> <p style="padding-left: 20px;">b Travel and entertainment \$</p> <p style="padding-left: 20px;">STMT 3</p> <p>4 Add lines 1 through 3</p>	PII	<p>5 Income recorded on books this year not included on Schedule K, lines 1 through 10 (itemize):</p> <p style="padding-left: 20px;">a Tax-exempt interest \$</p> <p>6 Deductions included on Schedule K, lines 1 through 12 and 14I, not charged against book income this year (itemize):</p> <p style="padding-left: 20px;">a Depreciation \$</p> <p>7 Add lines 5 and 6</p> <p>8 Income (loss) (Schedule K, line 18). Line 4 less line 7</p>	PII
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Schedule M-2 Analysis of Accumulated, Other Adjustments Account, and Undistributed Taxable Income Previously Taxed (see instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
<p>1 Balance at beginning of tax year</p> <p>2 Ordinary income from page 1, line 21</p> <p>3 Other additions STMT 4</p> <p>4 Loss from page 1, line 21</p> <p>5 Other reductions STMT 5</p> <p>6 Combine lines 1 through 5</p> <p>7 Distributions other than dividend distributions</p> <p>8 Balance at end of tax year. Subtract line 7 from line 6</p>	PII		

Form 1125-A

(Rev. October 2016)
Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, 1065, or 1065-B.**
▶ **Information about Form 1125-A and its instructions is at www.irs.gov/form1125a.**

OMB No. 1545-0123

PII		Employer identification number	PII
1	Inventory at beginning of year	1	PII
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule) STMT 6	5	
6	Total. Add lines 1 through 5	6	
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	
9a	Check all methods used for valuing closing inventory:		
	(i) <input type="checkbox"/> Cost		
	(ii) <input type="checkbox"/> Lower of cost or market		
	(iii) <input type="checkbox"/> Other (Specify method used and attach explanation.) ▶		
b	Check if there was a writedown of subnormal goods		▶ <input type="checkbox"/>
c	Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)		▶ <input type="checkbox"/>
d	If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO	9d	
e	If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions		
f	Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation		PII

For Paperwork Reduction Act Notice, see instructions.

Form **1125-A** (Rev. 10-2016)

Schedule K-1 (Form 1120S)

Department of the Treasury Internal Revenue Service

2017

For calendar year 2017, or tax year

Final K-1

Amended K-1

Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items

Shareholder's Share of Income, Deductions, Credits, etc. See back of form and separate instructions.

beginning ending

Part I Information About the Corporation

A Corporation's employer identification number
B Corporation's name, address, city, state, and ZIP code
C IRS Center where corporation filed return E-FILE

Part II Information About the Shareholder

D Shareholder's identifying number
E Shareholder's name, address, city, state, and ZIP code
F Shareholder's percentage of stock ownership for tax year

Table with 4 columns: Line number, Description, Column number, and Category. Rows include: 1 Ordinary business income (loss) Credits; 2 Net rental real estate income (loss); 3 Other net rental income (loss); 4 Interest income; 5a Ordinary dividends; 5b Qualified dividends Foreign transactions; 6 Royalties; 7 Net short-term capital gain (loss); 8a Net long-term capital gain (loss); 8b Collectibles (28%) gain (loss); 8c Unrecaptured section 1250 gain; 9 Net section 1231 gain (loss); 10 Other income (loss) Alternative minimum tax (AMT) items; 11 Section 179 deduction Items affecting shareholder basis; 12 Other deductions; 17 Other information.

For IRS Use Only

* See attached statement for additional information.

Form 1125-E

Compensation of Officers

(Rev. October 2016)
Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.

OMB No. 1545-0123

▶ Information about Form 1125-E and its separate instructions is at www.irs.gov/form1125e.

Name PII	Employer identification number PII
-------------	---------------------------------------

Note: Complete Form 1125-E only if total receipts are \$500,000 or more. See instructions for definition of total receipts.

(a) Name of officer	(b) Social security number (see instructions)	(c) Percent of time devoted to business	Percent of stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	

1

PII

PII

2	Total compensation of officers	2	PII
3	Compensation of officers claimed on Form 1125-A or elsewhere on return	3	
4	Subtract line 3 from line 2. Enter the result here and on Form 1120, page 1, line 12 or the appropriate line of your tax return	4	

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125-E (Rev. 10-2016)

Form **4562**
Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172
2017
Attachment Sequence No. **179**

▶ Attach to your tax return.
▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return: PII
Identifying number: PII

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
	EQUIPMENT	PII	PII
	COINTEGRATED		
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2016 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2018. Add lines 9 and 10, less line 12	▶ 13	PII

PII

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14
15	Property subject to section 168(f)(1) election	15
16	Other depreciation (including ACRS)	16

PII

Part III MACRS Depreciation (Don't include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2017	17
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	▶ <input type="checkbox"/>

Section B—Assets Placed in Service During 2017 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property					
b	5-year property					
c	7-year property					
d	10-year property					
e	15-year property					
f	20-year property					
g	25-year property		25 yrs.		S/L	
h	Residential rental property		27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i	Nonresidential real property		39 yrs.	MM	S/L	
				MM	S/L	

PII

PII

PII

Section C—Assets Placed in Service During 2017 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L
b	12-year		12 yrs.		S/L
c	40-year		40 yrs.	MM	S/L

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	▶ 23

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2017)

THERE ARE NO AMOUNTS FOR PAGE 2

FYE: 12/31/2017

Statement 1 - Form 1120S, Page 1, Line 19 - Other Deductions

Description	Amount
INSURANCE	\$
MISCELANEOUS EXP	
OFFICE EXP	
PROFESSIONAL FEES	
TELEPHONE	
TRAVEL	
WASTE REMOVAL	
TOTAL	\$

PII

Statement 2 - Form 1120S, Page 4, Schedule L, Line 14 - Other Assets

Description	Beginning of Year	End of Year
UTILITY DEPOSIT	\$ PII	\$ PII
TOTAL	\$ PII	\$ PII

Statement 3 - Form 1120S, Page 5, Schedule M-1, Line 3 - Expenses on Books Not on Return

