Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
O'KEEFFES, INC. 401(K) PLAN & TRUST

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/2007

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
O'KEEFFES, INC.

100 N. HILL DRIVE, SUITE 12
BRISBANE, CA 94005

2b Employer Identification Number (EIN)
94-1061347

2c Plan Sponsor's telephone number
415-824-4900

2d Business code (see instructions)
327210

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2015	OWEN LAI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	130
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)**	121
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	121
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	134
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	134
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	62
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	**(1)** [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(4)** [ ]	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [X] **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

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

A Name of plan
O'KEEFFES, INC. 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
O'KEEFFES, INC.

D Employer Identification Number (EIN)
94-1061347

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.

1 Coverage Information:

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL 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
04-1590850	65935	RM 86048 - 1			

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
38652	0

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

ROBERT B FAKHIMI
2121 N CALIFORNIA BLVD ST
WALNUT CREEK, CA 94596

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
4842	0		1

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

ANTONIO ACCARDO
STE 395
WALNUT CREEK, CA 94596

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
31240			1

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

ANTONIO ACCARDO

STE 395 2121 N CALIFORNIA BLVD
WALNUT CREEK, CA 94596

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
2570			4

(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	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	2944377

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.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☒ other (specify) ▶ GROUP ANNUITY CONTRACT

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 ▶

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	368957		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	1553		
	(4) Transferred from separate account	7c(4)	19667		
	(5) Other (specify below)	7c(5)	2771998		
	▶ LN, LN INT, LN PRIN, TRANS ASSETS, TRANS FORFS				
	(6)Total additions			7c(6)	3162175
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	3162175
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	41398		
	(2) Administration charge made by carrier	7e(2)	190		
	(3) Transferred to separate account	7e(3)	2991574		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	3033162
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	129013

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)**	
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)**	
(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)**	
(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 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.

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

A Name of plan
O'KEEFFES, INC. 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
O'KEEFFES, INC.

D Employer Identification Number (EIN)
94-1061347

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SP (RETIREMENT 2030)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0779283-183	P	551872

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-7M (MM S&P 500 INDEX)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0342299-273	P	338530

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-QO (RETIREMENT 2020)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0779283-177	P	314242

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-XO (RETIREMENT 2045)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0779283-189	P	274590

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SO (RETIREMENT 2025)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0779283-182	P	232452

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-YO (RETIREMENT 2050)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0779283-190	P	196267

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-5R (REAL ESTATE)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

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)
90-0342299-270	P	160801

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-S4 (MID CAP INDEX)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-321	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 139407

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-UO (RETIREMENT 2040)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-186	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 122467

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-4L (CAP WORLD GRWTH AND INCM)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-089	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 104470

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-Q4 (UTILITIES)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-312	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 103767

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-1S (SEL SM CP GR)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-072	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98204

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-TP (RETIREMENT 2035)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-185	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 80531

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-OP (RETIREMENT 2010)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-169	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 61713

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CYB (MM RSL 2000 SMCAP INDX)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-246	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50532

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-F4 (GOLD & SPEC MINERALS)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-295	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36326

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-8L (GLOBAL OPPORTUNITIES)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-128	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28892

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-PU (PREMIER HIGH YIELD)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0342299-310	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13857

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-5S (SEL SMCOVAL)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-103	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10860

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-9Q (MID CAP VALUE)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-140	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8737

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-PO (RETIREMENT 2015)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-175	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7658

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-7D (INTERNATIONAL BOND)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-118	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6156

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ZO (RETIREMENT 2055)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-191	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1652

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-6A (GLOBAL STRATEGIC INCOME)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-105	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 388

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-8S (COMMODITY RL RTN STRAT)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 90-0779283-133	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AG (PREMIER MONEY MARKET)

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-016	**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:

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)

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 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

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 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
O'KEEFFES, INC. 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
O'KEEFFES, INC.

D Employer Identification Number (EIN)
94-1061347

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	42865	63251
(2) Participant contributions	1b(2)	0	4069
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	64300	65743
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	2665451	3073390
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	2772616	3206453
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2772616	3206453

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)	169986	
	(B) Participants	2a(1)(B)	302056	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		472042
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	2020	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2020
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		162044
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		636106
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	199635	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		199635
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	2634	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2634
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		202269
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		433837
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GILMORE & ASSOCIATES **(2)** EIN: 94-1061347

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		250000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

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

A Name of plan
O'KEEFFES, INC. 401(K) PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
O'KEEFFES, INC.

