

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information								
1a Name of plan <u>ARIS HORTICULTURE INC. THIRD AMENDED AND RESTATED TAX DEFERRED PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>005</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1984</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>005</u>	1c Effective date of plan <u>01/01/1984</u>					
1b Three-digit plan number (PN) ▶	<u>005</u>								
1c Effective date of plan <u>01/01/1984</u>									
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ARIS HORTICULTURE, INC.</u> <u>P.O. BOX 230</u> <u>BARBERTON, OH 44203</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>34-0936187</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>330-745-2143</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>111400</u></td> <td></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-0936187</u>		2c Plan Sponsor's telephone number <u>330-745-2143</u>		2d Business code (see instructions) <u>111400</u>			
2b Employer Identification Number (EIN) <u>34-0936187</u>									
2c Plan Sponsor's telephone number <u>330-745-2143</u>									
2d Business code (see instructions) <u>111400</u>									

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2015	SCOTT SCHAEFER
	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 ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 177
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 130 6a(2) 115 6b 0 6c 49 6d 164 6e 0 6f 164 6g 115 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 ARIS HORTICULTURE INC. THIRD AMENDED AND RESTATED TAX DEFERRED PLAN AND TRUST	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 ARIS HORTICULTURE, INC.	D Employer Identification Number (EIN) 34-0936187	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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?
15 52 59 60 62 63 72	RECORDKEEPER	1563	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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

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

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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

<p>A Name of plan <u>ARIS HORTICULTURE INC. THIRD AMENDED AND RESTATED TAX DEFERRED PLAN AND TRUST</u></p>	<p>B Three-digit plan number (PN) ▶ <u>005</u></p>
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ARIS HORTICULTURE, INC.</u></p>	<p>D Employer Identification Number (EIN) <u>34-0936187</u></p>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)	

<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FEDERATED CAPITAL PRES CL SP</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>FEDERATED INVESTORS TRUST COMPANY</u></p>		
<p>c EIN-PN <u>22-2712853-001</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>963673</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>

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

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

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

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

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 <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>ARIS HORTICULTURE INC. THIRD AMENDED AND RESTATED TAX DEFERRED PLAN AND TRUST</u>		B Three-digit plan number (PN) ► <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARIS HORTICULTURE, INC.</u>		D Employer Identification Number (EIN) <u>34-0936187</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1656	128831
	(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)	0	0
	(9) Value of interest in common/collective trusts	1c(9)	607822	963673
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	7724969	6601764
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	85335	93207

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8419782	7787475

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	8419782	7787475
---	-----------	---------	---------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	344881	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		344881

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(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)	734299	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		734299

(3) Rents	2b(3)		
-----------------	--------------	--	--

(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)		
(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)		2180
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-325674
c Other income.....	2c		7872
d Total income. Add all income amounts in column (b) and enter total.....	2d		763558

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1394427	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1394427
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	1438	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1438
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1395865

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-632307
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		0

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: LINC, MALACHIN, DENNIS, INC.

(2) EIN: 34-1167670

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		1150000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan ARIS HORTICULTURE INC. THIRD AMENDED AND RESTATED TAX DEFERRED PLAN AND TRUST				B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 ARIS HORTICULTURE, INC.				D Employer Identification Number (EIN) 34-0936187	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 94-1687665					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2014 v. 140124	

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): _____

**ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST**

DECEMBER 31, 2014 AND 2013

**ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST**

**NOTES TO FINANCIAL STATEMENTS, Continued
For the years ended December 31, 2014 and 2013**

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INDEPENDENT AUDITORS' REPORT

To the Trustees of
the Aris Horticulture, Inc.
Third Amended and Restated
Tax Deferred Plan and Trust:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Aris Horticulture, Inc. Third Amended and Restated Tax Deferred Plan and Trust (the "Plan"), which comprise 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 3, which was certified by Merrill Lynch, 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Assets Held for Investment Purposes at End of Year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, 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.