Description	Amount
ROUNDING ADJUSTMENT	\$ PII
OFFICER LIFE INS	
TOTAL	\$ PII

PII

Statement 4 - Form 1120S, Page 5, Schedule M-2, Line 3(a) - Other Additions

Description	Amount
INTEREST INCOME	\$ PII
TOTAL	\$ PII

Statement 5 - Form 1120S, Page 5, Schedule M-2, Line 5(a) - Other Reductions

Description	Amount
OFFICER LIFE INS	\$ PII
SECTION 179 EXPENSE	
TOTAL	\$ PII

PII

FYE: 12/31/2017

Statement 6 - Form 1125-A, Line 5 - Other Costs

<u>Description</u>	<u>Amount</u>
EQUIPMENT CALIBRATION	\$
FREIGHT	
GAS	
LAB SUPPLIES	
MAINTENANCE	
OTHER DIRECT EXPENSES	
OUTSIDE TESTING	
SUBCONTRACT LABOR	
SUPPLIES	
UTILITIES	
TOTAL	\$

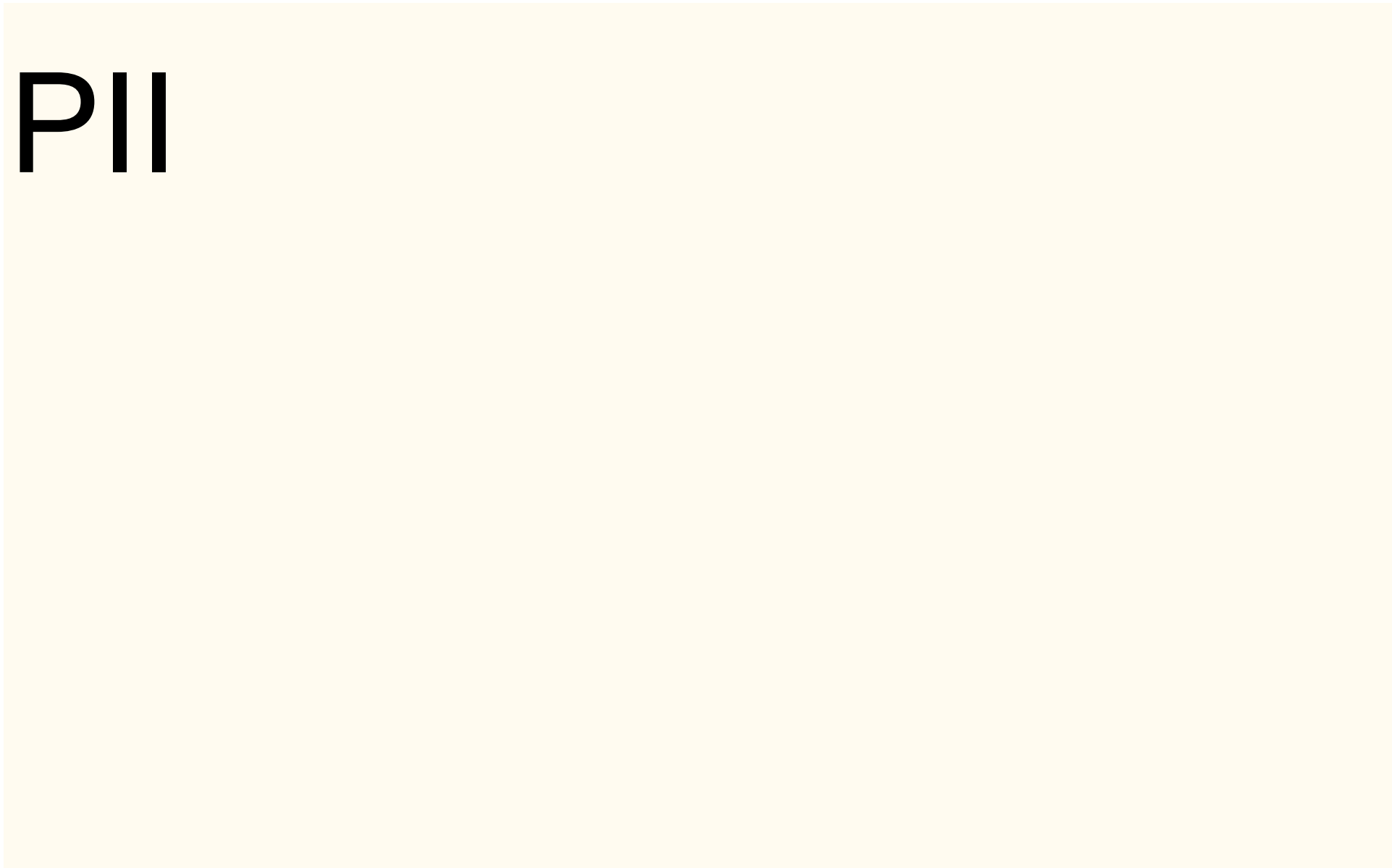
PII

Detail 1/01/21 - 12/31/21

FYE: 12/31/2021

<u>Asset</u>	<u>d</u>	<u>Property Description</u>	<u>Date In Service</u>	<u>Tax Cost</u>	<u>Sec 179 Exp Current = c</u>	<u>Tax Bonus Amt</u>	<u>Tax Prior Depreciation</u>	<u>Tax Current Depreciation</u>	<u>Tax End Depr</u>	<u>Tax Net Book Value</u>	<u>Tax Method</u>	<u>Tax Period</u>
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Group: Equipment



PII

Detail 1/01/21 - 12/31/21

FYE: 12/31/2021

Asset	d t	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
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Group: Equipment (continued)

