Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
H.G. FENTON COMPANY 401(K) PLAN

1b Three-digit plan number (PN) ▶ 008

1c Effective date of plan 01/01/1994

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
H.G. FENTON COMPANY

7577 MISSION VALLEY RD
SUITE 200
SAN DIEGO, CA 92108

2b Employer Identification Number (EIN)
46-3827641

2c Plan Sponsor's telephone number
619-400-0120

2d Business code (see instructions)
531390

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2015	DANIELLE VOSS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	20-5816132
a Sponsor's name H.G. FENTON COMPANY	**4c** PN	008
5 Total number of participants at the beginning of the plan year	**5**	209
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	163
a(2) Total number of active participants at the end of the plan year	**6a(2)**	174
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	42
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	216
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	216
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	209
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	20
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K 2S 2T 3D 3H 2E

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
H.G. FENTON COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500
H.G. FENTON COMPANY

D Employer Identification Number (EIN)
46-3827641

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	10039	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF EUROPAC GRTH R4 - AMERICAN FUND 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALZGI NFJ SMCPVL ADM - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMCENT INFL-ADJBD IV - AMERICAN CE 44-0619208	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN INTL - BOSTON FINANCIAL DA P.O. BOX 8480 BOSTON, MA 02266	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRANKLIN GROWTH A - FRANKLIN TEMPL 94-3167260	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HTFD DIV & GRTH R5 - HARTFORD ADMI 41-0679409	0.20%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METWEST TOT RTN BD M - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP NEW HORIZONS - T. ROWE PRICE S 52-2269240	0.15%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
H.G. FENTON COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500
H.G. FENTON COMPANY

D Employer Identification Number (EIN)
46-3827641

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1636488	2471710
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	423076	532654
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	16785150	18366827
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	18844714	21371191
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	18844714	21371191

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1328332	
(B) Participants	2a(1)(B)	873852	
(C) Others (including rollovers)	2a(1)(C)	22593	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2224777
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	211	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	18819	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		19030
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	747525	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		747525
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		468745
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		3460077
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	894091	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		894091
f Corrective distributions (see instructions)	2f		29058
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	10451	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		10451
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		933600
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2526477
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: LEVIT ZACKS CPA **(2)** EIN: 95-3159181

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		75149
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
H.G. FENTON COMPANY 401(K) PLAN

B Three-digit plan number (PN) ▶ 008

C Plan sponsor's name as shown on line 2a of Form 5500
H.G. FENTON COMPANY

D Employer Identification Number (EIN)
46-3827641

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

H.G. Fenton Company 401(k) Plan
Financial Statements and Supplemental Schedules
Years Ended December 31, 2014 and 2013

LEVITZACKS
CERTIFIED PUBLIC ACCOUNTANTS

THERESA M. DROUILLARD, CPA
MICHAEL C. FRIEDMAN, CPA
DANIEL I. LAVIS, MPA, CPA
VICTOR G. RAMSAUER, CPA
THOMAS E. REX, CPA
BRUCE A. STRUMLAUF, MS, CPA
KIM W. UFFORD, CPA, CFF, ABV, ASA

INDEPENDENT AUDITOR'S REPORT

To the Plan Committee of the
H.G. Fenton Company 401(k) Plan
San Diego, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of H.G. Fenton Company 401(k) Plan, which comprise of the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Assets (Held at End of Year) and Delinquent Participant Contributions as of and for the year ended December 31, 2014, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Levit Zacks

San Diego, California
September 29, 2015

H.G. Fenton Company 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

	2014	2013
ASSETS:		
Participant directed investments, at fair value:		
Shares of registered investment companies	$ 18,366,827	$ 16,785,150
Interest bearing cash in money market account	2,471,710	1,636,488
Total investments	20,838,537	18,421,638
Contributions receivable:		
Participants	26,365	26,300
Company	1,337,377	1,087,390
Total contributions receivable	1,363,742	1,113,690
Notes receivable from participants	532,654	423,076
Total assets	22,734,933	19,958,404
LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS:		
Excess contributions payable	31,171	29,058
Total liabilities	31,171	29,058
Net assets available for benefits	$ 22,703,762	$ 19,929,346

See accompanying notes to financial statements.

H.G. Fenton Company 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2014 and 2013

	2014	2013
Additions to net assets:		
Participant contributions	$ 842,746	$ 745,968
Rollover contributions	22,593	310,478
Company contributions	1,578,319	1,287,956
Net realized and unrealized gain in fair value of investments in shares of registered investment companies	468,745	2,426,339
Reinvested dividends	747,525	650,415
Interest income on interest bearing cash in money market account	211	752
Interest income on notes receivable from participants	18,819	18,430
Total additions	3,678,958	5,440,338
Deductions from net assets:		
Benefits paid to participants	894,091	1,217,056
Plan expenses	10,451	3,568
Total deductions	904,542	1,220,624
Net increase	2,774,416	4,219,714
Net assets available for benefits:		
Beginning of year	19,929,346	15,709,632
End of year	$ 22,703,762	$ 19,929,346

See accompanying notes to financial statements.

Note 1. DESCRIPTION OF THE PLAN

The following description of the H.G. Fenton Company 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined-contribution plan covering all employees of H.G. Fenton Company (the Company). The Plan has a negative election provision wherein employees are automatically enrolled in the Plan on the first day of the pay period following the 30th day of employment at a 3% withholding rate unless they notify the Plan of their intention not to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute a portion of annual compensation, up to limits specified in the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (Rollover Contributions). The Company will match 50% of each participant's contribution up to 6% of the participant's compensation. The Company may also make discretionary profit sharing contributions allocated based on participants' eligible compensation.