Linc, Malachin & Dennis, Inc.
Linc, Malachin & Dennis, Inc.
Akron OH

October 6, 2015

ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
for the years ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets:		
Cash	\$ 1,656	\$ 1,656
Investments, at fair market	7,785,819	8,418,126
Receivables:		
Employee contributions	<u>9,387</u>	<u>-</u>
 Total Assets	 <u>7,796,862</u>	 <u>8,419,782</u>
 Liabilities:		
Benefit withdrawals payable	<u>136,562</u>	<u>-</u>
 Net Assets available for benefits	 <u><u>\$ 7,660,300</u></u>	 <u><u>\$ 8,419,782</u></u>

The accompanying notes are integral part of these financial statements.

ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the years ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions:		
Additions to net assets attributed to:		
Employee contributions	\$ 354,268	\$ 337,409
Rollover contributions	-	11,370
Interest and dividend income	736,479	532,248
Other Income	7,872	13,587
Net appreciation (depreciation) in fair value	<u>(325,674)</u>	<u>1,047,852</u>
Total additions	<u>772,945</u>	<u>1,942,466</u>
Deductions:		
Deductions from the plan assets attributed to:		
Benefits paid to participants	1,530,989	1,523,964
Administrative fees	<u>1,438</u>	<u>1,714</u>
Total deductions	<u>1,532,427</u>	<u>1,525,678</u>
Net increase (decrease)	(759,482)	416,788
Net assets available for benefits, beginning of year	<u>8,419,782</u>	<u>8,002,995</u>
Net assets available for benefits, end of year	<u><u>\$ 7,660,300</u></u>	<u><u>\$ 8,419,782</u></u>

The accompanying notes are integral part of these financial statements.

**ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST
EIN: 34-0936187**

**NOTES TO FINANCIAL STATEMENTS
for the years ended December 31, 2014 and 2013**

1. Description of Plan:

The following description of Aris Horticulture, Inc. Third Amended and Restated Tax Deferred Plan and Trust (the “Plan”) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

General – Aris Horticulture, Inc. (the “Company”) established the Plan effective January 1, 1984 and has been amended on various dates. The Plan is a contributory tax deferred plan established under Section 401(k) of the Internal Revenue Code. Any employee of the Company is eligible to become a member of the Plan if he or she has attained the age of 21 and is not a member of a union with which the Company has a collective bargaining agreement. The Company administers the Plan, and Merrill Lynch is the trustee of the Plan’s investment assets. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – The participating employees make contributions to the Plan according to their written wage reduction agreement with the Company, not to exceed 25% of annual compensation. New participants may enroll in the Plan on the first day of any month after fulfilling the eligibility requirements. Participant contribution rates may be changed at any time. The Company, at its discretion, may make contributions on the participants’ behalf to the Plan at a predetermined rate based on the age of the participant as of December 31 of that calendar year. The Company withholds and remits to the trustee semi-monthly contributions in an amount equal to the participant’s eligible earnings multiplied by the contribution rate applicable to each participant and the company’s contribution.

Participants’ Accounts – Each participant’s account is credited with the participant’s contributions, the company’s contribution, if any and earnings thereon. The total amount contributed annually by each participant cannot exceed the amount specified under Section 401(k) of the Internal Revenue Code.

Vesting – Participants are immediately vested in their voluntary contributions, as well as the Company’s contributions, if any, and related earnings.

Withdrawals – Withdrawals are not permitted before age 59½ except in the event of death, disability, termination of employment, or reasons of proven financial hardship.

**ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST
EIN: 34-0936187**

**NOTES TO FINANCIAL STATEMENTS, Continued
for the years ended December 31, 2014 and 2013**

1. Description of Plan, Continued:

Payment of Benefits – Upon termination of service due to death, disability, and retirement or other reasons, participants with a vested interest in their accounts of \$5,000 or more may elect to receive a lump-sum distribution, roll over the amount into another qualified plan or leave the funds invested as is. Participants with a vested interest in their accounts of less than \$5,000 automatically receive lump-sum distributions.

Plan Termination – Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event the Plan is terminated, the Trustee shall distribute account balances to participants in accordance with the Plan.

2. Significant Accounting Policies of the Plan:

The significant accounting policies followed by the Plan are summarized below.

Method of Accounting – The Plan's policy is to prepare its financial statements on the accrual basis of accounting. Specifically, benefits are recorded when incurred, and contributions are recorded when withheld from payroll or when declared for Company contributions.