PII

Equipment

Group: LEASEHOLD IMPROVEMENTS

PII

LEASEHOLD IMPROVEMENTS

Group: OFFICE EQUIPMENT

PII

OFFICE EQUIPMENT

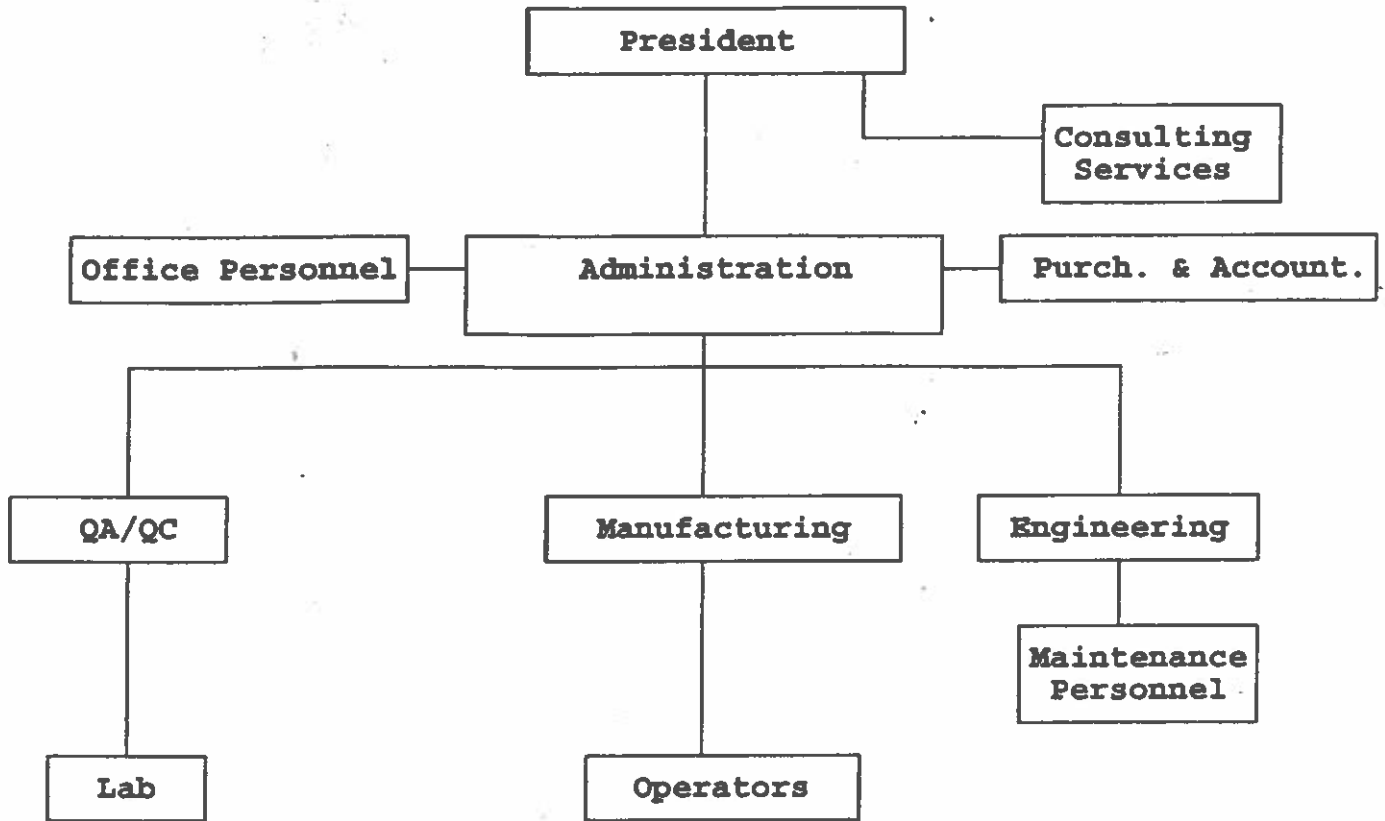
Detail 1/01/21 - 12/31/21

FYE: 12/31/2021

<u>Asset</u>	<u>d</u> <u>t</u>	<u>Property Description</u>	<u>Date In Service</u>	<u>Tax Cost</u>	<u>Sec 179 Exp Current = c</u>	<u>Tax Bonus Amt</u>	<u>Tax Prior Depreciation</u>	<u>Tax Current Depreciation</u>	<u>Tax End Depr</u>	<u>Tax Net Book Value</u>	<u>Tax Method</u>	<u>Tax Period</u>
			Grand Total									

COPY

PCS ORGANIZATIONAL CHART



BY-LAWS

OF

PROFESSIONAL CONTRACT STERILIZATION, INC.

ARTICLE FIRST

DIRECTORS

Section 1. Number. The property, affairs and business of the corporation shall be managed by a Board of Directors which shall consist of such number of persons, not less than three, as the stockholders having voting power may at the annual or a special meeting in lieu of the annual meeting of stockholders determine and elect, provided however that the number of directors may be less than three but not less than two whenever there shall be two stockholders, and not less than one whenever

- a. there shall be a single stockholder, or
- b. the corporation shall not have issued any of its shares

If a vacancy or vacancies shall occur, for any reason, in the membership of the Board, other than through removal by stockholder action, at any time when a stockholders meeting is not in session, the remaining directors or director may, quorum requirements notwithstanding, elect a successor or successors, to hold office until the next annual meeting of stockholders and until their successors are elected.

Section 2. Increase or Decrease. The stockholders of the corporation may increase or decrease at any meeting the number of directors within the limits provided in Section 1 above. If the number of directors be increased, the additional directors shall be elected by the stockholders at the meeting authorizing the increase. If the number of directors be decreased the decrease shall become effective to the extent made possible by vacancies in the office of director or by resignations and no director may be removed solely for the purpose of effecting such decrease.

Section 3. Removal. Directors may be removed from office with cause by the Board of Directors or with or without cause by the stockholders at a meeting called at least in part for the purpose of considering removal, upon the affirmative vote of a majority in interest of the stock or class of stock entitled to vote upon the election of the director or directors proposed to be removed, as the case may be, unless other provisions shall be made in Article ELEVENTH hereof. Removal may be effected with cause only after reasonable notice to each director proposed to be removed and the opportunity to be heard by the body proposing removal.

Section 4. Term of Office. The term of office of a director elected at the annual meeting of the stockholders shall be one year: provided, however, that he shall hold his office until his successor shall be elected and qualified. A director elected by the stockholders at other than the annual meeting of

stockholders shall hold office until the next annual meeting of stockholders and the election and qualification of his successor.