Participant Accounts

Each participant's account is credited with the participant's contributions, an allocation of any contributions by the Company, and earnings or losses those contributions may accumulate. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their contributions and related actual earnings. Vesting in the Company's contribution portion of participant accounts and related actual earnings is based on years of continuous service. Generally, a participant is 25% vested after 2 years, 50% vested after 3 years, 75% vested after 4 years and 100% vested after 5 years of service. A period of service is determined based on whole years of service. Only whole years of service with the Company will be counted in computing the years of service for vesting purposes.

Note 1. DESCRIPTION OF THE PLAN (continued)

Forfeitures

Forfeitures of non-vested Company contributions are used to reduce the Company's contributions or for other miscellaneous fees under the Plan. The total forfeitures in 2014 and 2013 were $39,167 and $52,184, respectively. Forfeitures of $23,569 and $44,714 were used to reduce Company contributions in 2014 and 2013, respectively.

Investment Options

Upon enrollment in the Plan, a participant may direct his or her contributions to various registered investment companies or a money market account provided by Fidelity Management Trust Company. Participants may change their investment options at any time.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as a distribution based upon the terms of the plan document. Participants may borrow a maximum of the lesser of 50% of their vested account balance or $50,000 reduced by the highest outstanding loan in the participant's account during the prior twelve month period. Notes receivable from participants bear a reasonable rate of interest determined by the plan administrator based on prevailing interest rates by a person in the business of lending money for loans which would be made under similar circumstances (which is considered to be prime + 1% for 2014 and 2013). The interest rate is fixed for the duration of the loan. Additionally, all loans are secured by the participant's vested interest in the Plan. Loans to participants must be repaid within 5 years or 15 years if the loan qualifies as a home loan, as defined by the Plan. Interest rates on outstanding participant loans range from 4.25% to 8.25% at December 31, 2014 and 2013.

Payment of Benefits

Upon termination of service, normal retirement age of 59½, disability or death, the participant will receive the value of the vested interest in his or her account as a lump-sum distribution or other distribution methods elected by the participant. Participants enrolled in the Company's former profit sharing plan prior to January 1, 1995 may elect to receive the value of their vested account balance in a lump-sum amount, in annual installments over a ten-year period, or in a joint and survivor annuity.

Note 1. DESCRIPTION OF THE PLAN (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Plan Termination

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

Note 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

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

Investments

All of the Plan's investments are unsecured and held by a trustee-administered trust fund. Shares of registered investment companies and money market accounts are stated at aggregate fair value based on the information contained in the annual report of the trustee, which represents the net asset value of shares held by the Plan at year end.

Payment of Benefits

Benefits are recorded when paid.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Note 2. SUMMARY OF ACCOUNTING POLICIES (continued)

Administrative Expenses

Certain administrative expenses of the Plan were paid by the Company for the years ended December 31, 2014 and 2013.

Note 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. Generally accepted accounting principles establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

Level 1 Fair Value Measurements
Fair values are based on publicly quoted prices in active markets for identical assets. The fair value of investments in registered investment companies and money market accounts is based on the publicly quoted net asset value of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements
Fair values are based on observable inputs other than publicly quoted prices in active markets for identical assets.

Level 3 Fair Value Measurements
Fair values are based on unobservable inputs used for valuing the asset.

Fair Value Measurements as of December 31, 2014 using:

	Fair Value	Level 1	Level 2	Level 3
Investments in shares of registered investment companies:				
Blended investments	$ 8,129,521	$ 8,129,521	$ -	$ -
Small cap stock investments	2,049,328	2,049,328	-	-
Large cap stock investments	4,656,047	4,656,047	-	-
Bond investments	1,899,720	1,899,720	-	-
Mid cap stock investments	796,232	796,232	-	-
International stock investments	835,979	835,979	-	-
Investments in interest bearing cash in money market account	2,471,710	2,471,710	-	-
Total	$ 20,838,537	$ 20,838,537	$ -	$ -

Note 3. FAIR VALUE MEASUREMENTS (continued)

Fair Value Measurements as of December 31, 2013 using:

	Fair Value	Level 1	Level 2	Level 3
Investments in shares of registered investment companies:				
Blended investments	$ 6,483,460	$ 6,483,460	$ -	$ -
Small cap stock investments	3,834,319	3,834,319	-	-
Large cap stock investments	2,511,781	2,511,781	-	-
Bond investments	2,092,614	2,092,614	-	-
Mid cap stock investments	998,207	998,207	-	-
International stock investments	864,769	864,769	-	-
Investments in interest bearing cash in money market account	1,636,488	1,636,488	-	-
Total	$ 18,421,638	$ 18,421,638	$ -	$ -

Note 4. INVESTMENTS

The following are individual investments that represent 5% or more of the Plan's net assets available for benefits as of December 31:

	2014
Fidelity Retirement Money Market Portfolio	$ 2,471,710
Vanguard Target Retirement 2030 Fund	2,319,485
Franklin Growth A	2,140,870
Vanguard Target Retirement 2025 Fund	1,869,975
Vanguard Target Retirement 2040 Fund	1,503,889
Spartan 500 Index	1,360,892
T. Rowe Price New Horizons Fund	1,297,862
Hartford Divident and Growth R5	1,154,286

