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:
- [X] 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
OTTER PRODUCTS, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2014

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
OTTER PRODUCTS, LLC

209 S MELDRUM STREET
FORT COLLINS, CO 80524

2b Employer Identification Number (EIN)
84-1304473

2c Plan Sponsor's telephone number
970-372-6240

2d Business code (see instructions)
326100

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.	10/15/2015	DEBBIE ROWE
	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**	746
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)**	746
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	886
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	194
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1080
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	1080
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	844
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	180
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 2T 3B 3D 3H

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)	[ ] Insurance	**(1)**	[ ] 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)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

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

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

A Name of plan
OTTER PRODUCTS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
OTTER PRODUCTS, LLC

D Employer Identification Number (EIN)
84-1304473

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

PENSYS, INC.

2440 PROFESSIONAL DR STE 100
ROSEVILLE, CA 95661

(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	CONTRACT ADMIN	2964	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CAPITAL RESEEACH AND MANAGEMENT COM

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

(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?
64	RECORDKEEPER	1726	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	500	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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)

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	47	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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(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 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
OTTER PRODUCTS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
OTTER PRODUCTS, LLC

D Employer Identification Number (EIN)
84-1304473

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	1737083
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	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)	0	46505
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(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	17719908
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	0	19503496
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	0	19503496

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)	3615279	
(B) Participants	2a(1)(B)	3158390	
(C) Others (including rollovers)	2a(1)(C)	653162	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7426831
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)	15	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15
(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)	606528	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		606528
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		137584
c Other income	2c		56792
d Total income. Add all **income** amounts in column (b) and enter total	2d		8227750
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1336400	
(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)		1336400
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)	5197	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5197
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1341597
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		6886153
l Transfers of assets:			
(1) To this plan	2l(1)		12623177
(2) From this plan	2l(2)		5834

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: ANTON COLLINES MITCHELL LLP **(2)** EIN: 01-0724563

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		157
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		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?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
LUTRA, LLC 401(K) PLAN	37-1694783	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

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
OTTER PRODUCTS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
OTTER PRODUCTS, LLC

D Employer Identification Number (EIN)
84-1304473

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): 84-1455663 20-3691658

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):

Otter Products, LLC 401(k) Plan

Financial Statements
and Supplemental Schedules
As of and for the Year Ended December 31, 2014



Otter Products, LLC 401(k) Plan

Financial Statements and Supplemental Schedules

As of and for the Year Ended December 31, 2014

Otter Products, LLC 401(k) Plan

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Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions – for the Period from Plan Inception (January 1, 2014) to December 31, 2014 16

Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) - As of December 31, 2014 17

ACM
Anton Collins Mitchell LLP
Accountants & Consultants

Independent Auditor's Report

To the Plan Administrator
Otter Products, LLC 401(k) Plan
Fort Collins, Colorado

Report on the Financial Statements

We have audited the accompanying financial statements of Otter Products, LLC 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014, and the related statement of changes in net assets available for benefits for the period from plan inception (January 1, 2014) to December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting 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 5, which was certified by Capital Bank and Trust Company, the former trustee, and Great-West Trust Company, LLC, the current trustee, of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the current trustee holds the Plan's investment assets and executes investment transactions as of December 31, 2014 and for the period from November 1, 2014 through December 31, 2014 and the former trustee held the plan's investment assets and executed investment transactions for the period from plan inception (January 1, 2014) through October 31, 2014. The plan administrator has obtained certifications from the current trustee and former trustee as of December 31, 2014 and for the period from inception (January 1, 2014) to December 31, 2014, that the information provided to the plan administrator by the current trustee and former trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets (held at end of year) as of December 31, 2014 and delinquent participant contributions for the period from plan inception (January 1, 2014) to December 31, 2014 are required by the Department of Labor's (DOL) 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 these supplemental schedules.