Section 5. Meetings. The Board of Directors shall meet at the principal office of the corporation or at such other place within the United States as may from time to time be fixed by resolution of the Board or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such time as the Board may by resolution fix; special meetings may be held at any time upon the call of the President or a Vice President or the Clerk, or of any two directors, by written (including telegraphic) notice specifying the date, place and hour (but not necessarily the purpose) of the meeting served on or sent or mailed to each director not less than two days before the meeting.

An annual meeting of the Board of Directors may be held without notice immediately after the annual meeting of stockholders. Notice need not be given of any regularly scheduled meeting of the Board. Notice of a meeting need not be given to a director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting; notice need not be given to any director attending a meeting without protesting the lack of notice prior to or at the commencement of the meeting.

The members of the Board of Directors or of any Committee designated by said Board of Directors may participate in a meeting of the Board or of any such Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 6. Committees. The Board of Directors may elect from the Board an Executive Committee or other committee or committees which shall have and exercise such powers of the Board as may be permitted by law and as shall be conferred upon such committee by the Board. A majority of any such committee may fix the time and place of its meetings and approve any action as the act of the committee, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to fill vacancies in, change the membership of, or discharge any such committee.

Section 7. Management. The Board of Directors shall have the entire charge, control and management of the corporation and its property and business and may exercise all or any of its powers. Among other things the Board may, unless otherwise provided in Article ELEVENTH hereof, (1) authorize the issuance of the shares of the corporation from time to time in its discretion for such considerations as the Board shall determine and as may be permitted by law; (2) determine the amounts to be distributed as dividends; (3) appoint and at its discretion remove or suspend such subordinate officers, agents and employees as it from time to time thinks fit, determine their duties, and

fix and, from time to time as it sees fit, change their salaries and compensation; (4) appoint any officer, permanently or temporarily as it sees fit, to have the powers and perform the duties of any other officer; (5) appoint any persons to be agents of the corporation (with the power to sub-delegate) upon such terms as it sees fit; and (6) appoint any person or persons to accept and hold in trust for the corporation any property belonging to the corporation or in which it is interested and cause such instruments to be executed, and do and cause to be done such things as it may deem requisite, in relation to any such trust.

Section 8. Quorum and Voting. Unless otherwise provided in Article ELEVENTH hereof, a majority of the members of the Board of Directors acting at a meeting duly assembled, shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum exists shall be the act of the Board of Directors. If at any meeting of the Board of Directors, a quorum shall not be present, a majority of the directors present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

Section 9. Class Voting. Whenever the Board of Directors shall consist of directors elected by two or more classes of stockholders having voting rights, a quorum at all meetings of directors, unless the Articles of Organization or the provisions of Article ELEVENTH hereof otherwise provide, shall, Section 8 above notwithstanding, consist of a majority of the directors then in office of each class, and the vote of a majority of the directors of each class present at a meeting at which a quorum is had shall be required to approve any matter before the Board: provided, however, that with respect to the filling of vacancies among the directors of any class whether arising from death, resignation, removal, or an increase in the membership of the Board, such vacancy shall be filled by the remaining director or directors of that class, a majority of the votes cast by the directors of that class shall be sufficient to elect, and, for the purpose of such election, the presence of a majority of the directors of that class in office at the time of such election shall constitute a quorum.

Section 10. Chairman. The directors may elect from their number a Chairman of the Board who shall preside at all meetings of the Board of Directors and may have such additional powers and responsibilities, executive or otherwise, as may from time to time be vested in him by resolution of the Board of Directors.

Section 11. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent

thereto is signed by all members of the Board, and such written consent is filed with the records of proceedings of the Board.

ARTICLE SECOND

OFFICERS

Section 1. General. The Board of Directors, as soon as may be after its election in each year, shall elect a President, a Clerk and a Treasurer, and from time to time may appoint one or more Vice Presidents and such Assistant Clerks, Assistant Treasurers and such other officers, including a Secretary to the Board of Directors, agents and employees as it may deem proper. The President may but need not be chosen from among the directors.

Section 2. Term of Office. The term of office of all officers shall be one year and until their respective successors are elected and qualify, but any officer may at any time be removed from office, with or without cause, as provided by law, by the affirmative vote of a majority of the members of the Board of Directors then in office at a meeting called for the purpose unless otherwise provided in Article ELEVENTH hereof. If removal of any officer be proposed for cause, reasonable notice shall be provided such officer and he shall be provided an opportunity to be heard by the Board. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

Section 3. President. The President when present shall preside at all meetings of the stockholders and, if a director, unless a Chairman of the Board has been appointed and is present, at all meetings of the Board of Directors. He shall, unless otherwise provided in Article ELEVENTH hereof, be the chief executive officer of the corporation and shall have general operating charge of its business. As soon as reasonably possible after the close of each fiscal year, he shall submit to the Board a report of the operations of the corporation for such year and a statement of its affairs, and shall from time to time report to the Board all matters within his knowledge which the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Board may designate.

Section 4. Vice President. In the absence or disability of the President, his powers and duties shall be performed by the Vice President, if only one, or, if more than one, by the Vice President designated for the purpose by the Board. Each Vice President shall have such other powers and perform such other duties as the Board shall from time to time designate.

Section 5. Treasurer. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as shall be authorized by the Board. He shall disburse the funds of the corporation as ordered by the Board, taking proper vouchers for such disbursements. He shall promptly render to the President and to the Board such statements of his transactions and accounts as the President and Board respectively may from time to time require. If required by the Board he shall give bond in such amount, with such security and in such form as the Board shall determine. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Board may designate.

Section 6. Assistant Treasurer. In the absence or disability of the Treasurer, his powers and duties shall be performed by the Assistant Treasurer, if only one, or, if more than one, by the one designated for the purpose by the Board. Each Assistant Treasurer shall have such other powers and perform such other duties as the Board shall from time to time designate.

