

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
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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>XENIUM 401(K) RETIREMENT SAVINGS PLAN</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>006</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2009</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>006</u>	1c Effective date of plan <u>01/01/2009</u>	
1b Three-digit plan number (PN) ▶	<u>006</u>				
1c Effective date of plan <u>01/01/2009</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>XENIUM RESOURCES, INC.</u> <u>7401 SW WASHO COURT, STE. 200</u> <u>TUALATIN, OR 97062</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>93-1277996</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>503-612-1555</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>561300</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>93-1277996</u>	2c Plan Sponsor's telephone number <u>503-612-1555</u>	2d Business code (see instructions) <u>561300</u>	
2b Employer Identification Number (EIN) <u>93-1277996</u>					
2c Plan Sponsor's telephone number <u>503-612-1555</u>					
2d Business code (see instructions) <u>561300</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.	<u>10/13/2015</u>	<u>WILLIAM STOLLER</u>
	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	
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	1837
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)	1535
a(2) Total number of active participants at the end of the plan year		6a(2)	1115
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	352
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	1467
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	2
f Total. Add lines 6d and 6e		6f	1469
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1046
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	37
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 3H 2A 3B 2T			
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) ☒ <u>1</u> 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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **12/31/2014**

A Name of plan XENIUM 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	006
C Plan sponsor's name as shown on line 2a of Form 5500 XENIUM RESOURCES, INC.	D Employer Identification Number (EIN) 93-1277996	

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

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	516617	1246	01/01/2014	12/31/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
12658	9506

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

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

SIGNATOR FINANCIAL SERVICES, INC.
PO BOX 34695
SEATTLE, WA 98124

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
12658			3

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

PENSION PLAN SPECIALISTS, PC
805 BROADWAY, SUITE 600
VANCOUVER, WA 98660

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	9506	ADMINISTRATIVE FEES	5

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule A (Form 5500) 2014
v. 140124

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end.....	4	1065905
5 Current value of plan's interest under this contract in separate accounts at year end	5	12451914

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ FLEXIBLE INVESTMENT ANNUITY

b Balance at the end of the previous year.....	7b	1179544
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c Additions: (1) Contributions deposited during the year.....	7c(1)	111102	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	8390	
(4) Transferred from separate account.....	7c(4)	40724	
(5) Other (specify below)	7c(5)	34086	
▶ LOAN REPAYMENTS			

(6) Total additions.....	7c(6)	194302
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d Total of balance and additions (add lines 7b and 7c(6))	7d	1373846
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	85094	
(2) Administration charge made by carrier	7e(2)	7759	
(3) Transferred to separate account.....	7e(3)	127350	
(4) Other (specify below)	7e(4)	68925	

▶ MISTAKE OF FACT REFUND, LOAN WITHDRAWAL, MERGER

(5) Total deductions.....	7e(5)	289128
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1084718
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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 XENIUM 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	006
C Plan sponsor's name as shown on line 2a of Form 5500 XENIUM RESOURCES, INC.	D Employer Identification Number (EIN) 93-1277996	

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)

PENSION PLAN SPECIALISTS, PC

26-1570786

(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?
50 49 99	NONE	71183	Yes ☒ No ☐	Yes ☐ No ☒	15538	Yes ☐ No ☒

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 64 37 50	CONTRACT ADMINISTRATOR	40688	Yes ☒ No ☐	Yes ☒ No ☐	2580	Yes ☐ No ☒

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

HOUCK EVARTS COMPANY LLC

20-0361525

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	14494	Yes ☒ No ☐	Yes ☐ No ☒	6	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)

WILSHIRE ASSOCIATES INCORPORATED

95-2755361

(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?
27 72	INVESTMENT ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

SIGNATOR FINANCIAL SERVICES, INC.

91-1354455

(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?
49 55 99	OTHER SERVICES	0	Yes ☒ No ☐	Yes ☐ No ☒	20630	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
PRINCIPAL LIFE INSURANCE COMPANY	13 37 50 64	2580

(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.
PERSHING LLC 13-2741729	PRINCIPAL SELF DIRECTED BROKERAGE ACCOUNT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
WILSHIRE ASSOCIATES INCORPORATED	27 72	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.
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	2 BASIS POINTS ANNUALLY ON TOTAL ASSETS UP TO \$10 BILLION, 1 BASIS POINT FOR ASSETS GREATER THAN \$10 BILLION, AND 0.50 BASIS POINTS (STARTING JANUARY 1, 2014) FOR ASSETS GREATER THAN \$17 BILLION IN WILSHIRE'S 3(21) INVESTMENT FIDUCIARY SERVICE.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
SIGNATOR FINANCIAL INSURANCE CO	49 55 99	20630