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 current trustee and former trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Anton Collins Mitchell LLP

Denver, Colorado
October 9, 2015

Otter Products, LLC 401(k) Plan

Statement of Net Assets Available for Benefits

	As of December 31, 2014
Assets:	
Investments, at fair value:	
Registered investment companies	$ 15,675,747
Money market mutual fund	2,044,161
Total investments	17,719,908
Receivables:	
Notes receivable from participants	46,505
Employer contributions, net of forfeitures	1,737,083
Total receivables	1,783,588
Net assets available for benefits	$ 19,503,496

See accompanying independent auditor's report and notes to financial statements.

Otter Products, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

For the Period from Plan Inception (January 1, 2014) to December 31, 2014

Additions to (deductions from) net assets attributed to:		
Contributions:		
Employer, net of forfeitures	$	3,615,279
Participant		3,158,390
Rollover		653,162
Total contributions		7,426,831
Investment income:		
Net appreciation in fair value of investments		137,584
Interest and dividend income		606,528
Other income		56,792
Interest earned on notes receivable from participants		15
Net investment income, other income and interest earned on notes receivable from participants		800,919
Benefits paid to participants		(1,336,400)
Administrative expenses		(5,197)
Net change prior to transfers		6,886,153
Transfers (Note 1):		
Transfer in due to spin off at inception of the Plan		11,666,637
Transfers in from Lutra Plan		956,540
Transfer out to Lutra Plan		(5,834)
Net change in net assets available for plan benefits		19,503,496
Net assets available for benefits, beginning of period (inception of Plan)		-
Net assets available for benefits, end of period	$	19,503,496

See accompanying independent auditor's report and notes to financial statements.

Otter Products, LLC 401(k) Plan

Notes to Financial Statements

1. PLAN DESCRIPTION

General

The following description of Otter Products, LLC 401(k) Plan (the "Plan"), as amended, provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

The Plan was established under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

Effective January 1, 2014, Otter Products, LLC dba OtterBox (the "Company") adopted the Plan. Prior to the adoption of the Plan, the Company was a Participating Employer in the Lutra, LLC dba Thrive!Partners 401(k) Plan, a multiple employer plan sponsored by Lutra, LLC (the "Lutra Plan"). The Company ceased participation in the Lutra Plan effective December 31, 2013 and assets of approximately $11,667,000 were transferred into the Plan on January 2, 2014 from the Lutra Plan.

Transfer of Assets with the Lutra Plan

Effective January 1, 2014, certain employees of Lutra, LLC, another Participating Employer in the Lutra Plan, became employees of the Company. The assets of those employees were transferred into the Plan from the Lutra Plan in March 2014. In September 2014, certain employees of Blue Ocean Enterprise, another Participating Employer in the Lutra Plan, became employees of the Company and the assets were transferred into the Plan from the Lutra Plan.

During 2014 certain employees of the Company became employees of a Participating Employer in the Lutra Plan. Their assets were transferred to the Lutra Plan during the year ended December 31, 2014.

1. PLAN DESCRIPTION (CONTINUED)

Trustee and Administration of the Plan

The trustee of the Plan was Capital Bank and Trust Company ("Former Trustee") from January 1, 2014 through October 31, 2014. American Funds provided recordkeeping services and Pensys was the third party administrator from January 1, 2014 through October 31, 2014. The trustee and recordkeeper of the Plan as of November 1, 2014 is Great-West Trust Company, LLC ("Trustee" or "Great-West"). On October 31, 2014 assets of $16,387,424 were transferred to Great-West. The conversion initiated a "blackout" period beginning on October 24, 2014 and ending by November 18, 2014. During this period participants were unable to engage in certain transactions, including applying for distributions, withdrawals, contribution rate changes, investment allocation changes, and investment exchanges for current balances. As required by law, participants were notified of the blackout period and restrictions on certain transactions in advance. The Trustee (and previously the Former Trustee) holds all assets of the Plan in accordance with the Service Agreement with the Company. The Company determines the appropriateness of the investment offerings and monitors investment performance.

Eligibility

Each employee is eligible to participate in the Plan after 1 month of employment with 1 hour of service and attainment of age 18. Entry dates are the first day of each month after meeting the eligibility requirements. Interns are eligible after completion of a year of service in which the employee is credited with 1,000 hours. Leased and contract employees are not eligible to participate in the Plan.