	2013
T. Rowe Price New Horizons Fund	$ 3,147,725
Vanguard Target Retirement 2030 Fund	2,367,261
Fidelity Retirement Money Market Portfolio	1,636,488
Pimco Total Return Fund	1,345,468
Vanguard Target Retirement 2025 Fund	1,254,176
Vanguard Target Retirement 2040 Fund	1,232,113
Spartan 500 Index	1,040,257
Spartan Extended Market Index	998,208

Note 5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014 to the 2014 Form 5500:

	2014
Net assets available for benefits per the financial statements	$ 22,703,762
Company contributions receivable at the end of the year	(1,337,377)
Participant contributions receivable at the end of the year	(26,365)
Excess contributions payable at the end of the year	31,171
Net assets available for benefits per the Form 5500	$ 21,371,191

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 to the 2013 Form 5500:

	2013
Net assets available for benefits per the financial statements	$ 19,929,346
Company contributions receivable at the end of the year	(1,087,390)
Participant contributions receivable at the end of the year	(26,300)
Excess contributions payable at the end of the year	29,058
Net assets available for benefits per the Form 5500	$ 18,844,714

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2014 and 2013:

	2014	2013
Net increase per the financial statements	$ 2,774,416	$ 4,219,714
Company contributions receivable at the beginning of the year	1,087,390	1,012,941
Participant contributions receivable at the beginning of the year	26,300	26,684
Excess contributions payable at the beginning of the year	(29,058)	(18,378)
Excess contributions payable at the end of the year	31,171	29,058
Company contributions receivable at the end of the year	(1,337,377)	(1,087,390)
Participant contributions receivable at the end of the year	(26,365)	(26,300)
Net increase per the Form 5500	$ 2,526,477	$ 4,156,329

Note 6. INFORMATION SUPPLIED BY PLAN TRUSTEE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company for the years ended December 31, 2014 and 2013.

	2014	2013
Shares of registered investment companies	$ 18,366,827	$ 16,785,150
Interest bearing cash in money market account	2,471,710	1,636,488
Notes receivable from participants	532,654	423,076
Net realized and unrealized gain in fair value of investments in shares of registered investment companies	468,745	2,426,339
Reinvested dividends	747,525	650,415
Interest income on interest bearing cash in money market account	211	752
Interest income on notes receivable from participants	18,819	18,430

Note 7. PARTY-IN-INTEREST

Certain expenses of the Plan are paid for by the Company. The Company is the sponsor of the Plan and, therefore, these transactions qualify as party-in-interest. The most significant of these costs paid by the Company are the salaries for the employees responsible for plan administration and fees paid to a third party administrator.

Fidelity Management Trust as trustee and investment manager for the Plan's assets, disburses benefit payments, and executes all investment transactions. As a result, all investment transactions involving investments sponsored by Fidelity Management Trust Company qualify as party-in-interest transactions.

Note 8. FEDERAL INCOME TAX STATUS

The Plan is operated under the terms of a standardized prototype plan. The prototype plan received a determination letter from the Internal Revenue Service dated March 31, 2014, indicating that the plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The prototype plan has been amended since receipt of the determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8. FEDERAL INCOME TAX STATUS (continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability for an uncertain position if it is not more likely than not that the position would be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

Note 9. EXCESS CONTRIBUTIONS PAYABLE

Contributions received from participants for 2014 are net of payments of $31,171 made in 2015 to certain active participants to return their excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. Contributions received from participants for 2013 are net of payments of $29,058 made in 2014 to certain active participants to return their excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2014 and 2013.

Note 10. SUBSEQUENT EVENTS

Subsequent events were evaluated for accrual and disclosure through September 29, 2015, which is the date the 2014 financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

Schedule of Assets (Held at End of Year)

Attachment to Schedule H (Form 5500) - Line 4i (Part IV)

Company Name: **HG Fenton Company**
Plan Name: **HG Fenton Company 401k Plan**
Plan Year: **1/1/14 - 12/31/14**
EIN: **46-3827641**
Plan No: **008**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Artisan	Artisan Intl	$ -	$ 363,806.47
	TRP	TRP New Horizons	$ -	$ 1,297,862.13
	Hartford	Hartford Dividend & Growth R5	$ -	$ 1,154,285.65
	AF	AF Europac Grth R4	$ -	$ 472,172.63
	Alliance	Allnz Nfj Smcpval Ad	$ -	$ 751,465.60
*	Fidelity	Fidelity Govt Income	$ -	$ 539,649.90
	Vanguard	Vanguard Target Retirement Income	$ -	$ 15,137.69
	Vanguard	Vanguard Target Retirement 2010	$ -	$ 3,300.03
	Vanguard	Vanguard Target Retirement 2015	$ -	$ 146,956.12
	Vanguard	Vanguard Target Retirement 2020	$ -	$ 316,561.41
	Vanguard	Vanguard Target Retirement 2025	$ -	$ 1,869,974.71
	Vanguard	Vanguard Target Retirement 2030	$ -	$ 2,319,485.23
	Vanguard	Vanguard Target Retirement 2035	$ -	$ 806,121.29
	Vanguard	Vanguard Target Retirement 2040	$ -	$ 1,503,888.63
	Vanguard	Vanguard Target Retirement 2045	$ -	$ 392,645.56
	Vanguard	Vanguard Target Retirement 2050	$ -	$ 641,103.31
	Vanguard	Vanguard Target Retirement 2055	$ -	$ 110,134.87
	Vanguard	Vanguard Target Retirement 2060	$ -	$ 4,212.21
	Franklin	Franklin Growth A	$ -	$ 2,140,869.50
	Spartan	SPTN Extnd Mkt Index	$ -	$ 796,231.51
*	Fidelity	FID High Income	$ -	$ 535,906.46
*	Fidelity	Fidelity Retire Mmkt	$ -	$ 2,471,710.30
	Spartan	Spartan 500 Index Inv	$ -	$ 1,360,891.98
	Metropolitan West	Metwest Total Return Bond M	$ -	$ 728,947.35
	American Century	Amcent Infl-Adj Bond Inv	$ -	$ 95,216.35
	Participant Loans	Interest Rates (4.25% to 8.25%)	$ -	$ 532,653.86
	* Represents a party-in-interest to the Plan for which a statutory exemption exists.			