Investment Valuation – Marketable securities are stated at fair value. The change in the difference between fair value and the cost of the investments is reflected in the statements of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

Administrative Costs – Trustee and audit fees are generally paid by the Plan, while the Company pays other costs of administering the Plan. Certain administrative and clerical functions are performed by Company employees at no charge to the Plan.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the plan administrator to make estimates and assumptions that affect certain amounts and disclosures. While actual results could differ from those estimates, the plan administrator does not expect those differences to be significant to the financial statements.

ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST
EIN: 34-0936187

NOTES TO FINANCIAL STATEMENTS, Continued
for the years ended December 31, 2014 and 2013

2. Significant Accounting Policies of the Plan, Continued:

Risks and Uncertainties – The Plan provides for various investment options in any combination of mutual funds. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

3. Trustee Certification:

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee.

	<u>2014</u>	<u>2013</u>
Investments, at fair value	\$ 7,785,819	\$ 8,418,126
Interest and dividend income	736,479	532,248
Net appreciation (depreciation) in fair value of investments	(325,674)	1,047,852

4. Investments:

The following presents investments at December 31, 2014 and 2013 that represent five percent or more of the Plan's net assets:

	<u>2014</u>	<u>2013</u>
Federated Capital Pres Cl Sp	\$ 936,514	\$ 580,442
Thornburg International GM	394,364	478,162
Blackrock Global Alloc A	-	252,980
Blackrock S&P 500 Stock Fund I	673,646	601,095
Pimco Total Return Fund Cl A	-	339,178
Davis New York Venture Fund Class A	1,014,608	1,330,864

ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST
EIN: 34-0936187

NOTES TO FINANCIAL STATEMENTS, Continued
For the years ended December 31, 2014 and 2013

5. Party-In-Interest Transactions:

During the year ended December 31, 2014, the Company provided certain administrative services to the Plan for which it received no compensation.

6. Tax Status:

The Internal Revenue Service has determined and informed the Company by letter dated June 4, 2002 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). The Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

7. Reconciliation of Financial Statements to 5500:

The following is a reconciliation of contributions received from employees per the financial statements for the year ended December 31, 2014 to Form 5500:

Employee contributions per the financial statements	\$ 354,268
Employee contributions receivable	<u>(9,387)</u>
Employee Contributions per Form 5500	<u>\$ 344,881</u>

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2014 to Form 5500:

Benefits paid to participants per the financial statements	\$1,530,989
Benefit withdrawals payable	<u>(136,562)</u>
Benefits paid per Form 5500	<u>\$1,394,427</u>

8. Fair Value Measurements:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date.

ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST
EIN: 34-0936187

NOTES TO FINANCIAL STATEMENTS, Continued
For the years ended December 31, 2014 and 2013

8. Fair Value Measurements, Continued:

		Fair Value Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<u>Fair Value</u>			
<u>December 31, 2014</u>				
Money Market	\$ 127,175	\$ 127,175	\$ -	\$ -
Common Collective Trust Fund	963,673	-	963,673	-
Mutual Funds	6,601,764	6,601,764	-	-
Self-Directed Accounts	<u>93,207</u>	<u>93,207</u>	<u>-</u>	<u>-</u>
Total	\$ <u>7,785,819</u>	\$ <u>6,822,146</u>	\$ <u>963,673</u>	\$ <u>-</u>
<u>December 31, 2013</u>				
Common Collective Trust Fund	\$ 607,822	\$ -	\$ 607,822	\$ -
Mutual Funds	7,724,969	7,724,969	-	-
Self-Directed Accounts	<u>85,335</u>	<u>85,335</u>	<u>-</u>	<u>-</u>
Total	\$ <u>8,418,126</u>	\$ <u>7,810,304</u>	\$ <u>607,822</u>	\$ <u>-</u>

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

**ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST
EIN: 34-0936187**

**NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2014 and 2013**

8. Fair Value Measurements, Continued:

Level 1 Fair Value Measurements

The fair values of common stock, corporate bonds, and U.S. government securities available are based on quoted market prices, when available.

Level 2 Fair Value Measurements

Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active. The common/collective trusts are valued at a net asset value based on units owned. Asset value per share is based on the fair value of the assets underlying the trusts.

9. Subsequent Events:

Management has evaluated subsequent events through October 6, 2015, the date on which the financial statements were available to be issued. No events occurred that would require adjustments to, or disclosures in the financial statements.