Contributions

Eligible participants can contribute to the Plan on a pre-tax or after-tax (Roth) basis up to 100% of their qualifying annual compensation, subject to certain IRC limitations ($17,500 in 2014). The Plan also allows catch-up contributions for participants age 50 and over based on IRC limitations ($5,500 in 2014). Participants can terminate or change their salary deferral agreements according to procedures and limitations as determined by the Plan Document.

1. PLAN DESCRIPTION (CONTINUED)

The Company contributes a Safe Harbor matching contribution of 100% of the first 4% of compensation contributed to the Plan. The Company can make an additional discretionary employer matching contribution or discretionary non-elective employer contribution. Employees must be employed on the last day of the plan year in order to receive the discretionary non-elective contribution. The Company elected to make a discretionary non-elective contribution of 3% of total eligible compensation for the period from plan inception (January 1, 2014) to December 31, 2014. This contribution was funded in 2015 and is shown as employer contributions receivable on the accompanying Statement of Net Assets Available for Benefits as of December 31, 2014.

Rollover contributions to the Plan could also be made from other qualified plans if certain criteria were met.

Participants' Accounts

Participants' accounts are credited with participant salary deferral (pre-tax, catch-up and Roth) contributions, rollover contributions, Safe Harbor matching contributions, discretionary employer matching and non-elective contributions and an allocation of plan earnings or losses. Participants can direct the investment of their account balances into various investment options in registered investment companies offered by the Plan. Earnings or losses from investment funds are allocated to each participant's account in the proportion that the balance of each participant's account bears to the total balance of all participants in each investment option. The benefit to which participants are entitled is the vested portion of their accounts.

Vesting

Participants are 100% vested in their employee salary deferral contributions, rollover contributions, and Safe Harbor matching contributions and the allocated earnings thereon. Discretionary employer matching contributions and discretionary non-elective employer contributions vest at 33% per year after year 1, becoming fully vested after 3 years. Prior service credit for vesting service is applied for certain companies as further described in the Plan Document. Participants become fully vested upon death, disability (as defined) or reaching normal retirement age.

1. PLAN DESCRIPTION (CONTINUED)

Forfeitures

Forfeitures can be used to pay administrative expenses or offset employer contributions. As of December 31, 2014, forfeited non-vested accounts were $52,764. During the period from plan inception (January 1, 2014) to December 31, 2014, $401 were used to offset employer contributions and none were used to pay plan expenses. $52,764 of forfeitures held at December 31, 2014 were used to fund the discretionary non-elective contribution for 2014 that was funded in 2015.

Payment of Benefits

Upon termination or separation of service, death, attainment of normal retirement age (age 65), or disability, as defined, participants can elect to receive their benefit payment in the form of a lump-sum amount equal to the vested portion of the participant's account, a partial withdrawal, or remain in the Plan if their vested account balance had a minimum of $5,000. A participant can also roll over the amount to another qualified retirement plan or individual retirement account. Balances less than $5,000 are subject to mandatory distribution as further described in the Plan Document. Hardship withdrawals and certain other in-service withdrawals at age 59½ are also allowed by the Plan if certain criteria are met.

Notes Receivable from Participants

Effective October 1, 2014, an employee may borrow a minimum of $1,000 up to the lesser of $50,000 or one-half of their vested account balance. Participants may not have more than two notes outstanding at any time. The note term is from 12 to 60 months, unless it is for a principal residence and then the term is from 1 to 120 months. The notes are secured by the participant's account balance and bear interest at prime plus 1%. Interest is fixed for the term of the note. A participant's note shall immediately become due and payable if such participant terminates employment for any reason or fails to make a principal and/or interest payment as provided in the note agreement. The note is considered to be defaulted if it is not made current by the end of the quarter following the quarter when the missed payment was due. Principal and interest are paid ratably through regular payroll deductions. The interest rate for loans outstanding at December 31, 2014 was 4.25%.