H.G. Fenton Company 401(k) Plan
Employer Identification Number 46-3827641
Plan Number 008
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
Year Ended December 31, 2014

Participant Contributions Transferred Late to Plan in 2013 and corrected in 2014	$ 75,149
Total that Constitutes Nonexempt Prohibited Transactions	$ 75,149

H.G. Fenton Company 401(k) Plan
Financial Statements and Supplemental Schedules
Years Ended December 31, 2014 and 2013

LEVITZACKS
CERTIFIED PUBLIC ACCOUNTANTS

THERESA M. DROUILLARD, CPA
MICHAEL C. FRIEDMAN, CPA
DANIEL I. LAVIS, MPA, CPA
VICTOR G. RAMSAUER, CPA
THOMAS E. REX, CPA
BRUCE A. STRUMLAUF, MS, CPA
KIM W. UFFORD, CPA, CFF, ABV, ASA

INDEPENDENT AUDITOR'S REPORT

To the Plan Committee of the
H.G. Fenton Company 401(k) Plan
San Diego, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of H.G. Fenton Company 401(k) Plan, which comprise of the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Assets (Held at End of Year) and Delinquent Participant Contributions as of and for the year ended December 31, 2014, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Levit Zacks

San Diego, California
September 29, 2015

H.G. Fenton Company 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

	2014	2013
ASSETS:		
Participant directed investments, at fair value:		
Shares of registered investment companies	$ 18,366,827	$ 16,785,150
Interest bearing cash in money market account	2,471,710	1,636,488
Total investments	20,838,537	18,421,638
Contributions receivable:		
Participants	26,365	26,300
Company	1,337,377	1,087,390
Total contributions receivable	1,363,742	1,113,690
Notes receivable from participants	532,654	423,076
Total assets	22,734,933	19,958,404
LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS:		
Excess contributions payable	31,171	29,058
Total liabilities	31,171	29,058
Net assets available for benefits	$ 22,703,762	$ 19,929,346

See accompanying notes to financial statements.

H.G. Fenton Company 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2014 and 2013

	2014	2013
Additions to net assets:		
Participant contributions	$ 842,746	$ 745,968
Rollover contributions	22,593	310,478
Company contributions	1,578,319	1,287,956
Net realized and unrealized gain in fair value of investments in shares of registered investment companies	468,745	2,426,339
Reinvested dividends	747,525	650,415
Interest income on interest bearing cash in money market account	211	752
Interest income on notes receivable from participants	18,819	18,430
Total additions	3,678,958	5,440,338
Deductions from net assets:		
Benefits paid to participants	894,091	1,217,056
Plan expenses	10,451	3,568
Total deductions	904,542	1,220,624
Net increase	2,774,416	4,219,714
Net assets available for benefits:		
Beginning of year	19,929,346	15,709,632
End of year	$ 22,703,762	$ 19,929,346

See accompanying notes to financial statements.

Note 1. DESCRIPTION OF THE PLAN

The following description of the H.G. Fenton Company 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined-contribution plan covering all employees of H.G. Fenton Company (the Company). The Plan has a negative election provision wherein employees are automatically enrolled in the Plan on the first day of the pay period following the 30th day of employment at a 3% withholding rate unless they notify the Plan of their intention not to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute a portion of annual compensation, up to limits specified in the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (Rollover Contributions). The Company will match 50% of each participant's contribution up to 6% of the participant's compensation. The Company may also make discretionary profit sharing contributions allocated based on participants' eligible compensation.

Participant Accounts

Each participant's account is credited with the participant's contributions, an allocation of any contributions by the Company, and earnings or losses those contributions may accumulate. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their contributions and related actual earnings. Vesting in the Company's contribution portion of participant accounts and related actual earnings is based on years of continuous service. Generally, a participant is 25% vested after 2 years, 50% vested after 3 years, 75% vested after 4 years and 100% vested after 5 years of service. A period of service is determined based on whole years of service. Only whole years of service with the Company will be counted in computing the years of service for vesting purposes.

Note 1. DESCRIPTION OF THE PLAN (continued)

Forfeitures

Forfeitures of non-vested Company contributions are used to reduce the Company's contributions or for other miscellaneous fees under the Plan. The total forfeitures in 2014 and 2013 were $39,167 and $52,184, respectively. Forfeitures of $23,569 and $44,714 were used to reduce Company contributions in 2014 and 2013, respectively.

