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
THOMPSON PUMP PROFIT SHARING AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1989

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
THOMPSON PUMP AND MANUFACTURING CO.

4620 CITY CENTER DRIVE
BUILDING 9
PORT ORANGE, FL 32129

4620 CITY CENTER DRIVE
BUILDING 9
PORT ORANGE, FL 32129

2b Employer Identification Number (EIN)
59-1286389

2c Plan Sponsor's telephone number
386-767-7310

2d Business code (see instructions)
339900

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	VICTOR NADEAU
	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**	239
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)**	239
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	205
b	Retired or separated participants receiving benefits	**6b**	19
c	Other retired or separated participants entitled to future benefits	**6c**	22
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	246
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	3
f	Total. Add lines **6d** and **6e**.	**6f**	249
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	249
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	15
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 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)		**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)** [ ] ___ **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
THOMPSON PUMP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON PUMP AND MANUFACTURING CO.

D Employer Identification Number (EIN)
59-1286389

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

NATIONWIDE
ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

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

WELLS FARGO ADVISORS, LLC
NC1409
401 S. TRYON STREET 19TH FLOOR
CHARLOTTE, NC 28288-1207

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

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

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

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

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

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

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

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

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

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

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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 49	RECORDKEEPER	37646	Yes [X] No [ ]	Yes [X] No [ ]	2896	Yes [ ] No [X]

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

WELLS FARGO ADVISORS, LLC

NC1409
401 S. TRYON STREET
CHARLOTTE, NC 28288-1207

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 49 50 52 60 62 63 64	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	76735	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
THOMPSON PUMP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON PUMP AND MANUFACTURING CO.

D Employer Identification Number (EIN)
59-1286389

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		394710
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	260777	268742
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7211073	8008069
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(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	7471850	8671521
	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	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	7471850	8671521

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)	457476	
	(B) Participants	2a(1)(B)	537069	
	(C) Others (including rollovers)	2a(1)(C)	115218	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1109763
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	10941	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10941
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	10492	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		10492
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		464432
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1595628
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	331028	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		331028
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	64929	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		64929
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		395957
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1199671
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BOLERJACK, HALSEMA, BOWLING & WHITE **(2)** EIN: 59-2533085

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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
THOMPSON PUMP PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOMPSON PUMP AND MANUFACTURING CO.

D Employer Identification Number (EIN)
59-1286389

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): 31-4156830 41-6257133

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):

THOMPSON PUMP
PROFIT SHARING AND 401(k) PLAN

PORT ORANGE, FLORIDA

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

(AUDITED)

DECEMBER 31, 2014 AND 2013

BH BW
BOLERJACK, HALSEMA, BOWLING & WHITE PA
CERTIFIED PUBLIC ACCOUNTANTS

THOMPSON PUMP PROFIT SHARING AND 401(k) PLAN

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT 1-2

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

NOTES TO THE FINANCIAL STATEMENTS 5-13

SUPPLEMENTAL SCHEDULE

Schedule of Assets (Held at End of Year) 14

BOLERJACK, HALSEMA, BOWLING & WHITE PA
CERTIFIED PUBLIC ACCOUNTANTS

Daniel J. Bolerjack, CPA, CTFA, MST
Michael D. Halsema, CPA, CFP®
Eva F. Bowling, CPA, CFE, CVA
Beverly A. White, CPA, EA

Members of:
American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of
Thompson Pump Profit Sharing and 401(k) Plan
Port Orange, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thompson Pump Profit Sharing and 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended 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.

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 Nationwide Trust Company, FSB, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2014, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part 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 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.

Baljack, Halsema, Bowling + White PA

Daytona Beach, Florida
October 13, 2015

FINANCIAL STATEMENTS

THOMPSON PUMP PROFIT SHARING AND 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Investments, at Fair Value:		
Registered investment companies	$ 7,490,960	$ 4,310,237
Common/collective trusts	517,109	2,900,836
Total Investments, at Fair Value	$ 8,008,069	$ 7,211,073
Receivables:		
Participants' loans	$ 268,742	$ 260,777
Employer	394,710	0
Total Receivables	$ 663,452	$ 260,777
TOTAL ASSETS	$ 8,671,521	$ 7,471,850
LIABILITIES	0	0
NET ASSETS AVAILABLE FOR BENEFITS	$ 8,671,521	$ 7,471,850

The Accompanying Notes Are an Integral Part of These Financial Statements

THOMPSON PUMP PROFIT SHARING AND 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2014