Section 7. Clerk. The Clerk shall, unless the corporation has designated a Resident Agent in the manner provided by law, be a resident of the Commonwealth of Massachusetts. It shall be his duty to record in books kept for the purpose all votes and proceedings of the stockholders and, if there be no Secretary, of the Board of Directors. Unless the Board of Directors shall appoint a transfer agent and/or registrar or other officer or officers for the purpose, the Clerk shall be charged with the duty of keeping, or causing to be kept, accurate records of all stock outstanding, stock certificates issued, and stock transfers; subject to such other or different rules as shall be adopted from time to time by the Board, such records may be kept solely in the stock certificate books. The Clerk shall perform such duties and have such powers additional to the foregoing as the Board shall designate. The Assistant Clerk, if one be elected or appointed shall perform the duties of the Clerk during the Clerk's absence as well as such other duties as may be assigned to him by the Board. In the absence of the Clerk or Assistant Clerk at any meeting of stockholders or, if there be no Secretary, of the directors, a Clerk pro tempore shall be chosen by the meeting to perform the duties of the Clerk thereat.

Section 8. Secretary. The Secretary, if there be one, shall attend all meetings of the Board of Directors and shall record the proceedings thereat in books provided for the purpose.

Section 9. Resignation. Any officer and any director may resign at any time by delivering his resignation to the corporation at its principal office or to the President, Clerk or Secretary. Such resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition shall be specified, upon its receipt.

Section 10. Voting of Corporation Securities. Unless otherwise ordered by the Board of Directors, the President or the Treasurer shall have full power and authority in the name and behalf of the corporation to waive notice of, to attend, act and to vote at, and to appoint any person or persons to act as proxy or attorney-in-fact for this corporation at, any meeting of stockholders or security holders of any other corporations or organization the securities of which are held by the corporation, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such securities, which, as the owner thereof the corporation may possess and exercise. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

ARTICLE THIRD

STOCKHOLDERS

Section 1. Meetings. The annual meeting of the stockholders of the corporation shall be held at Duxbury, Massachusetts, or at such other place within the Commonwealth of Massachusetts or elsewhere within the United States of America as the Board of Directors shall fix, or in the absence of any such designation, such place as may be designated by the Clerk in the notice of the meeting or the place to which any annual meeting shall be adjourned, on the first ~~day~~ of Tuesday in February at 10:00 o'clock in the forenoon in each year to elect a Board of Directors, to hear the reports of the officers, and to transact other business. If the day fixed for the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day not a legal holiday. No change may be made in the date fixed herein for the annual meeting within sixty days of such date and notice of any such change shall be given the stockholders entitled to notice of the meeting at least twenty days before the new date fixed for such meeting. If the election of directors shall not be held on the day herein designated for an annual meeting, or at an adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as conveniently may be. At such special meeting the stockholders may elect the directors and transact other business with the same force and effect as at an annual meeting duly called and held.

Section 2. Closing of Transfer Books. The Board of Directors may in its discretion fix a date not less than ten days nor more than sixty days prior to the date of any annual or special meeting of stockholders or prior to the payment of any dividend or the making of any other distribution as the record date for determining stockholders having the right to notice of and to vote at such meeting or any adjournment thereof, or the right to receive such dividend or distribution. In lieu of fixing such record date, the Board may, subject to the limitations herein provided, order the closing of the stock transfer records of the corporation for such purposes. The holders of record of shares of the corporation on such record date or on the date of closing the stock transfer records shall, if a dividend or distribution be declared, have the sole right to receive such dividend or distribution, or, if such shares have a voting right, the sole right to receive notice of, attend and vote at such meeting.

Section 3. Special Meetings. Special meetings of the stockholders may be called by the President or by the directors, and shall be called by the Clerk, or in the event of his death, absence, incapacity or refusal by any other officer, upon the written application of one or more stockholders who hold at least one tenth in interest of the stock entitled to vote thereat. Notice shall be given in the manner set forth in Section 4 below and shall state the time, place and purpose of the meeting. Special meetings shall be held at the office of the Corporation in _____, Massachusetts, or at such other place within the Commonwealth of Massachusetts or elsewhere within the United States of America, as the directors may fix, or, if the meeting is called upon the application of stockholders, at such place as shall be stated in the Application therefor, or the place to which such meeting may be adjourned: provided, however, that a special meeting may be held at any place approved in writing by every stockholder entitled to notice of the meeting or at which every stockholder entitled to such notice shall be present and represented at the date and time of the meeting.

SECTION 4. Notice of Meetings. Written notice of the place, date and hour, and specifying the purpose of every meeting of stockholders, shall be given by the Clerk or by any other officer designated by the directors or these By-Laws, at least seven days before the meeting, unless a longer notice period is specifically required by law, to each stockholder entitled to vote thereat. If a special meeting is called upon written stockholder application and the Clerk shall be unable or shall refuse to give notice thereof, notice may be given by any other officer of the corporation. Such notice may be delivered in hand to each stockholder entitled to notice, at his residence or usual place of business or mailed to him, postage prepaid, addressed to his address as it appears in the records of the corporation. No

of notice executed before or after the meeting by the stockholder, or his attorney thereunto authorized, is filed with the records of the meeting, and, if notice of a special meeting shall be waived by all stockholders entitled to notice thereof, no call of such special meeting shall be required.

Section 5. Quorum. At all meetings of stockholders unless otherwise provided in Article ELEVENTH hereof a quorum for the transaction of any business shall consist of the holders of record, present in person or by proxy, of a majority in interest of all of the issued and outstanding shares of the stock of the corporation entitled to vote thereon.

Section 6. Action Without Meeting. Any action required or permitted at any meeting of the stockholders, including the election of directors or officers, may be taken without a meeting if a written consent thereto is signed by the holders of all of the issued and outstanding capital stock entitled to vote at such meeting and such written consent is filed with the records of the meetings of stockholders.