Investment Options

Upon enrollment in the Plan, a participant may direct his or her contributions to various registered investment companies or a money market account provided by Fidelity Management Trust Company. Participants may change their investment options at any time.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as a distribution based upon the terms of the plan document. Participants may borrow a maximum of the lesser of 50% of their vested account balance or $50,000 reduced by the highest outstanding loan in the participant's account during the prior twelve month period. Notes receivable from participants bear a reasonable rate of interest determined by the plan administrator based on prevailing interest rates by a person in the business of lending money for loans which would be made under similar circumstances (which is considered to be prime + 1% for 2014 and 2013). The interest rate is fixed for the duration of the loan. Additionally, all loans are secured by the participant's vested interest in the Plan. Loans to participants must be repaid within 5 years or 15 years if the loan qualifies as a home loan, as defined by the Plan. Interest rates on outstanding participant loans range from 4.25% to 8.25% at December 31, 2014 and 2013.

Payment of Benefits

Upon termination of service, normal retirement age of 59½, disability or death, the participant will receive the value of the vested interest in his or her account as a lump-sum distribution or other distribution methods elected by the participant. Participants enrolled in the Company's former profit sharing plan prior to January 1, 1995 may elect to receive the value of their vested account balance in a lump-sum amount, in annual installments over a ten-year period, or in a joint and survivor annuity.

Note 1. DESCRIPTION OF THE PLAN (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Plan Termination

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

Note 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

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

Investments

All of the Plan's investments are unsecured and held by a trustee-administered trust fund. Shares of registered investment companies and money market accounts are stated at aggregate fair value based on the information contained in the annual report of the trustee, which represents the net asset value of shares held by the Plan at year end.

Payment of Benefits

Benefits are recorded when paid.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Note 2. SUMMARY OF ACCOUNTING POLICIES (continued)

Administrative Expenses

Certain administrative expenses of the Plan were paid by the Company for the years ended December 31, 2014 and 2013.

Note 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. Generally accepted accounting principles establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

Level 1 Fair Value Measurements
Fair values are based on publicly quoted prices in active markets for identical assets. The fair value of investments in registered investment companies and money market accounts is based on the publicly quoted net asset value of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements
Fair values are based on observable inputs other than publicly quoted prices in active markets for identical assets.

Level 3 Fair Value Measurements
Fair values are based on unobservable inputs used for valuing the asset.

Fair Value Measurements as of December 31, 2014 using:

	Fair Value	Level 1	Level 2	Level 3
Investments in shares of registered investment companies:				
Blended investments	$ 8,129,521	$ 8,129,521	$ -	$ -
Small cap stock investments	2,049,328	2,049,328	-	-
Large cap stock investments	4,656,047	4,656,047	-	-
Bond investments	1,899,720	1,899,720	-	-
Mid cap stock investments	796,232	796,232	-	-
International stock investments	835,979	835,979	-	-
Investments in interest bearing cash in money market account	2,471,710	2,471,710	-	-
Total	$ 20,838,537	$ 20,838,537	$ -	$ -

Note 3. FAIR VALUE MEASUREMENTS (continued)

Fair Value Measurements as of December 31, 2013 using:

	Fair Value	Level 1	Level 2	Level 3
Investments in shares of registered investment companies:				
Blended investments	$ 6,483,460	$ 6,483,460	$ -	$ -
Small cap stock investments	3,834,319	3,834,319	-	-
Large cap stock investments	2,511,781	2,511,781	-	-
Bond investments	2,092,614	2,092,614	-	-
Mid cap stock investments	998,207	998,207	-	-
International stock investments	864,769	864,769	-	-
Investments in interest bearing cash in money market account	1,636,488	1,636,488	-	-
Total	$ 18,421,638	$ 18,421,638	$ -	$ -

Note 4. INVESTMENTS

The following are individual investments that represent 5% or more of the Plan's net assets available for benefits as of December 31:

	2014
Fidelity Retirement Money Market Portfolio	$ 2,471,710
Vanguard Target Retirement 2030 Fund	2,319,485
Franklin Growth A	2,140,870
Vanguard Target Retirement 2025 Fund	1,869,975
Vanguard Target Retirement 2040 Fund	1,503,889
Spartan 500 Index	1,360,892
T. Rowe Price New Horizons Fund	1,297,862
Hartford Divident and Growth R5	1,154,286

	2013
T. Rowe Price New Horizons Fund	$ 3,147,725
Vanguard Target Retirement 2030 Fund	2,367,261
Fidelity Retirement Money Market Portfolio	1,636,488
Pimco Total Return Fund	1,345,468
Vanguard Target Retirement 2025 Fund	1,254,176
Vanguard Target Retirement 2040 Fund	1,232,113
Spartan 500 Index	1,040,257
Spartan Extended Market Index	998,208

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Excess contributions payable at the end of the year	31,171	29,058
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Note 8. FEDERAL INCOME TAX STATUS (continued)

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Note 9. EXCESS CONTRIBUTIONS PAYABLE

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Note 10. SUBSEQUENT EVENTS

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SUPPLEMENTAL SCHEDULES

Schedule of Assets (Held at End of Year)

Attachment to Schedule H (Form 5500) - Line 4i (Part IV)