D Employer Identification Number (EIN)
94-1061347

Part I Distributions

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

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

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

EIN(s): 04-1590850

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



401(K) PLAN AND TRUST

Financial Statements

December 31, 2014 and 2013

O'KEEFFE'S INC.
401(K) PLAN AND TRUST

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December 31, 2014 and 2013

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GILMORE ASSOCIATES

Independent Auditors' Report

To the Plan Administrator of the
O'Keeffe's Inc. 401(K) Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of O'Keeffe's Inc. 401(K) Plan and Trust, which comprise the statement of net assets available for benefits as of December 31, 2014, the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by OneAmerica Financial Partners, Inc. and Massachusetts Mutual Life Insurance Company, the trustees 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 Massachusetts Mutual Life Insurance Company held the Plan's investment assets and executed investment transactions from April 1, 2014 to December 31, 2014, and that OneAmerica Financial Partners, Inc. held the Plan's investment assets and executed investment transactions as of December 31, 2013 and for the period January 1, 2014 to March 31, 2014 . The plan administrator has obtained a certification 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.

CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS
177 BOVET ROAD, SUITE 550 SAN MATEO, CA 94402 (650) 432-6110 FAX (650) 432-6116

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year), 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 are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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.

Report on Compiled 2013 Financial Statement

We have compiled the accompanying statement of net assets available for benefits of O'Keeffe's Inc. 401(K) Plan and Trust as of December 31, 2013. We have not audited or reviewed the accompanying statement of net assets available for benefits and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with accounting principles generally accepted in the United States of America.

Plan management is responsible for the preparation and fair presentation of the financial statement in accordance with accounting principles generally accepted in the United States of America and for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statement on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist plan management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Gilmore & Associates

October 5, 2015

O'KEEFFES, INC.
401(K) PLAN AND TRUST

Statements of Net Assets Available for Benefits

December 31, 2014 and 2013

	2014	Compiled 2013
Assets		
Investments (at fair value)	$ 3,073,390	$ 2,665,451
Receivables:		
Employee contribution receivable	4,069	-
Employer contribution receivable	63,251	42,865
Notes receivable from participants	65,743	64,300
	133,063	107,165
Total assets	3,206,453	2,772,616
Liabilities	-	-
Net Assets Reflecting Investments at Fair Value	3,206,453	2,772,616
Adjustment from fair value to contract value for fully benefit-responsive investment contract	-	-
Net Assets Available for Benefits	$ 3,206,453	$ 2,772,616

See notes to financial statements.

O'KEEFFES, INC.
401(K) PLAN AND TRUST

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2014

	2014
Additions to Net Assets Attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 160,491
Credited interest on guaranteed investment contract	1,553
	162,044
Interest income on notes receivable from participants	2,020
Contributions:	
Participants	302,056
Employer	169,986
	472,042
Total additions	636,106
Deductions from Net Assets Attributed to:	
Benefits paid to participants	199,635
Administrative expenses	2,634
	202,269
Net increase	433,837
Net assets available for benefits, beginning of year	2,772,616
Net assets available for benefits, end of year	$ 3,206,453

See notes to financial statements.

O'KEEFFE'S INC.
401(K) PLAN AND TRUST

Notes to Financial Statements

December 31, 2014 and 2013

Note 1 – Description of Plan

The following description of the O'Keeffe's Inc. 401(K) Plan and Trust (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a deferred profit sharing plan covering all employees of O'Keeffe's Inc. (the Company) who have completed one year of service (at least 1,000 hours) and have reached the age of 21. The Plan was originally effective January 1, 2007. The Plan was amended and restated effective January 1, 2014. On January 1, 2014 the Plan became subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The restated Plan now allows for employer contributions as described below.

Elective deferrals – Eligible employees may elect to reduce their compensation and make contributions to the Plan on a pre-tax basis. They may elect to defer up to 100% of their compensation on a pre-tax basis. Federal law limits the amount they may elect to defer under this Plan and any other retirement plan to an annually adjusted amount. For 2014 the annual limit is $17,500; for employees over the age of 50, an additional amount up to $5,500 may be deferred.

Rollover contributions – Eligible employees are permitted to roll over qualified funds from other qualified plans.

Safe harbor contributions – If employees make an elective deferral, the Company is required to make a safe harbor contribution based on compensation. The safe harbor contributions for 2014 and 2013 were 100% of the first 4% of salary deferral.