Section 7. Voting. Except as otherwise provided by law or by the Articles of Organization every stockholder entitled to vote at a meeting of stockholders shall have one vote for each share of stock having the right to vote at such meeting held by him and registered in his name on the books of the corporation at the time of the meeting or at the record date fixed by the directors for the determination of stockholders entitled to vote thereat, if such date be fixed. Stockholders may vote in person or by proxy in writing filed with the Clerk at the meeting. No proxy dated more than six months before the meeting named therein shall be accepted, and no such proxy shall be valid after the adjournment of the meeting except if such proxy is coupled with an interest as determined under applicable law. A proxy coupled with an interest may be irrevocable if it so provides and shall be valid and enforceable until the interest terminates or for such shorter period of time as the proxy provides. Except as otherwise required by law, by the Articles of Organization or by Article ELEVENTH hereof, any matter coming before any meeting of the stockholders shall be adopted as the act and deed of the stockholders if approved by a majority in interest of the stock issued, outstanding and entitled to vote thereon, present or represented at the meeting, a quorum being present: provided, however, that at all elections of directors and officers a plurality of the votes cast for any nominee or nominees shall elect. No ballot shall be required for election of a director or officer unless requested by the holder of one or more shares entitled to vote thereon or his representative.

Section 8. Class Voting. Unless the Articles of Organization or the provision of Article ELEVENTH hereof shall otherwise provide, whenever the issued and outstanding shares of the corporation shall consist of shares of two or more classed having a voting right, a quorum at all meetings

of stockholders shall, Section 5 above notwithstanding, with respect to any matter, including the election of directors, on which such two or more classes shall be entitled to vote as a separate class, consist of a majority in interest of the issued and outstanding stock of each such class; voting on such matter shall be had by class, and approval of action thereon as the act of the stockholders of the corporation, shall require the vote of a majority in interest of the issued and outstanding stock of each class present or represented at the meeting and entitled to vote thereat: provided, however, that in the matter of election of directors elected by a particular class of shares a quorum shall consist of a majority in interest of the issued and outstanding stock of that class and a plurality of the votes cast by the holders of such stock at a meeting at which such quorum is present shall elect.

ARTICLE FOURTH

CAPITAL STOCK

Section 1. Stock Certificates. Each stockholder shall be entitled to a certificate or certificates in such form as the Board shall adopt, stating the number of shares and the class thereof held by him, and the designation of the series thereof, if any. Each certificate of stock shall be signed by the President or a Vice President and by the Treasurer or an Assistant Treasurer; the signatures of such officers may be facsimiles if the certificate is signed by a transfer agent or registrar, other than a director, officer or employee of the corporation. If any officer who has signed or whose facsimile signature has been placed on any such certificate shall have ceased to be such officer before such certificate is issued, the certificate may be issued by the corporation with the same effect as if he were such officer at the time of issue. Every certificate issued for shares of stock subject to a restriction or transfer pursuant to the Articles of Organization, these By-Laws or any agreement to which the corporation is a party, or issued while the corporation is authorized to issue more than one class of stock, shall have the full text of such restriction or the full text of the preferences, voting powers, qualifications and special and relative rights of the stock of each class and series authorized to be issued, as the case may be, set forth on the face or back of the certificate or, alternatively, shall contain the statement that the corporation will furnish a copy thereof to the holder of the certificate without charge upon written request.

Section 2. Transfer. The stock of the corporation shall be transferable, so as to affect the rights of the corporation, after satisfaction of the provisions of the Articles of Organization, or other lawful provisions to which the corporation

is a party, imposing a restriction upon transfer unless the same shall be waived by the Board of Directors by transfer recorded on the books of the corporation, in person or by duly authorized attorney, upon the surrender of the certificate or certificates properly endorsed or assigned.

Section 3. Fractional Shares. Fractional shares of stock of any class may be issued. Fractional shares shall entitle the holder thereof to the voting and dividend rights and the right to participate in assets upon liquidation, and shall have and be subject to the preferences, qualifications, restrictions and special and relative rights, of the class of stock or series in which issued. In lieu of fractional shares, the corporation may issue scrip in registered or bearer form entitling the holder thereof to receive a certificate for a full share upon the surrender of scrip aggregating a full share. Any scrip issued by the corporation may be issued upon such terms and conditions and in such manner as the directors shall fix.

Section 4. Equitable Interests. The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person except as may be otherwise expressly provided by law.

Section 5. Lost Certificates. The directors of the corporation may, from time to time, determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost or destroyed. They may in their discretion require the owner of a lost or destroyed certificate, or his legal representative, to give a bond to the corporation with or without surety; surety if required shall be such as the directors deem sufficient to indemnify the corporation against any loss or claim which may arise by reason of the issue of a certificate in place of such lost or destroyed stock certificate.

ARTICLE FIFTH

MAINTENANCE AND INSPECTION OF RECORDS

The corporation shall maintain in the Commonwealth of Massachusetts the original or attested copies of its Articles of Organization, By-Laws and records of all meetings of incorporators and stockholders, as well as its stock and transfer records which shall contain the names of all stockholders and the record address and amount of stock held by each. Such copies and records may be maintained at the principal office of the corporation or an office

of its transfer agent or the office of the Clerk and shall be open at all reasonable times to the inspection of any stockholder for a proper purpose.

ARTICLE SIXTH

CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Board of Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by said Board to do so.

ARTICLE SEVENTH

SEAL

The seal of the corporation shall be circular in form, bearing the inscription Professional Contract Sterilization, Inc. 1989 . The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the directors) to any instrument requiring the corporate seal.

ARTICLE EIGHTH

FISCAL YEAR

The fiscal year of the corporation shall be the year ending with the 31st day of December in each year.

ARTICLE NINTH

CONTROL OVER BY-LAWS

These By-Laws may be altered, amended or repealed and any new By-Laws adopted at any annual or special meeting of the stockholders by the affirmative vote of a majority of the shares of capital stock then issued outstanding and entitled to vote unless a greater proportion shall be required under the provision of Article ELEVENTH or by the affirmative vote of a majority of the Board of Directors at any meeting of the Board except with respect to any provision of the By-Laws which by law, the Articles of Organization and By-Laws themselves requires action by the stockholders, provided, however, that notice of a proposal to alter, amend or repeal these By-Laws or adopt new By-Laws shall be included in the notice of any meeting at which such alteration, amendment or repeal or adoption is considered and, provided further, that any alteration or repeal of these By-Laws or any new By-Laws adopted by the Board of Directors may be amended or repealed by the stockholders.