1. PLAN DESCRIPTION (CONTINUED)

Expenses of the Plan

Administrative expenses of the Plan are paid by the Company, the Plan, through the use of forfeitures or through the net credit account. Expenses paid by the Plan include loan origination and maintenance fees, distribution fees, and Plan administration fees. These totaled $5,197 for the period from plan inception (January 1, 2014) to December 31, 2014. Certain investment fees (in the form of an expense ratio) may also be netted with investment earnings or losses of the registered investment companies. All other expenses of maintaining the Plan were paid directly by the Company and are excluded from these financial statements.

Net Credit Account

The Plan receives revenue from the registered investment companies based on the share class of the funds which is used to pay recordkeeper fees of the Plan. Amounts that are received in excess of the amounts due to the recordkeeper are deposited into a net credit account in the Plan. These funds can be used to pay plan expenses. For the period from plan inception (January 1, 2014) to December 31, 2014 none of the funds were used to pay plan expenses, and as of December 31, 2014 there was $77,579 of unallocated amounts in the Plan. Prior to ceasing participation in the Lutra Plan, amounts were earned by the Lutra Plan and during 2014, $20,783 was transferred to the Plan from the Lutra Plan.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the terms of the Plan Document to terminate the Plan, subject to the provisions of ERISA.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments in registered investment companies, including a money market mutual fund, are stated at fair value as further discussed in Note 4, *Fair Value Measurements and Disclosures*. 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. The Company determines the Plan's valuation policies utilizing information provided by the investment advisor and Trustee.

Interest income is recorded as earned on the accrual basis. Dividend income (and capital gains) is recorded on the ex-dividend date. Purchases and sales are recorded on a trade-date basis. The net appreciation (depreciation) in the fair value of investments represents the realized and unrealized gains and losses on the investments and capital gains reinvested.

Contributions

Participant contributions and related Safe Harbor matching contributions are recognized in the period during which the Company made the respective payroll deduction from the participant's compensation. The discretionary non-elective employer contributions are recorded in the year to which the participant's compensation relates.

Payment of Benefits

Benefit payments are recorded when paid to participants. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid as of period end.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Notes Receivable from Participants

Notes receivable from participants are recorded at their unpaid principal balance plus accrued and unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses have been recorded as of December 31, 2014. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

3. INVESTMENTS

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2014 are as follows:

December 31,	2014
JPMorgan Smart Retirement 2035 Institutional	$ 3,551,815
T. Rowe Price Institutional Large Cap Growth	2,735,616
American Funds EuroPacific Growth Fund	2,562,986
Federated Prime Obligations Institutional	2,044,161
JPMorgan Smart Retirement 2025 Institutional	1,483,718
JPMorgan Smart Retirement 2045 Institutional	1,398,090
DFA International Small Cap Value I	1,168,670

For the period from plan inception (January 1, 2014) to December 31, 2014, the Plan's investments in registered investment companies, including gains and losses on investments bought and sold, as well as held during the year, appreciated in value by $137,584.

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES

Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That framework provides 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 are the highest priority and consist of unadjusted quoted prices in active markets for identical assets and liabilities. Level 2 inputs are inputs for quoted prices for similar assets or liabilities in active markets; inputs for quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means. Level 3 inputs are the lowest priority and are unobservable and significant to the fair value measurement of an asset or liability.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Registered Investment Companies and Money Market Mutual Fund: Valued at the daily closing price as reported by the registered investment company (mutual fund). Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The preceding methodologies described may produce a fair value calculation which may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes its valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of:

December 31, 2014	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Growth	$ 2,735,616	$ -	$ -	$ 2,735,616
Index	1,236,106	-	-	1,236,106
International	3,882,683	-	-	3,882,683
Equity	366,611	-	-	366,611
Balanced	12,683	-	-	12,683
Bond	500,178	-	-	500,178
Target date	6,899,214	-	-	6,899,214
Income	42,656	-	-	42,656
Money market	2,044,161	-	-	2,044,161
Total investments, at fair value	$ 17,719,908	$ -	$ -	$ 17,719,908

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee and Former Trustee have certified that the following information included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments as reported in the Statement of Net Assets Available for Benefits as of December 31, 2014
- Investment income, other income and interest earned on notes receivable from participants as reported in the Statement of Changes in Net Assets Available for Benefits for the Period from Plan Inception (January 1, 2014) to December 31, 2014
- Investment information as reported in the Notes to Financial Statements
- Investment information included in the Supplemental Schedule of Assets (Held at End of Year) – As of December 31, 2014