(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.
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	COMMISSIONS AND REFERRAL SERVICE FEE

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

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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>XENIUM 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ► <u>006</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>XENIUM RESOURCES, INC.</u>	D Employer Identification Number (EIN) <u>93-1277996</u>

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN MONEY MARKET SEP ACCT-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-024</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1947805</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN US PROPERTY SEP ACCT-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-027</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>717742</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN BOND AND MORTGAGE SA-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-005</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>812982</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LGCAP S&P 500 INDEX SA-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-016</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3188524</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN MIDCAP VALUE I SA-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-043</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>765038</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN SMCAP S&P 600 INDEX SA-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-028</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2141766</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN MIDCAP S&P 400 IDX SA-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-023</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1438854</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP BLEND II SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-065	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH I SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-066	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1384711
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH II SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-067	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-076	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-080	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN FIN GRP, INC. STOCK SA-R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-086	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54492
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2010 FD R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 26-6447574-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1014006
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2020 FD R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 26-6447574-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4667555
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2030 FD R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 26-6447574-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6365091
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2040 FD R6		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 26-6447574-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4867594

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2050 FD R6**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 26-6447574-009	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1500021
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST INCOME FUND R6**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 26-6447574-011	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 559457
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CORE PLUS BOND I SA-R6**b** Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 42-0127290-115	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2060 FD R6**b** Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-012	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17844
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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)
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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)
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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)
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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)
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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)
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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)
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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
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

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 XENIUM 401(K) RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ▶ 006
C Plan sponsor's name as shown on line 2a of Form 5500 XENIUM RESOURCES, INC.		D Employer Identification Number (EIN) 93-1277996

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	595457	237613
(2) Participant contributions.....	1b(2)	185793	174075
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	844826	777782
(9) Value of interest in common/collective trusts	1c(9)	18079017	18991568
(10) Value of interest in pooled separate accounts	1c(10)	14739738	12451914
(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)	6492476	8441941
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1160676	1065905
(15) Other.....	1c(15)	1805832	1606342

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(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	43903815	43747140

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	116688	79739
k Total liabilities (add all amounts in lines 1g through 1j)	1k	116688	79739

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	43787127	43667401
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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)	1298156	
(B) Participants	2a(1)(B)	4092573	
(C) Others (including rollovers)	2a(1)(C)	659350	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6050079
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	30296	
(F) Other	2b(1)(F)	8390	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		38686
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	71675	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		71675
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		1167622
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		1441114
(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)		-282191
c Other income.....	2c		33696
d Total income. Add all income amounts in column (b) and enter total.....	2d		8520681

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	5629762	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		5629762
f Corrective distributions (see instructions).....	2f		79739
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	130431	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		130431
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5839932

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2680749
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		2800475

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: **HOUCK EVARTS & COMPANY LLC**

(2) EIN: **20-0361525**

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	
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	
e Was this plan covered by a fidelity bond?	X		500000
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	
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	
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	
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		
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	
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	
l Has the plan failed to provide any benefit when due under the plan?.....	X		76
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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)
ACME UNITED CORPORATION 401(K) PROFIT SHARING PLAN	06-0236700	001
JANRAIN, INC. 401(K) PLAN	74-3037115	002
ADP TOTALSOURCE RETIREMENT SAVINGS PLAN	59-2452823	001
SESAC, INC. SAVINGS PLAN	13-1325220	001

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
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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 XENIUM 401(K) RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ▶ 006
C Plan sponsor's name as shown on line 2a of Form 5500 XENIUM RESOURCES, INC.		D Employer Identification Number (EIN) 93-1277996
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 42-0127290		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
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): _____

XENIUM 401(K) RETIREMENT SAVINGS PLAN
FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION
Years Ended December 31, 2014 and 2013

October 6, 2015

Board of Trustees
Xenium 401(k) Retirement Savings Plan
Tualatin, Oregon

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Xenium 401(k) Retirement Savings 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 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 statement 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 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 Principal Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the trustees 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.

Board of Trustees
Xenium 401(k) Retirement Savings Plan
October 6, 2015
Page 2

Other Matter

The supplemental schedule of assets held at end of year, as of December 31, 2014, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part the financial statements. 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 schedules, other than that derived from the information certified by the trustees, 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.