	2014
ADDITIONS	
Additions to net assets attributed to:	
Investment Income:	
Net appreciation in fair value of registered investment companies	$ 464,432
Interest – participant loans	10,941
Dividend income	10,492
Total Investment Income	$ 485,865
Contributions:	
Participants'	$ 537,069
Employer's	457,476
Rollovers	115,218
Total Contributions	$ 1,109,763
TOTAL ADDITIONS	$ 1,595,628
DEDUCTIONS	
Deductions from net assets attributed to:	
Benefits paid to participants	$ 331,028
Administration expenses	64,929
TOTAL DEDUCTIONS	$ 395,957
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	$ 1,199,671
NET ASSETS AVAILABLE FOR BENEFITS:	
BEGINNING OF YEAR	7,471,850
END OF YEAR	$ 8,671,521

The Accompanying Notes Are an Integral Part of These Financial Statements

1. DESCRIPTION OF PLAN AND BENEFITS

The following description of the Thompson Pump Profit Sharing and 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General

The Plan is a defined contribution plan originally established on January 1, 1989, covering all full-time employees of Thompson Pump and Manufacturing Company, Inc. who have completed at least one (1) year of continuous service, 1,000 hours of service and elected to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). On October 1, 1996, the Company added a 401(k) Plan option to its Profit Sharing Plan.

B. Contributions

Each year, participants may contribute up to 15% of pretax annual compensation, as defined in the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a variety of investment options for participants. The Company may contribute a matching percentage of the first 6% of compensation that a participant contributes to the Plan. The matching percentage will be an amount deemed advisable by the Company from time to time. Additional discretionary contributions may be made at the option of the Plan Sponsor's Board of Directors.

C. Participant Accounts

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

D. Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

1. DESCRIPTION OF PLAN AND BENEFITS (Cont'd)

D. Vesting (Cont'd)

Years of Service	Percent of Nonforfeitable Interest
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

If the participant dies or becomes disabled while still employed by the employer, the participant becomes 100% vested.

E. Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in any of the investment options offered by the Plan.

F. Participants' Loans

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 balance. Loan transactions are treated as a transfer to (from) the Investment Fund from (to) the Participant Notes fund. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates were 4.25%. Principal and interest must be paid at least quarterly through payroll deductions. Participants' loans outstanding were $268,742 and $260,777 at December 31, 2014 and 2013, respectively.

G. Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. All distributions are payable on any distribution date within the Plan year.

A participant, prior to separation of service subject to the Plan's provisions of attainment of a specific age of 65 and at least 100% vested in his or her accrued benefit, has the election to receive all or any portion of his or her nonforfeitable accrued benefit.

1. DESCRIPTION OF PLAN AND BENEFITS (Cont'd)

H. Distribution to Participants

Amounts credited to an individual participant's account are distributed at termination of employment as a lump sum. Distributions may be deferred until the participant reaches the age of 65, if the value of the distribution is not less than $5,000.

In certain hardship situations, as described in the plan agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to required and/or optional deferred account balances and may not include any interest earned thereon.

I. Plan Year

The Plan year is January 1 through December 31.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

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

B. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Participants' loans are valued at their outstanding balances, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

C. Payment of Benefits

Benefits are recorded when paid.

D. Forfeitures

Forfeitures of terminated participants' nonvested accounts are applied to the employer's contribution in the year following the year the forfeiture occurs, up to the amount of the employer's contribution. Forfeitures included in the employer's contribution were $2,570 for the year ended December 31, 2014. At December 31, 2014 and 2013, forfeited nonvested accounts totaled $100 and $1,335, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

E. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's accounts and are included in administrative expenses when incurred. As of December 31, 2014 and 2013, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

F. Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

G. Date of Management's Review

Management has evaluated subsequent events through October 13, 2015, the date the financial statements were available to be issued.

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 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 determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature 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 and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

3. FAIR VALUE MEASUREMENTS (Cont'd)

Level 1 Fair Value Measurements

The fair value of pooled and mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.

Level 3 Fair Value Measurements

The Plan has entered into common/collective accounts with Wells Fargo Bank, N.A., which maintains the contributions in the company's general account. The account is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses by Wells Fargo Bank, N.A. The common/collective accounts are not actively traded and significant other observable inputs are not available. Thus, the fair values of the common/collective accounts are measured using an income approach based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

For those assets with fair value measured using Level 3 inputs, the Plan administrator determines the fair value measurement policies and procedures in consultation with the trustee of the Plan. These policies and procedures are reassessed at least annually to determine if the current valuation techniques are still appropriate. At that time, the unobservable inputs used in the fair value measurements are evaluated and adjusted, as necessary, based on current market conditions and other third-party information.

The following tables reconcile the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) of the common/collective trust accounts with Wells Fargo Bank, N.A. for the years ended December 31, 2014 and 2013:

Common/Collective Trusts	2014	2013
Beginning Balances	$ 2,900,836	$ 2,777,602
Sales/purchases, net	(2,383,727)	123,234
Ending Balances	$ 517,109	$ 2,900,836

Gains and losses included in change in net assets available for benefits for the year ended December 31, 2014, are reported in net appreciation in fair value of investments. Unrealized gains and losses from the guaranteed interest accounts 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 Plan's policy is to recognize transfers into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended December 31, 2014, there were significant transfers out of Level 3 assets.