Company Name: **HG Fenton Company**
Plan Name: **HG Fenton Company 401k Plan**
Plan Year: **1/1/14 - 12/31/14**
EIN: **46-3827641**
Plan No: **008**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
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	TRP	TRP New Horizons	$ -	$ 1,297,862.13
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	Alliance	Allnz Nfj Smcpval Ad	$ -	$ 751,465.60
*	Fidelity	Fidelity Govt Income	$ -	$ 539,649.90
	Vanguard	Vanguard Target Retirement Income	$ -	$ 15,137.69
	Vanguard	Vanguard Target Retirement 2010	$ -	$ 3,300.03
	Vanguard	Vanguard Target Retirement 2015	$ -	$ 146,956.12
	Vanguard	Vanguard Target Retirement 2020	$ -	$ 316,561.41
	Vanguard	Vanguard Target Retirement 2025	$ -	$ 1,869,974.71
	Vanguard	Vanguard Target Retirement 2030	$ -	$ 2,319,485.23
	Vanguard	Vanguard Target Retirement 2035	$ -	$ 806,121.29
	Vanguard	Vanguard Target Retirement 2040	$ -	$ 1,503,888.63
	Vanguard	Vanguard Target Retirement 2045	$ -	$ 392,645.56
	Vanguard	Vanguard Target Retirement 2050	$ -	$ 641,103.31
	Vanguard	Vanguard Target Retirement 2055	$ -	$ 110,134.87
	Vanguard	Vanguard Target Retirement 2060	$ -	$ 4,212.21
	Franklin	Franklin Growth A	$ -	$ 2,140,869.50
	Spartan	SPTN Extnd Mkt Index	$ -	$ 796,231.51
*	Fidelity	FID High Income	$ -	$ 535,906.46
*	Fidelity	Fidelity Retire Mmkt	$ -	$ 2,471,710.30
	Spartan	Spartan 500 Index Inv	$ -	$ 1,360,891.98
	Metropolitan West	Metwest Total Return Bond M	$ -	$ 728,947.35
	American Century	Amcent Infl-Adj Bond Inv	$ -	$ 95,216.35
	Participant Loans	Interest Rates (4.25% to 8.25%)	$ -	$ 532,653.86
	* Represents a party-in-interest to the Plan for which a statutory exemption exists.			

H.G. Fenton Company 401(k) Plan
Employer Identification Number 46-3827641
Plan Number 008
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
Year Ended December 31, 2014

Participant Contributions Transferred Late to Plan in 2013 and corrected in 2014	$ 75,149
Total that Constitutes Nonexempt Prohibited Transactions	$ 75,149

H.G. Fenton Company 401(k) Plan
Financial Statements and Supplemental Schedules
Years Ended December 31, 2014 and 2013

LEVITZACKS
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Plan Committee of the
H.G. Fenton Company 401(k) Plan
San Diego, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of H.G. Fenton Company 401(k) Plan, which comprise of the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Assets (Held at End of Year) and Delinquent Participant Contributions as of and for the year ended December 31, 2014, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Levit Zacks

San Diego, California
September 29, 2015

H.G. Fenton Company 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

	2014	2013
ASSETS:		
Participant directed investments, at fair value:		
Shares of registered investment companies	$ 18,366,827	$ 16,785,150
Interest bearing cash in money market account	2,471,710	1,636,488
Total investments	20,838,537	18,421,638
Contributions receivable:		
Participants	26,365	26,300
Company	1,337,377	1,087,390
Total contributions receivable	1,363,742	1,113,690
Notes receivable from participants	532,654	423,076
Total assets	22,734,933	19,958,404
LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS:		
Excess contributions payable	31,171	29,058
Total liabilities	31,171	29,058
Net assets available for benefits	$ 22,703,762	$ 19,929,346

See accompanying notes to financial statements.

H.G. Fenton Company 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2014 and 2013

	2014	2013
Additions to net assets:		
Participant contributions	$ 842,746	$ 745,968
Rollover contributions	22,593	310,478
Company contributions	1,578,319	1,287,956
Net realized and unrealized gain in fair value of investments in shares of registered investment companies	468,745	2,426,339
Reinvested dividends	747,525	650,415
Interest income on interest bearing cash in money market account	211	752
Interest income on notes receivable from participants	18,819	18,430
Total additions	3,678,958	5,440,338
Deductions from net assets:		
Benefits paid to participants	894,091	1,217,056
Plan expenses	10,451	3,568
Total deductions	904,542	1,220,624
Net increase	2,774,416	4,219,714
Net assets available for benefits:		
Beginning of year	19,929,346	15,709,632
End of year	$ 22,703,762	$ 19,929,346

See accompanying notes to financial statements.

Note 1. DESCRIPTION OF THE PLAN

The following description of the H.G. Fenton Company 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined-contribution plan covering all employees of H.G. Fenton Company (the Company). The Plan has a negative election provision wherein employees are automatically enrolled in the Plan on the first day of the pay period following the 30th day of employment at a 3% withholding rate unless they notify the Plan of their intention not to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute a portion of annual compensation, up to limits specified in the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (Rollover Contributions). The Company will match 50% of each participant's contribution up to 6% of the participant's compensation. The Company may also make discretionary profit sharing contributions allocated based on participants' eligible compensation.

Participant Accounts

Each participant's account is credited with the participant's contributions, an allocation of any contributions by the Company, and earnings or losses those contributions may accumulate. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their contributions and related actual earnings. Vesting in the Company's contribution portion of participant accounts and related actual earnings is based on years of continuous service. Generally, a participant is 25% vested after 2 years, 50% vested after 3 years, 75% vested after 4 years and 100% vested after 5 years of service. A period of service is determined based on whole years of service. Only whole years of service with the Company will be counted in computing the years of service for vesting purposes.

Note 1. DESCRIPTION OF THE PLAN (continued)

Forfeitures

Forfeitures of non-vested Company contributions are used to reduce the Company's contributions or for other miscellaneous fees under the Plan. The total forfeitures in 2014 and 2013 were $39,167 and $52,184, respectively. Forfeitures of $23,569 and $44,714 were used to reduce Company contributions in 2014 and 2013, respectively.