HOUCK EVARTS & COMPANY LLC

HOUCK EVARTS & COMPANY LLC
Certified Public Accountants

Lake Oswego, Oregon

XENIUM 401(K) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments:		
Common stock	\$ 581,391	\$ 256,650
Mutual funds	9,466,892	8,041,658
Pooled separate accounts	12,451,914	14,739,738
Common-collective trusts	18,991,568	18,079,017
Guaranteed interest funds	<u>1,065,905</u>	<u>1,160,676</u>
	42,557,670	42,277,739
Receivables:		
Participant contributions	174,075	185,793
Employer contributions	237,613	595,457
Participant loans	<u>777,782</u>	<u>844,826</u>
	<u>1,189,470</u>	<u>1,626,076</u>
TOTAL ASSETS	<u>43,747,140</u>	<u>43,903,815</u>
LIABILITIES		
Excess contributions payable	79,739	17,280
Unallocated forfeitures	<u>--</u>	<u>99,408</u>
TOTAL LIABILITIES	<u>79,739</u>	<u>116,688</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 43,667,401</u>	<u>\$ 43,787,127</u>

See accountants' report and notes to financial statements.

XENIUM 401(K) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
CONTRIBUTIONS		
Participants	\$ 4,092,573	\$ 3,964,595
Rollovers	659,350	219,267
Employers	<u>1,298,156</u>	<u>1,154,708</u>
	6,050,079	5,338,570
INVESTMENT INCOME		
Net increase in fair value of investments	2,360,241	6,341,035
Interest	38,686	47,420
Dividends	<u>71,675</u>	<u>65,726</u>
	2,470,602	6,454,181
Transfers from other plans	<u>--</u>	<u>3,294,503</u>
TOTAL ADDITIONS	<u>8,520,681</u>	<u>15,087,254</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Transfers to other plans	2,800,475	192,078
Benefits paid to participants	5,629,762	4,692,996
Corrective distributions	79,739	17,280
Administrative expenses	<u>130,431</u>	<u>88,064</u>
TOTAL DEDUCTIONS	<u>8,640,407</u>	<u>4,990,418</u>
NET INCREASE (DECREASE)	(119,726)	10,096,836
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	<u>43,787,127</u>	<u>33,690,291</u>
END OF YEAR	<u>\$ 43,667,401</u>	<u>\$ 43,787,127</u>

See accountants' report and notes to financial statements.

XENIUM 401(K) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE 1. DESCRIPTION OF PLAN

The following description of the Xenium 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan was established January 1, 2009 and is a multiple-employer defined contribution plan sponsored by Xenium Resources, Inc. (the Company). The Company is a Professional Employer Organization (PEO) providing human resources outsourcing, consulting and services. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Amendments

The Plan was restated effective January 1, 2013, and was amended on May 17, 2013 to permit Roth 401(k) contributions, and to preserve the joint and survivor annuity forms of benefits for participants of Plans merging into the Xenium Plan where the merging Plan provided this benefit form.

Contributions

Participants may contribute up to 15 percent of their annual compensation to the Plan, but not to exceed \$17,500 for the years ended December 31, 2014 and 2013. Participants age 50 and over may contribute an additional \$5,500 of catch-up contributions for the years ended December 31, 2014 and 2013. The Plan permits rollover contributions from other qualified plans established under Sec. 401(a), 403(a), 403(b), and certain IRA accounts. Each participating client company may make Safe-Harbor, discretionary matching or discretionary profit sharing (non-elective) contributions to the Plan on behalf of eligible participants. Total employer contributions were \$1,298,156 and \$1,154,708 for the years ended December 31, 2014 and 2013, respectively.

Participant Accounts

Each participant's account is credited with the participant's contribution, allocation of the employer's contribution and an allocation of the Company's matching and discretionary contributions and Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participants' elective deferrals, earnings, and account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1. DESCRIPTION OF PLAN (Continued)

Eligibility

Employees become eligible to participate in the Plan ranging from date of hire to completion of one year of service, and from attainment of 18 to 21 years of age, as specified in their participating employer's adoption agreement.

Vesting

Participants are immediately vested in their voluntary contributions, rollover contributions and employer Safe-harbor contributions plus earnings thereon. Certain employers' discretionary matching and profit sharing contributions vest at a rate of 20% per year of service, commencing with either the first or second year of service. All such contributions are fully vested upon completion of 5 or 6 years of service, as specified in each participating employer's adoption agreement.

Employees working at least 1,000 hours in a plan year earn a year of service. Employees become 100% vested on death, disability, or normal retirement at age 65.

Payment of Benefits

On termination of employment or termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account either in annuity payments, a lump-sum amount, or in equal installments over a fixed time period. If the participant's vested account balance is less than \$5,000, the Plan must distribute the entire account balance as a lump-sum amount.

Participants may elect to take a partial or total distribution when they reach age 59 ½ or at any time thereafter, even if they have not terminated employment with the Company.

Hardship distributions are permitted based on certain specific financial needs.