Non-elective contributions and allocation information – The Company may, in its sole discretion, make a non-elective contribution to the Plan. To receive a Plan contribution, a participant must have completed at least 1,000 hours of service during the Plan year and be employed the last day of the Plan year.

All eligible employees who terminate employment with the Company due to death, disability or attainment of normal retirement age will still be eligible to receive a non-elective contribution.

Participant accounts – Each participant's elective deferral account and rollover contribution account has a fully vested and nonforfeitable interest.

Note 1 – Description of Plan (continued)

Vesting – Employer profit sharing contributions will vest based on years of vesting service (1,000 hours of service in a calendar year). Employer profit sharing contributions will be fully vested (100%) after six years of service. Safe harbor and participants' qualified non-elective contributions, if any, are always 100% vested.

Employer profit sharing accounts will become fully (100%) vested upon (1) attainment of normal retirement age while an employee of the Company, (2) death while an employee of the Company, or (3) the date of disability while an employee of the Company.

Investments – Investments are directed by the individual participants and can be modified by participant at any time.

Payment of benefits – On termination of service, a participant is entitled to receive a distribution of the vested portion for their account. If the participant is deceased their beneficiary is entitled to receive the vested account balance.

Notes receivable from participants – Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. The interest rate on loans will be based on the prime rate of interest published by any Federal Reserve Bank as of the date of the loan, plus one percent. For 2014, the interest rate was 4.25%. Principal and interest are repaid ratably through payroll deductions.

Plan expenses – Plan expenses may be paid by the employer, but if not paid by the employer, shall be paid by the Plan.

Forfeitures – Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan. Forfeitures can be used to pay Plan expenses. Any remaining forfeitures are allocated among participants eligible to share for a plan year. During the years ended December 31, 2014, and 2013, no forfeitures were used to pay administrative expenses.

Other – $183,253 of Plan assets are allocated to participants who, as of December 31, 2014, are no longer employed by the Plan sponsor.

Note 2 – Summary of Accounting Policies

Date of management's review – Subsequent events were evaluated through October 5, 2015, the date the financial statements were available to be issued.

Basis of accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Notes receivable from participants – Notes receivable from participants are reported at their unpaid balances plus any accrued but unpaid interest, which approximates fair value.

Investment valuation and income recognition – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for a discussion of fair value measurements.

Payment of benefits – Benefits are recorded when paid to participants.

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

Note 3 – Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

FASB ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority; Level 2 inputs consist of observable inputs other than quoted prices for identical assets; and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the

Note 3 – Fair Value Measurements (continued)

Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

The following table sets forth by level, within the fair market value hierarchy, the Plan's investments at fair value as of December 31, 2014 and 2013.

Investments at fair value as of December 31, 2014

	Level 1	Level 2	Level 3	Total
Separate investment accounts	$ -	$2,944,377	$ -	$2,944,377
Guaranteed investment contract with insurance company	-	-	129,013	129,013
Total assets at fair value	$ -	$2,944,377	$ 129,013	$3,073,390

Investments at fair value as of December 31, 2013

	Level 1	Level 2	Level 3	Total
Separate investment accounts	$ -	$2,438,339	$ -	$2,438,339
Guaranteed investment contract with insurance company	-	227,112	-	227,112
Total investments at fair value	$ -	$2,665,451	$ -	$2,665,451

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

The fair value of the separate investment accounts is determined by the Plan's trustees. The net asset value, as provided by the trustees, is used as a practical expedient to estimate fair value. The net asset value is based on the fair value of the underlying securities within the funds.

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

Note 3 – Fair Value Measurements (continued)

The following table reconciles beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the guaranteed investment contract with insurance company for the year ended December 31, 2014:

Beginning balance	$ -
Credited interest, net of allocated expenses, included in changes in net assets available for benefits	1,363
Purchases	212,729
Investment transfers, net	(43,681)
Benefit payments	(41,398)
Ending balance	$ 129,013

Gains and losses included in changes in net assets available for benefits for the year ended December 31, 2014 are reported in net appreciation in fair value of benefits. Unrealized gains (losses) from the guaranteed investment contract are not reported in the statement of changes in net assets available for benefits as the contract is recorded at contract value for presentation in the net assets available for benefits.