Investment Options

Upon enrollment in the Plan, a participant may direct his or her contributions to various registered investment companies or a money market account provided by Fidelity Management Trust Company. Participants may change their investment options at any time.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as a distribution based upon the terms of the plan document. Participants may borrow a maximum of the lesser of 50% of their vested account balance or $50,000 reduced by the highest outstanding loan in the participant's account during the prior twelve month period. Notes receivable from participants bear a reasonable rate of interest determined by the plan administrator based on prevailing interest rates by a person in the business of lending money for loans which would be made under similar circumstances (which is considered to be prime + 1% for 2014 and 2013). The interest rate is fixed for the duration of the loan. Additionally, all loans are secured by the participant's vested interest in the Plan. Loans to participants must be repaid within 5 years or 15 years if the loan qualifies as a home loan, as defined by the Plan. Interest rates on outstanding participant loans range from 4.25% to 8.25% at December 31, 2014 and 2013.

Payment of Benefits

Upon termination of service, normal retirement age of 59½, disability or death, the participant will receive the value of the vested interest in his or her account as a lump-sum distribution or other distribution methods elected by the participant. Participants enrolled in the Company's former profit sharing plan prior to January 1, 1995 may elect to receive the value of their vested account balance in a lump-sum amount, in annual installments over a ten-year period, or in a joint and survivor annuity.

Note 1. DESCRIPTION OF THE PLAN (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Plan Termination

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

Note 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

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

Investments

All of the Plan's investments are unsecured and held by a trustee-administered trust fund. Shares of registered investment companies and money market accounts are stated at aggregate fair value based on the information contained in the annual report of the trustee, which represents the net asset value of shares held by the Plan at year end.

Payment of Benefits

Benefits are recorded when paid.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Note 2. SUMMARY OF ACCOUNTING POLICIES (continued)

Administrative Expenses

Certain administrative expenses of the Plan were paid by the Company for the years ended December 31, 2014 and 2013.

Note 3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. Generally accepted accounting principles establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

Level 1 Fair Value Measurements
Fair values are based on publicly quoted prices in active markets for identical assets. The fair value of investments in registered investment companies and money market accounts is based on the publicly quoted net asset value of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements
Fair values are based on observable inputs other than publicly quoted prices in active markets for identical assets.

Level 3 Fair Value Measurements
Fair values are based on unobservable inputs used for valuing the asset.

Fair Value Measurements as of December 31, 2014 using:

	Fair Value	Level 1	Level 2	Level 3
Investments in shares of registered investment companies:				
Blended investments	$ 8,129,521	$ 8,129,521	$ -	$ -
Small cap stock investments	2,049,328	2,049,328	-	-
Large cap stock investments	4,656,047	4,656,047	-	-
Bond investments	1,899,720	1,899,720	-	-
Mid cap stock investments	796,232	796,232	-	-
International stock investments	835,979	835,979	-	-
Investments in interest bearing cash in money market account	2,471,710	2,471,710	-	-
Total	$ 20,838,537	$ 20,838,537	$ -	$ -

Note 3. FAIR VALUE MEASUREMENTS (continued)

Fair Value Measurements as of December 31, 2013 using:

	Fair Value	Level 1	Level 2	Level 3
Investments in shares of registered investment companies:				
Blended investments	$ 6,483,460	$ 6,483,460	$ -	$ -
Small cap stock investments	3,834,319	3,834,319	-	-
Large cap stock investments	2,511,781	2,511,781	-	-
Bond investments	2,092,614	2,092,614	-	-
Mid cap stock investments	998,207	998,207	-	-
International stock investments	864,769	864,769	-	-
Investments in interest bearing cash in money market account	1,636,488	1,636,488	-	-
Total	$ 18,421,638	$ 18,421,638	$ -	$ -

Note 4. INVESTMENTS

The following are individual investments that represent 5% or more of the Plan's net assets available for benefits as of December 31:

	2014
Fidelity Retirement Money Market Portfolio	$ 2,471,710
Vanguard Target Retirement 2030 Fund	2,319,485
Franklin Growth A	2,140,870
Vanguard Target Retirement 2025 Fund	1,869,975
Vanguard Target Retirement 2040 Fund	1,503,889
Spartan 500 Index	1,360,892
T. Rowe Price New Horizons Fund	1,297,862
Hartford Divident and Growth R5	1,154,286

	2013
T. Rowe Price New Horizons Fund	$ 3,147,725
Vanguard Target Retirement 2030 Fund	2,367,261
Fidelity Retirement Money Market Portfolio	1,636,488
Pimco Total Return Fund	1,345,468
Vanguard Target Retirement 2025 Fund	1,254,176
Vanguard Target Retirement 2040 Fund	1,232,113
Spartan 500 Index	1,040,257
Spartan Extended Market Index	998,208

Note 5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014 to the 2014 Form 5500:

	2014
Net assets available for benefits per the financial statements	$ 22,703,762
Company contributions receivable at the end of the year	(1,337,377)
Participant contributions receivable at the end of the year	(26,365)
Excess contributions payable at the end of the year	31,171
Net assets available for benefits per the Form 5500	$ 21,371,191

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 to the 2013 Form 5500:

	2013
Net assets available for benefits per the financial statements	$ 19,929,346
Company contributions receivable at the end of the year	(1,087,390)
Participant contributions receivable at the end of the year	(26,300)
Excess contributions payable at the end of the year	29,058
Net assets available for benefits per the Form 5500	$ 18,844,714

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2014 and 2013:

	2014	2013
Net increase per the financial statements	$ 2,774,416	$ 4,219,714
Company contributions receivable at the beginning of the year	1,087,390	1,012,941
Participant contributions receivable at the beginning of the year	26,300	26,684
Excess contributions payable at the beginning of the year	(29,058)	(18,378)
Excess contributions payable at the end of the year	31,171	29,058
Company contributions receivable at the end of the year	(1,337,377)	(1,087,390)
Participant contributions receivable at the end of the year	(26,365)	(26,300)
Net increase per the Form 5500	$ 2,526,477	$ 4,156,329

Note 6. INFORMATION SUPPLIED BY PLAN TRUSTEE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company for the years ended December 31, 2014 and 2013.