Loans to Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000. Loans may not exceed 50 percent of the participant's vested account balance. The loans are secured by the vested balance in the participant's account and bear interest at rates ranging from 4.25% to 9.75%, which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through payroll deductions. Loan terms may not exceed five years except for the purchase of a primary residence.

XENIUM 401(K) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE 1. DESCRIPTION OF PLAN (Continued)

Forfeitures

Forfeitures of unvested benefits are available to pay plan expenses, or are allocated to participants as additional employer contributions, or are used to offset employer contributions to the Plan. The non-vested forfeiture account balance as of December 31, 2014 and 2013 was \$0 and \$99,408, respectively.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review

The Company has evaluated all subsequent events through October 6, 2015, the date the financial statements were available to be issued.

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are participant-directed. All plan investments are stated at fair value as determined by Principal Life Insurance Company. Fair value is the price that would be received if an asset were sold or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See further discussion in the accompanying notes for fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Participant Loans

Loans to participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. All loans are current and adequately secured, and accordingly, no valuation allowance is required for the years ended December 31, 2014 and 2013. Loans are fully secured by participant account balances and are treated as taxable distributions from the participant's account in the event of default, typically following termination of employment.

Certified Financial Data

The Plan administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, information with respect to investments as of September 30, 2014 and 2013 and investment transactions for the plan years then ended, which were certified by the Plan's Custodian, Principal Life Insurance Company as complete and accurate, have not been audited by independent accountants. This information includes: a) the current value of investments, b) interest income, and c) net appreciation (depreciation) in fair market value of investments.

Administrative Expenses

As provided in the Plan agreement, administrative expenses of the Plan may be paid either by the Plan or the Company. Administrative expenses paid by the Plan are recorded when paid.

Participants pay a loan administration fee to the Plan's third party administrator. Such fees are withheld from loan proceeds.

Certain expenses of plan administration, including computer services, office supplies and payroll expenses of administration and clerical personnel are provided by the Company without charge to the Plan.

Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

Benefit Payments

Benefits are recorded when paid. Corrective distributions are accrued in the period to which they relate.

XENIUM 401(K) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE 3. FAIR VALUE MEASUREMENTS

The Plan uses fair value measurements in fair value disclosures and to record certain assets and liabilities at fair value on a recurring basis, such as investments.

The Plan groups its assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1: Unadjusted, quoted prices in active markets for identical assets or liabilities.

Level 2: Prices determined using significant other observable inputs. Observable inputs are inputs other market participants would use in pricing an asset or liability and are developed based on market data obtained from sources independent of the Plan. These may include quoted prices for similar assets and liabilities, interest rates, prepayment speeds, credit risk and others.

Level 3: Prices determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity), unobservable inputs may be used. Unobservable inputs reflect the Plan's own assumptions about the factors that market participants would use in pricing the asset or liability, and are based on the best information available in the circumstances.

An asset or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

While the Plan believes its valuation methods are appropriate and consistent with those used by other market participants, the use of different methods or assumptions to estimate the fair value of certain financial statement items could result in a different estimate of fair value at the reporting date. Those estimated values may differ significantly from values that would have been used had an active market for such items existed, or had such items been liquidated, and those differences could be material to the financial statements. Plan management incorporates lack of liquidity into its fair value estimates based on the type of asset or liability measured and the valuation method used. The Plan uses discounted cash flow techniques to estimate fair value. These techniques incorporate forecasting of expected cash flows discounted at appropriate market discount rates that are intended to reflect the lack of liquidity in the market.

NOTE 3. FAIR VALUE MEASUREMENTS (Continued)

Fair value of the guaranteed investment contract is the amount plan participants would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity for an event other than death, disability, termination or retirement. This fair value represents the contract value, adjusted to reflect current market interest rates only to the extent such market rates exceed crediting rates. The fair value of the Principal U.S. Property separate account is based on appraisals for the underlying real estate assets held by the separate account.

The following are the major categories of assets and liabilities measured at fair value on a recurring basis as of December 31, 2014 and 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2014</u>				
Common stock	\$ 581,391	\$ --	\$ --	\$ 581,391
Mutual funds	9,466,892	--	--	9,466,892
Pooled separate accounts	--	11,734,172	717,742	12,451,914
Common- Collective trusts	--	18,991,568	--	18,991,568
Guaranteed interest funds	<u>--</u>	<u>--</u>	<u>1,065,905</u>	<u>1,065,905</u>
Total	<u>\$ 10,048,283</u>	<u>\$ 30,725,740</u>	<u>\$ 1,783,647</u>	<u>\$ 42,557,670</u>

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2013</u>				
Common stock	\$ 256,650	\$ --	\$ --	\$ 256,650
Mutual funds	8,041,658	--	--	8,041,658
Pooled separate accounts	--	13,313,054	1,426,684	14,739,738
Common- Collective trusts	--	18,079,017	--	18,079,017
Guaranteed interest funds	<u>--</u>	<u>--</u>	<u>1,160,676</u>	<u>1,160,676</u>
Total	<u>\$ 8,298,308</u>	<u>\$ 31,392,071</u>	<u>\$ 2,587,360</u>	<u>\$ 42,277,739</u>

XENIUM 401(K) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

The following tables reconcile the beginning and ending balances of the fair value measurements using significant unobservable inputs (level 3) for the years ended December 31, 2014 and 2013.