The following table presents certain quantitative information about the significant unobservable inputs used in the Level 3 fair value measurements as of December 31, 2014:

Fair Value	Principal Valuation Technique	Significant unobservable inputs	Contract specific rate	Market value factor
Displayed	Market value formula	Assumed interest rate (i)	1.25%	100.00%
		Experience rate (ii)	1.39%	

The guaranteed investment contract is principally valued using a market value formula approach. The estimated fair value is determined to be the calculated market value of the contract. The market value is calculated using the following unobservable inputs:

(i) The assumed interest rate on new investments where a proxy is the Barclays Capital U.S. Aggregate Index (excluding Treasuries) with an adjustment made to duration; and

(ii) The experience rate for the contract, which is the weighted average of the investment year interest rates for pension account funds. The weighting reflects the distribution of the contract funds to the various investment years.

Significant increases (decreases) in the assumed interest rate will result in (decreases) increases to valuations. Significant increases (decreases) in the experience rate will result in increases (decreases) to valuations.

Note 4 – Investments

The following information included in the accompanying financial statements and supplementary schedule was obtained from data that has been prepared and certified as complete and accurate by the trustees. Investments as of December 31, 2014 and 2013, shown at fair value, are as follows (with investments that represent 5% or more of the Plan's net assets identified separately):

	2014	2013
MM S&P 500 Index (Northern Trust)	$ 338,530	$ -
Real Estate (OFI)	160,801	-
Retirement 2020 (T.Rowe Price)	314,242	-
Retirement 2025 (T.Rowe Price)	232,452	-
Retirement 2030 (T.Rowe Price)	551,872	-
Retirement 2045 (T.Rowe Price)	274,590	-
Retirement 2050 (T.Rowe Price)	196,267	-
AUL Fixed Interest Investment Option	-	227,112
Amercent Equity Growth A	-	210,450
Amercent One Choice 2045 A	-	213,074
Amerfds Cap World Growth & Inc R3	-	138,402
Fidelity Adv Lev Comp Stock T	-	176,129
Franklin SmCap Val R	-	137,788
Lord Abbett Dev Growth R3	-	168,304
MFS Mass Invs Growth Stk R2	-	231,892
OneAmerica Asset Director Adv	-	139,865
Prudential High-Yield A	-	152,586
Ridgeworth LarCap Valeqty A	-	174,165
Other separate investment accounts	1,004,636	695,684
	$ 3,073,390	$2,665,451

For the year ended December 31, 2014, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by $160,491.

Note 5 – Guaranteed Investment Contracts

Beginning April 1, 2014, the Plan includes an investment in a benefit-responsive guaranteed investment contract through a group annuity contract issued by Massachusetts Mutual Retirement Services. The issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Note 5 – Guaranteed Investment Contracts (continued)

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed interest account. The investment is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits.

Contract value, as reported to the Plan by Massachusetts Mutual, represents contributions plus credited interest less participant withdrawals and fees. Participants may direct permitted withdrawal and/or transfer transactions of all or a portion of their account balances at contract value. The trustee has certified that fair market value for this guaranteed investment contract as of December 31, 2014 is equal to the contract value.

A crediting rate is established for invested amounts using Barclays Capital U.S. Aggregate Index (excluding Treasuries) as a proxy. The average yield earned is calculated by dividing the annual interest credited to the plan during the plan year by the average annual fair value. The average yield earned by the plan and average interest rate credited to participants is 1.70% for the year ended December 31, 2014.

Certain events may limit the ability of the plan to transact at contract value. Such events include but are not limited to: a change in employment due to temporary break in service; cessation of employment due to reorganization, merger, layoff or sale or discontinuance of the plan sponsor's business; partial or complete plan termination; or plan disqualification.

As of December 31, 2013 and through March 31, 2014, the Plan was funded with a group annuity contract issued by American United Life Insurance Company. The contract offered a fixed interest investment option and a number of variable investment options through separate accounts.

Funds allocated to the fixed option were placed in American United's general account and invested to maximize long-term, risk-adjusted returns. Interest rates were established each quarter based on the return the life insurance company expected on new investments (predominantly fixed income investments with six to 10 year maturities), and equaled or exceeded the contractually guaranteed rate. The average rate being credited as of the last day of the 2013 plan year was 1.65%.

Note 5 – Guaranteed Investment Contracts (continued)

All benefit-responsive Plan payments made prior to contract liquidation were made at book value (principal invested plus interest earned.) Participants could transfer funds to and from the fixed option once every 90 days, and no more than 20% of the participant's fixed option account value may be transferred in any one year. Fixed option account values below $2,500 had no transfer restrictions.

The trustee certified that fair market value of the investment contract as of December 31, 2013 is represented by contract value.