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES (CONTINUED)

The Plan's independent auditors did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

6. PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments were shares of registered investment companies managed by American Funds through October 31, 2014. American Funds was the recordkeeper, as defined by the Plan. The Plan paid American Funds certain net asset fees which were deducted from the net asset value of shares of the registered investment companies held by the Plan. Administrative fees were paid to the Trustee, Former Trustee, recordkeepers and third party administrator during the period from plan inception (January 1, 2014) to December 31, 2014. The Plan also issues loans to participants which are secured by the vested balance of the participants' accounts. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

7. 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. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in economic conditions. Due to the level of risk associated with certain investment securities and the level of uncertainty related to the changes in the value of investment securities, it is possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

8. INCOME TAX STATUS

The Plan adopted a Volume Submitter plan document for which an opinion letter was obtained from the Internal Revenue Service ("IRS") dated March 31, 2014 indicating the Volume Submitter plan document and trust were designed in accordance with applicable sections of the IRC. The Plan has been amended since the adoption; however; the Company and plan administrator believe the Plan is being operated in compliance with the applicable requirements of the IRC and the Plan and related trust is tax-exempt. Therefore, no provision for income tax has been included in the Plan's financial statements.

8. INCOME TAX STATUS (CONTINUED)

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. DELINQUENT PARTICIPANT CONTRIBUTIONS

During 2013, while participating in the Lutra Plan, the Company erroneously failed to timely remit certain employee contributions to the Plan. Lost earnings were remitted to the Plan in 2014. See the accompanying Supplemental Schedule of Delinquent Participant Contributions.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Participant loans are reported as notes receivable from participants in the accompanying financial statements as required by current authoritative guidance; however, for Form 5500 purposes and reporting on the supplemental Schedule of Assets (Held at End of Year) they are shown as investments.

11. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through October 9, 2015, which is the date the financial statements were available to be issued. There were no events or transactions discovered during the evaluation that require recognition or disclosure in the financial statements.

Supplemental Schedules

Otter Products, LLC 401(k) Plan

Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions – For the Period from Plan Inception (January 1, 2014) to December 31, 2014

EIN: 84-1304473
Plan Number: 002

Participant Contributions Transferred Late to Plan	Contributions Not Fully Corrected for Lost Earnings	Contributions Corrected Outside of VFCP (Including Lost Earnings)	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-S1	Total that Constitute Non-exempt Prohibited Transactions
*Otter Products, LLC dba OtterBox					
2013 (a)	$ 157	$ 157	$ -	$ -	$ 157

* A party-in-interest as defined by ERISA.

(a) Late contributions when participating in the Lutra Plan prior to the establishment of the Plan. Corrections were made in this Plan.

See accompanying independent auditor's report and notes to the financial statements.