	<u>Guaranteed Interest Accts</u>	<u>Principal U.S. Property SA</u>	<u>Total</u>
<u>December 31, 2014</u>			
Beginning balance	\$ 1,160,676	\$ 1,426,684	\$ 2,587,360
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	6,792	155,999	162,791
Purchases, sales, issuances, and settlements (net)	(101,563)	(864,941)	(966,504)
Transfer in and out of level 3	<u>--</u>	<u>--</u>	<u>--</u>
Ending balance	<u>\$ 1,065,905</u>	<u>\$ 717,742</u>	<u>\$ 1,783,647</u>

The amount of total gains or losses for the year included in changes in net assets available for benefits attributable to the changes in unrealized gains or losses relating to assets held at the end of the reporting period.

\$	57	\$	--	\$	57
----	----	----	----	----	----

	<u>Guaranteed Interest Accts</u>	<u>Principal U.S. Property SA</u>	<u>Total</u>
<u>December 31, 2013</u>			
Beginning balance	\$ 1,199,141	\$ 891,807	\$ 2,090,948
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	(4,699)	161,937	157,238
Purchases, sales, issuances, and settlements (net)	(33,766)	372,940	339,174
Transfer in and out of level 3	<u>--</u>	<u>--</u>	<u>--</u>
Ending balance	<u>\$ 1,160,676</u>	<u>\$ 1,426,684</u>	<u>\$ 2,587,360</u>

The amount of total gains or losses for the year included in changes in net assets available for benefits attributable to the changes in unrealized gains or losses relating to assets held at the end of the reporting period.

\$	(12,679)	\$	--	\$	(12,679)
----	----------	----	----	----	----------

NOTE 3. FAIR VALUE MEASUREMENTS (Continued)

Gains and losses (realized and unrealized) included in net assets available for benefits for the years ended December 31, 2014 and 2013 are reported in net increase (decrease) in fair value of investments.

NOTE 4. PARTY IN INTEREST TRANSACTIONS

The following transactions qualify as party-in-interest transactions. Principal Life Insurance Company manages certain Plan investments, maintains individual account records and is the custodian of the Plan. Fees paid for these services were \$40,688 and \$29,017 for the years ended December 31, 2014 and 2013, respectively. Pension Plan Specialists provides third-party administration services for the Plan. Fees paid for these services were and \$71,183 and \$44,570 for the years ended December 31, 2014 and 2013, respectively. Houck Evarts & Company LLC provided audit services the Plan, and was paid \$14,500 and \$13,500 in 2014 and 2013.

NOTE 5. PLAN TRANSFERS

During the 2014 plan year, four participating employers elected to adopt their own plan or merge with another. A total of \$2,800,475 was transferred to other plans.

During the 2013 plan year, five employers adopted the Plan and transferred in total assets of \$3,294,503. In addition, one participating employer elected to adopt its own plan and transferred out total assets of \$192,078 to the Benna Glass 401(k) Plan.

NOTE 6. CONCENTRATIONS OF CREDIT RISK

The Plan has placed its investments with Principal Life Insurance Company. This institution has professionally managed money market funds and investment funds whose investments consist of a very numerous and diverse product mix. As part of the Plan's investment strategy, the trustees perform periodic evaluations of the relative credit standing and investment performance of financial institutions.

NOTE 7. TAX STATUS

The Plan uses an individually designed document. The Plan obtained its latest opinion letter, dated April 14, 2014, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since submitting the opinion letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

XENIUM 401(K) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE 7. TAX STATUS (continued)

The Plan evaluates all significant tax positions as required by generally accepted accounting principles in the United States. As of December 31, 2014, the plan does not believe that it has taken any tax positions that would require the recording of any additional tax liability nor does it believe that there are any unrealized tax benefits that would either increase or decrease within the next twelve months. The Plan's benefit plan returns are subject to examination by the appropriate regulatory authorities as of December 31, 2014. These benefit plan returns generally remain open for audit for 6 years.

NOTE 8. 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 values of the 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.