ARIS HORTICULTURE, INC.
THIRD AMENDED AND RESTATED
TAX DEFERRED PLAN AND TRUST
EIN: 34-0936187
PLAN NO. 005

ATTACHMENT FOR SCHEDULE H, LINE 4i - SUPPLEMENTAL SCHEDULE OF
ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
DECEMBER 31, 2014

(a) Party in Interest	(b) Identity of Issuer, 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
	BIF Money Fund	Money Market funds	*	\$ 127,175
	Federated Capital Pres CI SP	Money Market funds	*	936,514
	Federated Capital Pres GM SP	Money Market funds	*	27,159
	The Oakmark Eq & Inc Fund CI II	Mutual Fund	*	44,752
	Blackrock HL SC OPP A	Mutual Fund	*	113,230
	Perkins Mid Cap Value FD CI A	Mutual Fund	*	110,124
	Perkins Mid Cap Value GM CI A	Mutual Fund	*	244,128
	Allianzgi Technology Fund A	Mutual Fund	*	269,213
	American Growth Fund of America R3	Mutual Fund	*	376,115
	American Growth Fund of America R3 GM	Mutual Fund	*	226,786
	Prudential Jennison Mid-Cap A	Mutual Fund	*	87,172
	Voya Global Real Estate FD A	Mutual Fund	*	12,605
	Ivy High Income FD CI Y	Mutual Fund	*	67,332
	Thornburg International	Mutual Fund	*	216,866
	Thornburg International GM	Mutual Fund	*	394,364
	Blackrock S&P 500 Stock Fund I	Mutual Fund	*	673,646
	Blackrock Capital Apprc CI A	Mutual Fund	*	145,746
	Blackrock Global Alloc A	Mutual Fund	*	251,556
	Oppenheimer Dev Mkts FD CI A	Mutual Fund	*	6,162
	Pimco Total Return Fund CI A	Mutual Fund	*	326,836
	Pimco Total Return Fund CI A GM	Mutual Fund	*	331,726
	Allianzgi NFJ Small-Cap Value CI A	Mutual Fund	*	152,490
	Lord Abbett Affiliated Class A	Mutual Fund	*	316,072
	Lord Abbett Affiliated Class A GM	Mutual Fund	*	293,734
	MFS Government Secs	Mutual Fund	*	171,587
	MFS Government Secs GM	Mutual Fund	*	310,353
	Lord Abbett Dev Growth FD CI A	Mutual Fund	*	298,031
	Lord Abbett Dev GRW CI A GM	Mutual Fund	*	146,530
	Davis NY Venture Fund Class A	Mutual Fund	*	1,014,608
	Participant-directed brokerage accounts	Mutual Fund	*	93,207
				<u>\$ 7,785,819</u>

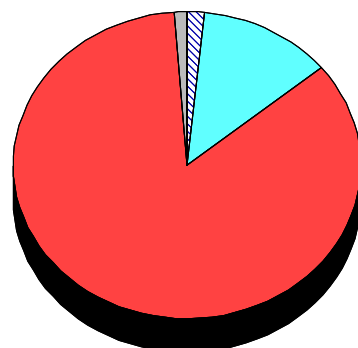
* Information is not applicable for these type of funds.

Note: There were no investments known to be a party in interest.

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2014 - 12/31/2014

ARIS HORTICULTURE 3RD AMENDED
& RESTATED TAX DEF PLAN & TRUST
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



1.63% MONEY MARKET
84.77% MUTUAL FUNDS
0.02% ACCRUED INCOME

12.37% COMMON / COLLECTIVE TRUSTS
1.20% OTHER ASSETS

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>MONEY MARKET</u>					
BIF MONEY FUND		1.000	127,175.17	127,175.17	1.63%
<u>COMMON / COLLECTIVE TRUSTS</u>					
FEDERATED CAPITAL PRES CL SP	93,651.4369	10.000	936,514.41	936,514.37	12.03%
FEDERATED CAPITAL PRES SP GM	2,715.8808	10.000	27,158.81	27,158.81	0.35%
TOTAL COMMON / COLLECTIVE TRUSTS			963,673.22	963,673.18	12.37%
<u>MUTUAL FUNDS</u>					
THE OAKMARK EQ & INC FD CL II	1,409.9556	31.740	37,948.53	44,751.99	0.57%
BLACKROCK HL SC OPP A	2,291.1864	49.420	83,927.17	113,230.43	1.45%
PERKINS MID CAP VALUE FD CL A	5,459.7801	20.170	113,496.46	110,123.76	1.41%
PERKINS MID CAP VALUE CL A GM	12,103.5190	20.170	252,803.57	244,127.98	3.13%