	2014	2013
Shares of registered investment companies	$ 18,366,827	$ 16,785,150
Interest bearing cash in money market account	2,471,710	1,636,488
Notes receivable from participants	532,654	423,076
Net realized and unrealized gain in fair value of investments in shares of registered investment companies	468,745	2,426,339
Reinvested dividends	747,525	650,415
Interest income on interest bearing cash in money market account	211	752
Interest income on notes receivable from participants	18,819	18,430

Note 7. PARTY-IN-INTEREST

Certain expenses of the Plan are paid for by the Company. The Company is the sponsor of the Plan and, therefore, these transactions qualify as party-in-interest. The most significant of these costs paid by the Company are the salaries for the employees responsible for plan administration and fees paid to a third party administrator.

Fidelity Management Trust as trustee and investment manager for the Plan's assets, disburses benefit payments, and executes all investment transactions. As a result, all investment transactions involving investments sponsored by Fidelity Management Trust Company qualify as party-in-interest transactions.

Note 8. FEDERAL INCOME TAX STATUS

The Plan is operated under the terms of a standardized prototype plan. The prototype plan received a determination letter from the Internal Revenue Service dated March 31, 2014, indicating that the plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The prototype plan has been amended since receipt of the determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8. FEDERAL INCOME TAX STATUS (continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability for an uncertain position if it is not more likely than not that the position would be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

Note 9. EXCESS CONTRIBUTIONS PAYABLE

Contributions received from participants for 2014 are net of payments of $31,171 made in 2015 to certain active participants to return their excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. Contributions received from participants for 2013 are net of payments of $29,058 made in 2014 to certain active participants to return their excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are also included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2014 and 2013.

Note 10. SUBSEQUENT EVENTS

Subsequent events were evaluated for accrual and disclosure through September 29, 2015, which is the date the 2014 financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

Schedule of Assets (Held at End of Year)

Attachment to Schedule H (Form 5500) - Line 4i (Part IV)

Company Name: **HG Fenton Company**
Plan Name: **HG Fenton Company 401k Plan**
Plan Year: **1/1/14 - 12/31/14**
EIN: **46-3827641**
Plan No: **008**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Artisan	Artisan Intl	$ -	$ 363,806.47
	TRP	TRP New Horizons	$ -	$ 1,297,862.13
	Hartford	Hartford Dividend & Growth R5	$ -	$ 1,154,285.65
	AF	AF Europac Grth R4	$ -	$ 472,172.63
	Alliance	Allnz Nfj Smcpval Ad	$ -	$ 751,465.60
*	Fidelity	Fidelity Govt Income	$ -	$ 539,649.90
	Vanguard	Vanguard Target Retirement Income	$ -	$ 15,137.69
	Vanguard	Vanguard Target Retirement 2010	$ -	$ 3,300.03
	Vanguard	Vanguard Target Retirement 2015	$ -	$ 146,956.12
	Vanguard	Vanguard Target Retirement 2020	$ -	$ 316,561.41
	Vanguard	Vanguard Target Retirement 2025	$ -	$ 1,869,974.71
	Vanguard	Vanguard Target Retirement 2030	$ -	$ 2,319,485.23
	Vanguard	Vanguard Target Retirement 2035	$ -	$ 806,121.29
	Vanguard	Vanguard Target Retirement 2040	$ -	$ 1,503,888.63
	Vanguard	Vanguard Target Retirement 2045	$ -	$ 392,645.56
	Vanguard	Vanguard Target Retirement 2050	$ -	$ 641,103.31
	Vanguard	Vanguard Target Retirement 2055	$ -	$ 110,134.87
	Vanguard	Vanguard Target Retirement 2060	$ -	$ 4,212.21
	Franklin	Franklin Growth A	$ -	$ 2,140,869.50
	Spartan	SPTN Extnd Mkt Index	$ -	$ 796,231.51
*	Fidelity	FID High Income	$ -	$ 535,906.46
*	Fidelity	Fidelity Retire Mmkt	$ -	$ 2,471,710.30
	Spartan	Spartan 500 Index Inv	$ -	$ 1,360,891.98
	Metropolitan West	Metwest Total Return Bond M	$ -	$ 728,947.35
	American Century	Amcent Infl-Adj Bond Inv	$ -	$ 95,216.35
	Participant Loans	Interest Rates (4.25% to 8.25%)	$ -	$ 532,653.86
	* Represents a party-in-interest to the Plan for which a statutory exemption exists.			

H.G. Fenton Company 401(k) Plan
Employer Identification Number 46-3827641
Plan Number 008
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
Year Ended December 31, 2014

Participant Contributions Transferred Late to Plan in 2013 and corrected in 2014	$ 75,149
Total that Constitutes Nonexempt Prohibited Transactions	$ 75,149