NOTE 9. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions

A technical termination can occur when an employer in the Plan disposes of a segment, involuntary terminates more than 20% of eligible employees without replacement or the employer leaves the plan. Affected participants also become 100% vested in their employer contributions. The Plan had two employees that were affect by this rule during 2013 and the participants' vesting has been adjusted accordingly.

NOTE 10. SUBSEQUENT EVENT

As of October 15, 2015, one employer adopted their own plan. Assets transferred totaled \$1,745,119.

SUPPLEMENTARY INFORMATION

XENIUM 401(K) RETIREMENT SAVINGS PLAN
EIN NO. 93-1277996, PN 001
SUPPLEMENTARY INFORMATION
December 31, 2014

SCHEDULE I: SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS HELD AT END OF YEAR

(a) Party In Interest	(b) Identity of Issuer	(c) Description of Investment	(d) Cost**	(e) Current Value
*	Principal	Guaranteed Interest Acct (Interest rates of maturing 2013-2019)	\$ --	\$ 1,065,905
*	Principal	Money Market	--	1,947,805
*	Principal	Bond and Mortgage	--	812,982
*	Principal	US Property	--	717,742
*	Principal	Trust Income Fund	--	559,457
*	Principal	Trust Target 2010	--	1,014,006
*	Principal	Trust Target 2020	--	4,667,555
*	Principal	Trust Target 2030	--	6,365,091
*	Principal	Trust Target 2040	--	4,867,594
*	Principal	Trust Target 2050	--	1,500,021
*	Principal	Trust Target 2060	--	17,845
*	Principal	Large Cap Growth I	--	1,384,711
*	Principal	Large Cap S&P 500 Index	--	3,188,524
*	Principal	Mid Cap Value I	--	765,038
*	Principal	Mid Cap S&P 400 Index	--	1,438,854
*	Principal	Small Cap S&P 600 Index	--	2,141,766
*	Principal	Principal Financial Group, Inc	--	54,492
	American Century	Small Cap Value Fund	--	952,579
	American Funds	EuroPacific Growth Fund	--	600,255
	Columbia Acorn	International Fund	--	1,093,933
	Eaton Vance	SMID Cap A Fund	--	670,818
	Federated Kaufmann	Large Cap Fund	--	734,085
	Fidelity	Government Income Fund	--	1,203,828
	Fidelity	Large Cap Fund	--	307,698
	Franklin	Small Cap Growth Fund	--	154,849
	Loomis Sayles	Investment Grade Bond A Fund	--	690,838
	Loomis Sayles	Value A Fund	--	390,999
	MFS	Value Fun	--	1,015,849
	Oppenheimer	International Growth Fund	--	626,211
	Pershing	Participant directed brokerage accounts	--	1,606,340
		Subtotal	--	42,557,670
		Participant Loans rates from 4.25% to 9.75%, maturing 2014-2023)	--	777,782
			<u>\$ --</u>	<u>\$ 43,335,452</u>

*Party in interest

**Cost information is omitted under ERISA regulation, as these investments are participant directed.

See accountants' report.

XENIUM 401(K) RETIREMENT SAVINGS PLAN
EIN 93-1277996 PLAN 006
Multiple Employer Plan Participating Employer Information