Otter Products, LLC 401(k) Plan

Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) – As of December 31, 2014

EIN: 84-1304473
Plan Number: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Federated Prime Obligations Institutional	Money Market Mutual Fund	(1)	$ 2,044,161
*	American Funds EuroPacific Growth Fund	Registered Investment Company	(1)	2,562,986
	JPMorgan Smart Retirement 2015 Institutional	Registered Investment Company	(1)	193,448
	JPMorgan Smart Retirement 2025 Institutional	Registered Investment Company	(1)	1,483,718
	JPMorgan Smart Retirement 2035 Institutional	Registered Investment Company	(1)	3,551,815
	JPMorgan Smart Retirement 2045 Institutional	Registered Investment Company	(1)	1,398,090
	JPMorgan Smart Retirement 2055 Institutional	Registered Investment Company	(1)	272,143
	Vanguard 500 Index Admiral	Registered Investment Company	(1)	814,749
	Vanguard Small Cap Index Admiral	Registered Investment Company	(1)	421,357
	PIMCO Low Duration Institutional	Registered Investment Company	(1)	904
	MFS Emerging Markets Debt R5	Registered Investment Company	(1)	12,657
	Principal High Yield Fund I Institutional	Registered Investment Company	(1)	73,301
	Vanguard Inflation-Protected Secs Admiral	Registered Investment Company	(1)	113,161
	Vanguard Total Bond Market Index Admiral	Registered Investment Company	(1)	300,155
	T. Rowe Price Institutional Large Cap Growth	Registered Investment Company	(1)	2,735,616
	DFA International Small Cap Value I	Registered Investment Company	(1)	1,168,670
	Prudential Global Real Estate Q	Registered Investment Company	(1)	55,705
	PIMCO Foreign Bond (Unhedged)	Registered Investment Company	(1)	95,322
	JPMorgan Smart Retirement Income Institutional	Registered Investment Company	(1)	42,656
	DFA Large Cap Value I	Registered Investment Company	(1)	366,611
	PIMCO Commodities Plus Strategy Institutional	Registered Investment Company	(1)	12,683
	Total investments			17,719,908
*	Notes receivable from participants (loans)	Interest rates of 4.25%, various maturity dates	(1)	46,505
	Total assets (held at end of year)			$ 17,766,413

(1) The cost of participant-directed investments is not required to be disclosed.

* A party-in-interest as defined by ERISA.

See accompanying independent auditor's report and notes to the financial statements.

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Otter Products, LLC 401(k) Plan
01-JAN-14 to 31-DEC-14

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1JSIIX			43,177.21	42,655.65
1JSFIX			195,833.93	193,448.44
1JNSIX			1,512,521.95	1,483,717.69
1SRJIX			3,629,381.05	3,551,815.06
1JSAIX			1,428,865.68	1,398,090.32
1JFFIX			277,044.32	272,142.72
1RERGX			2,641,772.18	2,562,986.36
1DISVX			1,216,823.25	1,168,669.78
1PCLIX			14,949.04	12,682.69
1PGRQX			56,311.48	55,704.54
1VSMAX			420,095.04	421,356.92
1DFLVX			365,667.45	366,611.40
1TRLGX			2,898,860.78	2,735,615.84
1VFIAX			807,009.08	814,749.36
1MEDHX			12,721.93	12,656.64
1PFUIX			96,380.11	95,321.88
1PTLDX			926.52	904.39
1PYHIX			75,661.25	73,300.70
1VAIPX			115,335.46	113,161.40
1VBTLX			299,601.47	300,154.61
1POIXX			1,913,818.66	1,913,818.66
			18,022,757.84	**17,589,565.05**
PARTICIPANT LOANS	VARIOUS	4.250-4.250	46,490.00	46,504.88
FORFEITURES			130,343.17	130,343.17

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 84-1304473

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Otter Products, LLC 401(k) Plan
01-JAN-14 to 31-DEC-14

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1JSIIX	JPMorgan SmartRetirement Income Instl	1JSFIX	JPMorgan SmartRetirement 2015 Instl
1JNSIX	JPMorgan SmartRetirement 2025 Instl	1SRJIX	JPMorgan SmartRetirement 2035 Instl
1JSAIX	JPMorgan SmartRetirement 2045 Instl	1JFFIX	JPMorgan SmartRetirement 2055 Instl
1RERGX	American Funds EuroPacific Gr R6	1DISVX	DFA International Small Cap Value I
1PCLIX	PIMCO CommoditiesPLUS Strategy Instl	1PGRQX	Prudential Global Real Estate Q
1VSMAX	Vanguard Small Cap Index Adm	1DFLVX	DFA US Large Cap Value I
1TRLGX	T. Rowe Price Instl Large Cap Growth	1VFIAX	Vanguard 500 Index Admiral
1MEDHX	MFS Emerging Markets Debt R5	1PFUIX	PIMCO Foreign Bond (Unhedged) I
1PTLDX	PIMCO Low Duration Instl	1PYHIX	Principal High Yield Fund I Inst
1VAIPX	Vanguard Inflation-Protected Secs Adm	1VBTLX	Vanguard Total Bond Market Index Admiral
1POIXX	Federated Prime Obligations Instl		

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year