ARTICLE TENTH

EFFECT OR PROVISIONS OF LAW AND
ARTICLES OF ORGANIZATION

Each of the provisions of these By-Laws shall be subject to and controlled by any specific provisions of law or the Articles of Organization which relate to their subject matter, and shall also be subject to any exceptions, or more specific provisions, dealing with the subject matter, appearing elsewhere in these By-Laws as amended from time to time.

ARTICLE ELEVENTH

EXCEPTIONS, IF ANY, TO THE FOREGOING PROVISIONS
OF THESE BY-LAWS

ORGANIZATION ACTION IN WRITING OF INCORPORATOR(S)

OF

PROFESSIONAL CONTRACT STERILIZATION, INC.

{A Massachusetts Corporation}
{Organized December 12, 1989}

The following action is taken this day of December 20, 1989, through this instrument by the incorporator(s) of the above corporation:

1. The adoption and execution of Articles of Organization;
2. The adoption of the first By-Laws of the corporation, including any specific or general provisions therein as authorized and required by the Business Corporation Law;
3. The election of the following persons to serve as the directors of the corporation until the first annual meeting of shareholders:

Gary N. Cranston
Marie Cranston

4. The election of the following persons to serve as officers of the corporation until their successors shall be elected and qualified;

Gary N. Cranston, President & Treasurer
Marie Cranston, Clerk

5. The appointment of the person or entity hereinafter named as the registered agent of the corporation:

None



Gary M. Cranston

Incorporator(s)

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL J. CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

ARTICLE I

The name of the corporation is:

PROFESSIONAL CONTRACT STERILIZATION, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To conduct, carry on, be engaged in the business of sterilizing by various means medical products, surgical and medical equipment, dental equipment and products, consumer goods, manufactured goods, and any other things requiring sterilization, including the use of such chemicals as the corporation or its subsidiaries may be licensed and permitted to use; To conduct, carry on, and be engaged in the business of packaging medical, dental and consumer products; To conduct, carry on and be engaged in the business of cleaning, maintaining, conducting, and operating a laboratory for the testing and a valuation of medical products, dental products and consumer products;

SEE CONTINUATION SHEET 2A

89-346627

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R.A.

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P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

ARTICLE III

The type and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE STOCKS

TYPE	NUMBER OF SHARES
COMMON:	10,000
PREFERRED:	

WITH PAR VALUE STOCKS

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON:		
PREFERRED:		

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established with any class.

Not applicable.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

SEE CONTINUATION SHEET 5A.

ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: (If there are no provisions state "None".)

SEE CONTINUATION SHEET 6A

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

CONTINUATION SHEET 2A

The corporation is also formed for the following purposes:

To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, lot, land, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners of holders thereof.

To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

CONTINUATION SHEET 2B

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to have and to exercise all powers conferred by the laws of the State of Massachusetts on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporation, and in any part of the world.

CONTINUATION SHEET 5A

The following restrictions are imposed upon the transfer of shares of the capital stock of the Corporation:

The Corporation shall have the right to purchase, or to direct the transfer of, the shares of its capital stock in the event and subject to the conditions and at a price fixed as provided below; each holder of shares of such capital stock holds his shares subject to this right and by accepting the same upon original issue or subsequent transfer thereof, the stockholder agrees for himself, his legal representatives and assigns as follows:

In the event of any change in the ownership of any share or shares of such capital stock (made or proposed) or in the right to vote thereon (whether by the holder's act or by death, legal disability, operation of law, legal processes, order of court, or otherwise, except by ordinary proxies or powers of attorney) the Corporation has the right to purchase such share or all or any part of such shares or to require the same to be sold to a purchaser or purchasers designated by the Corporation or to follow each such method in part at a price per share equal to the fair value thereof at the close of business on the last business day next preceding such event as determined by mutual agreement, or failing such agreement, by arbitration as provided below.

In any such event the owner of the share or shares concerned therein (being for the purposes of these provisions, all persons having any property interest therein) shall give notice thereof in detail satisfactory to the Corporation. Within ten days after receipt of said owner's notice, the Corporation shall elect whether or not to exercise its said rights in respect to said shares and, if it elects to exercise them, shall give notice of its election to the owner.

Failing agreement between the owner and the Corporation as to the price per share to be paid, such price shall be the fair value of such shares as determined by three arbitrators, one designated within five days after the termination of said ten day period by the registered holder of said share or shares or his legal representatives, one within said period of five days by the Corporation and the third within five days after said appointment last occurring by the two arbitrators so chosen. Successor arbitrators, if any shall be required, shall be appointed, within reasonable time as nearly as may be in the manner provided as to the related original appointment. No appointment shall be deemed as having been accomplished unless such arbitrator shall have accepted in writing his appointment as such within the time limited for his appointment. Notice of each appointment of an arbitrator shall be given promptly to the other parties in interest. Said arbitrators shall proceed promptly to determine said fair value.

CONTINUATION SHEET 5B

The determination of the fair value of said share or shares by agreement of any two of the arbitrators shall be conclusive upon all parties interested in such shares. Forthwith upon such determination the arbitrators shall mail or deliver notice of such determination to the owner (as above defined) and to the Corporation.

Within ten days after after receipt of said notice by the arbitrators, or mailing or delivery of notice by the Corporation that it will not exercise its rights as provided below (whichever shall last occur), the shares specified therein for purchase shall be transferred either to the corporation or to the purchaser or purchasers designated therein or in part to each as indicated in such notice of election against payment of said price at the principal office of the Corporation.

If in any of the said events, notice therefor having been given as provided above, the Corporation elects in respect of any such shares or any part thereof not to exercise its said rights, or fails to exercise them or to give notice or make payment all as provided above, or waives said rights by vote or in authorized writing, then such contemplated transfer or such change may become effective as to those shares with respect to which the Corporation elects not to exercise its rights or fails to exercise them or to give notice or to make payment, if consummated within thirty days after such election, failure or waiver by the Corporation, or within such longer period as the Corporation may authorize.