(a) 24 Communications LLC	(b) 27-3780054	(c) 1.02%
(a) BS2 Group, LLC	(b) 93-1307584	(c) 0.79%
(a) Center for Community Innovation	(b) 93-0386985	(c) 0.33%
(a) Character, LLC	(b) 71-0865518	(c) 0.61%
(a) Chown, Inc.	(b) 93-0139540	(c) 2.07%
(a) Columbia Investments, LTD	(b) 93-0864407	(c) 1.47%
(a) Creative Performance	(b) 27-1888394	(c) 0.49%
(a) DeNovo Medical Solutions, LLC	(b) 27-0926478	(c) 0.38%
(a) Electronic Controls Design	(b) 93-0564165	(c) 1.52%
(a) Eleven Wireless, Inc.	(b) 75-3015461	(c) 4.67%
(a) Environments	(b) 93-0972217	(c) 1.27%
(a) EPS2 Group, LLC	(b) 26-1620881	(c) 0.00%
(a) ESS2 Group, LLC	(b) 20-3981320	(c) 0.10%
(a) Farmington Mobile Crushing, LLC	(b) 26-2074348	(c) 0.09%
(a) First Aid Only, Inc.	(b) 91-1413400	(c) 0.31%
(a) Fleet Concepts, Inc.	(b) 93-1031015	(c) 0.66%
(a) Forix, Inc.	(b) 83-0487120	(c) 0.26%
(a) Fulcrum Products, Inc.	(b) 16-1641226	(c) 0.14%
(a) Greater Portland, Inc.	(b) 20-5922785	(c) 1.47%
(a) Health Republic Insurance Company	(b) 45-3261827	(c) 4.39%
(a) HS2 Group, LLC	(b) 92-0183410	(c) 0.12%
(a) Inavero, Inc.	(b) 33-1050685	(c) 1.02%
(a) Inspiration Software, Inc.	(b) 93-0820230	(c) 1.50%
(a) Janrain, Inc.	(b) 74-3037115	(c) 6.22%
(a) Lined Valve Company, Inc.	(b) 93-1144692	(c) 1.69%
(a) LMS2 Group, LLC	(b) 20-4305968	(c) 0.45%
(a) LM Ventures, Inc.	(b) 26-2540414	(c) 0.29%
(a) LSS2 Group, LLC	(b) 20-3981399	(c) 0.00%
(a) Lytics, Inc.	(b) 46-1135238	(c) 0.82%
(a) Mergertech, LLC	(b) 26-0565961	(c) 2.02%
(a) Merritt#1, Inc.	(b) 93-0869164	(c) 1.11%
(a) MPS Limited	(b) 98-0427986	(c) 0.57%
(a) Norris & Stevens	(b) 93-0570087	(c) 0.34%
(a) NW Processing Solar & Microelectronics LLC	(b) 90-1006999	(c) 0.67%
(a) Oregon Business Association	(b) 93-1280673	(c) 0.92%
(a) Oregon Fruit Products, LLC	(b) 45-3451032	(c) 2.14%
(a) Oregon Manufacturing Extension Partnership, Inc.	(b) 93-1315027	(c) 1.14%
(a) Orpet, LLC	(b) 27-3072868	(c) 0.17%
(a) Oregon Vineyard Supply Co	(b) 93-1018111	(c) 1.04%
(a) Result Partners, LLC	(b) 93-1237193	(c) 1.01%
(a) Pacific Sleep Program	(b) 83-0492899	(c) 0.16%
(a) Parkway Financial, LLC	(b) 93-1311803	(c) 0.23%
(a) Partners on Demand, Inc	(b) 20-0487224	(c) 1.52%
(a) Portland Executive Association	(b) 93-0256535	(c) 0.00%
(a) Printonia, LLC	(b) 27-4361579	(c) 0.51%

XENIUM 401(K) RETIREMENT SAVINGS PLAN
EIN 93-1277996 PLAN 006
Multiple Employer Plan Participating Employer Information

(a) Pull-It Corp	(b) 93-0569214	(c) 0.70%
(a) Radha Consulting	(b) 20-3593474	(c) 0.33%
(a) RKS2 Group, LLC	(b) 20-3981216	(c) 0.24%
(a) RWK & Son, Inc.	(b) 46-4652013	(c) 0.16%
(a) Rosenberger Oregon LTD	(b) 45-2402533	(c) 0.01%
(a) Rumblefish, Inc.	(b) 90-0085975	(c) 0.73%
(a) Rusty Zipper	(b) 54-9133334	(c) 0.21%
(a) Snapflow	(b) 20-8474889	(c) 0.92%
(a) Solea Software Solutions Consulting, LLC	(b) 45-3673353	(c) 1.53%
(a) SS2 Group, LLC	(b) 93-1331866	(c) 0.19%
(a) Stafford Hills Management Co., LLC	(b) 27-4198620	(c) 0.60%
(a) State Investments, LLC	(b) 93-1133358	(c) 1.80%
(a) Stolorow Ford Cowger, LLP	(b) 35-2304534	(c) 5.73%
(a) StormwaterRx, LLC	(b) 26-3224087	(c) 0.62%
(a) Sunstone Circuits, LLC	(b) 20-1868258	(c) 6.88%
(a) The Stoller Group	(b) 93-0843891	(c) 3.72%
(a) EAS2 Group, LLC	(b) 20-4305849	(c) 0.05%
(a) Express Healthcare Professionals	(b) 46-3726589	(c) 0.03%
(a) GRS2 Group, LLC	(b) 26-1620866	(c) 0.16%
(a) GZS2 Group, LLC	(b) 20-8050459	(c) 0.00%
(a) KGS2 Group, LLC	(b) 11-3736458	(c) 0.12%
(a) MES2 Group, LLC	(b) 45-5332522	(c) 0.00%
(a) MS2 Group, LLC	(b) 26-1691969	(c) 0.07%
(a) RenoS2 Group, LLC	(b) 21-0517510	(c) 0.11%
(a) RMJS2 Group, LLC	(b) 90-0146640	(c) 0.05%
(a) SDS2 Group, LLC	(b) 27-3089020	(c) 0.11%
(a) Express Professional Services	(b) 47-2956894	(c) 0.61%
(a) Stoller Vineyards	(b) 93-1166609	(c) 1.48%
(a) TAZS2 Group, LLC	(b) 27-3088935	(c) 0.05%
(a) Xenium Resources, Inc	(b) 93-1277996	(c) 6.22%
(a) Traeger Pellet Grills, LLC	(b) 20-4005368	(c) 10.07%
(a) Turtledove Clemens, Inc	(b) 93-0493444	(c) 0.40%
(a) United Fund Advisors, LLC	(b) 20-4000845	(c) 4.06%
(a) US Off Track	(b) 59-3523118	(c) 2.17%
(a) WCS2 Group, LLC	(b) 20-8284566	(c) 0.25%
(a) Cooksel Corporation	(b) 46-4308383	(c) 0.37%
(a) Woodburn Community Dental, LLC	(b) 27-0908085	(c) 0.45%
(a) Mark K. Rodman, DMD PC	(b) 93-1196467	(c) 0.00%
(a) Whited Ventures, Inc	(b) 26-2540356	(c) 0.48%
(a) WS2 Group, LLC	(b) 52-2420798	(c) 0.52%
(a) YS2 Group, LLC	(b) 93-1307625	(c) 0.10%