Balances include pending activity

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2014 - 12/31/2014

ARIS HORTICULTURE 3RD AMENDED
& RESTATED TAX DEF PLAN & TRUST
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
ALLIANZGI TECHNOLOGY FUND A	4,857.6805	55.420	417,906.03	269,212.65	3.46%
AMERICAN GROWTH FD OF AMER R3	8,950.8561	42.020	282,551.27	376,114.97	4.83%
AMERICAN GRTH FD OF AMER R3 GM	5,397.0931	42.020	166,933.65	226,785.85	2.91%
PRUDENTIAL JENNISON MID-CAP A	2,287.3791	38.110	70,703.98	87,172.02	1.12%
VOYA GLOBAL REAL ESTATE FD A	620.3174	20.320	12,362.21	12,604.85	0.16%
IVY HIGH INCOME FD CL Y	8,343.4225	8.070	71,595.36	67,331.42	0.86%
THORNBURG INTERNATIONAL	8,128.4240	26.680	222,755.57	216,866.35	2.78%
THORNBURG INTERNATIONAL GM	14,781.2519	26.680	393,530.05	394,363.80	5.06%
BLACKROCK S&P 500 STOCK FUND I	2,723.3435	247.360	415,626.70	673,646.25	8.65%
BLACKROCK CAPITAL APPRC CL A	6,093.0633	23.920	129,159.35	145,746.07	1.87%
BLACKROCK GLOBAL ALLOC A	12,724.1305	19.770	234,620.50	251,556.06	3.23%
OPPENHEIMER DEV MKTS FD CL A	173.4907	35.520	6,359.01	6,162.39	0.08%
PIMCO TOTAL RETURN FUND CL A	30,660.0769	10.660	335,164.51	326,836.42	4.20%
PIMCO TOT RET FD CL A GM	31,118.7475	10.660	342,660.44	331,725.85	4.26%
ALLIANZGI NFJ SMALL-CAP VAL A	5,924.2295	25.740	164,720.72	152,489.67	1.96%
LORD ABBETT AFFILIATED CL A	19,426.6673	16.270	250,262.84	316,071.88	4.06%
LORD ABBETT AFFILIATED CL A GM	18,053.7377	16.270	225,719.25	293,734.31	3.77%
MFS GOVERNMENT SECS	16,888.4715	10.160	174,250.41	171,586.87	2.20%
MFS GOVERNMENT SECS GM	30,546.5791	10.160	313,461.67	310,353.24	3.99%
LORD ABBETT DEV GROWTH FD CL A	13,424.8181	22.200	305,787.06	298,030.96	3.83%
LORD ABBETT DEV GRW CL A GM	6,600.4558	22.200	150,945.50	146,530.12	1.88%

Balances include pending activity

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2014 - 12/31/2014

ARIS HORTICULTURE 3RD AMENDED
& RESTATED TAX DEF PLAN & TRUST
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
DAVIS NY VENTURE FD CL A	27,540.9379	36.840	866,105.62	1,014,608.15	13.03%
TOTAL MUTUAL FUNDS			6,041,357.43	6,601,764.31	84.77%
<u>OTHER ASSETS</u>					
SELF-DIRECT ACCT	93,206.9543	1.000	93,206.95	93,206.95	1.20%
INVESTMENT TOTAL			7,225,412.77	7,785,819.61	99.98%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			1,655.80	1,655.80	0.02%
TOTAL ASSETS			7,227,068.57	7,787,475.41	100.00%

A portion of the balance displayed in the BIF Money Fund or the Merrill Lynch Bank Deposit Program (MLBD Program) may contain a pending deposit. If cash funds are invested / deposited in the BIF or MLBD Program, sweep activity details are available upon request.

Balances include pending activity