If the owner's notice in respect of any such shares of capital stock is not received by the Corporation as provided above, or if the owner fails to comply with these provisions in respect of any such shares in any other regard, the Corporation, at its option and in addition to its other remedies, may suspend the rights to vote or to receive dividends on said shares, or may refuse to register on its books any transfer of said shares or otherwise to recognize any transfer or change in the ownership thereof or in the right to vote thereon, one or more, until these provisions are complied with to the satisfaction of the Corporation; and if the required owner's notice is not received by the Corporation after written demand by the Corporation it may also or independently proceed as though proper owner's notice had been received at the expiration of ten days after mailing such demand, and, if it exercises its rights with respect to said shares or any of them, the shares specified shall be transferred accordingly.

In respect of these provisions with respect to the transfer of shares of capital stock, the Corporation may act by its board of directors. Any notice or demand under said provisions shall be deemed to have been sufficiently given if in writing delivered by hand or addressed by mail postpaid, to the Corporation at its

CONTINUATION SHEET 5C

principal office or to the owner (as above defined) or to the holder registered on the books of the Corporation (or his legal representative) of the share or shares in question at the address stated in his notice or at his address appearing on the books of the Corporation.

Nothing herein contained shall prevent the pledging of shares, if there is neither a transfer of the legal title hereto nor a transfer on the books of the Corporation into the name of the pledgee, but no pledgee or person claiming thereunder shall be entitled to make or cause to be made any transfer of pledged shares by sale thereof or otherwise (including in this prohibition transfer on the books of the Corporation into the names of the pledges).

CONTINUATION SHEET 6A

To qualify as a "small business corporation" as defined in United States Code, Title 26, Section 1361, the following restrictions exist upon the Stock of the Corporation:

There can be no more than thirty-five (35) shareholders of the Stock of the Corporation.

Excepting an Estate(s) or certain Trusts as defined by United States Code, Title 26, Section 1361, (c), (2) no person other than an individual may be a shareholder of the Corporation.

No nonresident alien may be a shareholder of the Corporation.

The Corporation may only issue one class of Stock.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VIII

a. The post office address of the corporation IN MASSACHUSETTS is:

2 Jonathan Way, Duxbury, MA 02332

b. The name, residence and post office address (if different) of the directors and officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Gary N. Cranston,	2 Jonathan Way Duxbury, MA 02332	2 Jonathan Way Duxbury, MA 02332
Treasurer:	Gary N. Cranston	2 Jonathan Way Duxbury, MA 02332	2 Jonathan Way Duxbury, MA 02332
Clerk:	Marie Cranston	2 Jonathan Way Duxbury, MA 02332	2 Jonathan Way Duxbury, MA 02332
Directors:	Gary N. Cranston	2 Jonathan Way Duxbury, MA 02332	2 Jonathan Way Duxbury, MA 02332
	Marie Cranston	2 Jonathan Way Duxbury, MA 02332	2 Jonathan Way Duxbury, MA 02332

c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is: not applicable

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 29th day of November 19 89.

Gary N Cranston

Gary N. Cranston

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

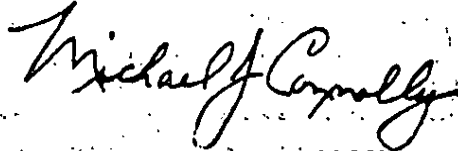
ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$200.⁰⁰ having been paid, said articles are deemed to have been filed with me this

day of December 12th 1989

Effective date



MICHAEL J. CONNOLLY
Secretary of State

FILING FEE: 1/10 of 1% of the total amount of the authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar or no par stock shall be deemed to have a par value of one dollar per share.

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

Elton Watkins, III

6 Beacon St., Suite 715

Boston, MA 02108

Telephone: (617) 720-1640

CONFIDENTIAL MEMORANDUM

To: Robert A. Fasanella, Esq.
From: Gary Cranston, President of PCS Inc.
RE: List of EPA Questions, Answers & Financials to Support Financial Inability
Date: February 15, 2023

INITIAL ABILITY TO PAY DOCUMENT REQUEST

1. Signed copies of the most recent 5 years of tax returns as filed with the IRS complete with all schedules and attachments.

PII

2. Copies of the most recent 5 years of audited financial statements complete with all notes and supplementary schedules. If no audit is performed, unaudited is acceptable.

PII

3. Year to date financial statements including Balance Sheet, Income Statement, Statement of Retained Earnings, and Cash Flow Statement with comparative figures for the same period of the prior two years.

PII

4. Copies of the 5 most recently prepared years of Budgets and/or Forecasts.

PII

5. An all-inclusive depreciation schedule detailing the assets of the company.

PII

6. For any loans obtained in the past 3 years, a copy of the loan application and any supporting documents.

PII

7. An organization chart detailing all related entities.

PII

8. A written position statement detailing your financial condition and ability to pay. Also, any documents which support your position or which you want us to consider.

PII

9. A copy of the partnership and/or operating agreement and any amendments.

PII

10. Name and telephone number of the persons most familiar with the submitted documents to answer questions.

PII

11. For Individuals complete the Data Request Form.

PII

If your claim includes financial distress due to COVID-19 you must include the following documentation:

12. Information submitted to the Small Business Administration, lenders, or local governments requesting financial relief due to COVID-19.

PII

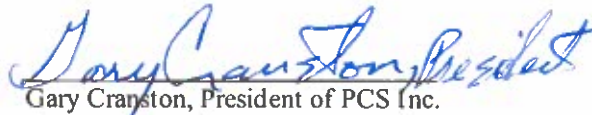
13. Documentation of all relief funds received as well as forgiveness granted

PII

14. A certified statement that fully describes how COVID-19 impacted your financial health.

PII

I certify that the statements above and documents attached are true and accurate to the best of my personal knowledge, signed under pains and penalties of perjury.



Gary Cranston, President of PCS Inc.

Dated: 2/15/23

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