XENIUM 401(K) RETIREMENT SAVINGS PLAN
EIN 93-1277996 PLAN 006
SCHEDULE OF ASSETS HELD AT YEAREND 12/31/14
SCHEDULE H, PART IV, LINE 4i

(a)	(b) Identity of Issue	(c) Investments held by Principal Financial Group	(d) Cost**	(e) Current Value
*	Principal	Guaranteed Interest - at interest rates of .11% to 4.45%, maturing 12/31/14 to 12/31/20	\$ 0	1,065,905
*	Principal	Principal Money Market Separate Account	0	1,947,805
*	Principal	Principal Bond and Mortgage Separate Account	0	812,982
*	Principal	Principal US Property Separate Account	0	717,742
*	Principal	Principal Trust (SM) Income Fund	0	559,457
*	Principal	Principal Trust (SM) Target 2010 FD	0	1,014,006
*	Principal	Principal Trust (SM) Target 2020 FD	0	4,667,555
*	Principal	Principal Trust (SM) Target 2030 FD	0	6,365,091
*	Principal	Principal Trust (SM) Target 2040 FD	0	4,867,594
*	Principal	Principal Trust (SM) Target 2050 FD	0	1,500,021
*	Principal	Principal Trust (SM) Target 2060 FD	0	17,844
*	Principal	Principal LgCap S&P 500 Index Separate Account	0	3,188,524
*	Principal	Principal LargeCap Growth I Separate Account	0	1,384,711
*	Principal	Principal MidCap Value I Separate Account	0	765,038
*	Principal	Principal MidCap S&P 400 Index Separate Account	0	1,438,854
*	Principal	Principal SmCap S&P 600 Index Separate Account	0	2,141,766
*	Principal	Principal Fin Group, Inc. Stock Separate Account	0	54,492
	Fidelity Inv	Fidelity Advisor Govt Income T Fund	0	1,203,828
	Loomis Sayles & Co	Loomis Sayles Investment Grade Bond A Fund	0	690,838
	Federated Inv Mgmt	Federated Kaufmann Large Cap A Fund	0	734,085
	Fidelity Mgt & Research	Fidelity Advisor Large Cap A Fund	0	307,698
	Loomis Sayles & Co	Loomis Sayles Value Bond A Fund	0	390,999
	MFS Inv Mgt	MFS Value R2 Fund	0	1,015,849
	American Century	Am Cent Sm Cap Val A Fund	0	952,579
	Eaton Vance Mgt	Eaton Vance Atlanta Capital SMID Cap A Fund	0	670,818
	Franklin Advisers, Inc.	Franklin Small Cap Growth R Fund	0	154,849
	Capital Research & Mgt	American Funds Europacific Growth R3 Fund	0	600,254
	Columbia Mgt Advisors	Columbia Acorn International A Fund	0	1,093,933
	OppenheimerFunds	Oppenheimer int'l Growth R Fund	0	626,211
	Pershing	Participant-Directed Brokerage Accounts	0	1,606,342
		Subtotal	\$ 0	\$ 42,557,670
		Participant Loans - at interest rates ranging from 4.25%-9.75%, maturing 2015 - 2026	0	777,782
		Total	\$ 0	\$ 43,335,452

* Party-in-interest

** Cost information is omitted under ERISA as these investments are participant directed.