Amounts allocated to variable investment accounts were credited to a participant's account based on the net asset value of the underlying investment adjusted for any dividends or distributions received and fees paid by the insurance company. Each investment account was invested exclusively in shares of a specific mutual fund or other investment entity as directed by the participant. Fair market value was determined by the net asset values of the underlying investments.

Note 6 – Income Tax Status

The Plan (Adoption Agreement and Basic Plan Document) has not been approved by the Internal Revenue Service. 401(k) plans currently are not required to submit plans to the Internal Revenue Service for determination. However, the Plan received an opinion letter from the Internal Revenue Service stating that the plan is acceptable under section 401 of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code.

Note 7 – Commitments and Contingencies

The Plan's financial statements and Form 5500 are subject to inspection and audit by the Department of Labor. The potential exists for the assessment of penalties or the disallowance of the Plan's tax exemption. The ultimate liability, if any, which might result from such an audit cannot be reasonably estimated, and, accordingly, the Plan has no provision for possible penalties on its financial statements.

Note 8 – Plan Amendment and Termination

The Company may amend, terminate or merge the Plan at any time. However, no such action may permit any part of Plan assets to be used for any purpose other than the exclusive benefit of participants and beneficiaries or cause any reduction in the amount credited to the participant account. In the event of Plan termination, all amounts credited to participant accounts would become 100% vested.

The Company has not expressed any intent to terminate the Plan.

Note 9 – Reconciliation to Form 5500

The financial statements segregate notes receivable from participants separately from investments, and report interest on these notes separately from investment income. However, the notes receivable are included in investments on the supplementary schedule and on Schedule H of Form 5500.

Note 10 – Risks and Uncertainties

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

Note 11 – Change in Plan Trustee

During 2014, the plan designated a new trustee, Massachusetts Mutual Life Insurance Company. Transfer of plan assets from the prior trustee, OneAmerica Financial Partners, Inc., occurred on March 31, 2014.

Supplementary Information

O'KEEFFES, INC.
401(K) PLAN AND TRUST

Schedule of Assets (Held at End of Year)

December 31, 2014

(a) Parties-in-Interest	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	MassMutual	Guaranteed Interest Account		129,013
	MassMutual	SIA-Sel Sm Cp Gr (W&R/Wlingtn/Mnt)		98,204
	MassMutual	SIA-Cap Wrld Grand Inc (American)		104,470
	MassMutual	SIA-Real Estate (OFI)		160,801
	MassMutual	SIA-Sel SmCoVl(Fed Clov/TRP/ERNST)		10,860
	MassMutual	SIA-Global Strategic Income (OFI)		387
	MassMutual	SIA-International Bond (OFI)		6,156
	MassMutual	SIA-MM S&P 500 Index (Northrn Trust)		338,530
	MassMutual	SIA-Global Opportunities (OFI)		28,892
	MassMutual	SIA-Cmdty Rl Rtn Strat (PIMCO)		7
	MassMutual	SIA-Mid Cap Value (Perkins)		8,737
	MassMutual	SIA-MM Rsl 2000 SmCp Idx (N Tr)		50,532
	MassMutual	SIA-Gold & Spec Min (Oppenheimer)		36,326
	MassMutual	SIA-Retirmnt 2010 (T. Rowe Price)		61,713
	MassMutual	SIA-Retirmnt 2015 (T. Rowe Price)		7,658
	MassMutual	SIA-Prm High Yield (Babson)		13,857
	MassMutual	SIA-Utilities (MFS)		103,767
	MassMutual	SIA-Retirmnt 2020 (T. Rowe Price)		314,242
	MassMutual	SIA-Mid Cap Index (Columbia)		139,407
	MassMutual	SIA-Retirmnt 2025 (T. Rowe Price)		232,452
	MassMutual	SIA-Retirmnt 2030 (T. Rowe Price)		551,872
	MassMutual	SIA-Retirmnt 2035 (T. Rowe Price)		80,531
	MassMutual	SIA-Retirmnt 2040 (T. Rowe Price)		122,467
	MassMutual	SIA-Retirmnt 2045 (T. Rowe Price)		274,590
	MassMutual	SIA-Retirmnt 2050 (T. Rowe Price)		196,267
	MassMutual	SIA-Retirmnt 2055 (T. Rowe Price)		1,652
*	Participant Loans	4.25%		65,743
				$ 3,139,133

Notes:

* - party-in-interest
Column (d) is blank, as investments are participant directed.

See notes to financial statements.

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401(K) PLAN AND TRUST

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