3. FAIR VALUE MEASUREMENTS (Cont'd)

	Fair Value Measurements at Reporting Date Using:			
December 31, 2014	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Available Indirect Information (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 7,490,960	$ 7,490,960	$ 0	$ 0
Common/collective trusts	517,109	0	0	517,109
Totals	$ 8,008,069	$ 7,490,960	$ 0	$ 517,109
December 31, 2013				
Mutual funds	$ 4,310,237	$ 4,310,237	$ 0	$ 0
Common/collective trusts	2,900,836	0	0	2,900,836
Totals	$ 7,211,073	$ 4,310,237	$ 0	$ 2,900,836

4. INVESTMENTS

The December 31, 2014 and 2013 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits, the accompanying notes to the financial statements and the supplemental schedule were prepared in part or entirely from information certified by the Trustee, Nationwide Trust Company, FSB, in accordance with 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 fair value of the investments at December 31, 2014 and 2013 was $8,008,069 and $7,211,073, respectively.

4. INVESTMENTS (Cont'd)

The following table represents investments. Investments that represent five percent or more of the Plan's net assets are separately identified:

Description of Issue:

Investments at fair value, as determined by quoted market prices:

Registered Investment Companies:	2014	2013
Wells Fargo Adv Opportunity Fund	$ 0	$ 458,098
Wells Fargo Diversified Capital Builder Fund	0	1,393,102
Vanguard Windsor II Fund	0	517,993
Dreyfus Midcap Index Fund	0	305,337
Dreyfus Small Cap Stock Index Fund	0	99,629
Pimco Total Return Fund	0	76,003
Wells Fargo Adv International	0	194,302
Putnam Multi-Cap Growth	0	249,372
American New Perspective	0	451,555
Mainstay L/C Growth Fund	0	443,552
Loomis Strategic Income	0	17,461
Wells Fargo Adv Core Bond Fund	0	90,989
Thornburg Intl Value	0	12,844
Abrden Glbl Eq Inst	57,885	0
Amcent Sht bd	96,380	0
Fed Clover Sm Val Inst	14,008	0
JPM Cor Pls Bd R6	158,317	0
MFS Val R4	68,622	0
Prudntl Glbl Real estate Z	76,208	0
Mnsty Icap IntlI	58,152	0
Trowepr Blue Chip GR	329,178	0
Drey Cash Mgt Inst	99	0
DFA Emrg Mkt Cor Inst	32,073	0
DFA Us Core Eq Z Inst	505,409	0
JPM Cor Pls Bd R6	49,035	0
AMFDS Int Gr Inc B6	151,166	0
DFA Infl Prtct Sec Inst	507	0
PIMCO Inc Inst	50,451	0
Col Sel Lgcap Gr R5	50,148	0
Vngrd 500 Index Fd As	27,855	0
Vgrd Extnd Mkt Indx Adml	227,172	0
Vngrd TTL Stmkt Indx Fd As	119,283	0
DFA Us Cor Eq I	194,725	0
DFA US Target Val	4,620	0
Prudntl TTL Rtn Bd Z	105,262	0

4. INVESTMENTS (Cont'd)

Registered Investment Companies:	2014	2013
MFS Rsrch R4	$ 70,130	$ 0
NW SmCap Indx Inst	139,821	0
OPP Intl Bd Y	59,698	0
OPP Intl GR Y	91,382	0
NE Fxd Sel Optn	339,233	0
Prudntl Hi Yld Z	59,972	0
AMFDS Amcap R6	340,808	0
AMFDS NE Prspct R6	426,066	0
AMFDS New Wld R6	46	0
Trowe PR Cap App	1,003,824	0
TCW TTL Rtn BD I	2,082,893	0
Vngrd EQ Inc Inv	445,473	0
Vngrd Explr Inv	24,405	0
Vngrd Trgt Rtrmt 2040 Inv	27,027	0
Vngrd Trgt Rtrmt 2030 Inv	1,469	0
Vngrd Trgt Rtrmt 2045 Inv	18	0
Vngrd Tgrt Rtrmt Inc	1,028	0
Vngrd Trgt Rtrmt 2020 Inv	1,112	0
Total Registered Investment Companies	$ 7,490,960	$ 4,310,237
Common/Collective Trusts:		
Stable Investment Fund of Wells Fargo	$ 517,109	$ 2,632,608
Enhanced Stock Market Fund of Wells Fargo	0	268,228
Total Common/Collective Trusts	$ 517,109	$ 2,900,836
TOTAL INVESTMENTS	$ 8,008,069	$ 7,211,073

During the year ended December 31, 2014, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $464,432 as follows:

Net change in investments at fair value:	
Registered Investment Companies	$ 464,432
TOTAL	$ 464,432

5. RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Nationwide Trust Company, FSB and Wells Fargo Bank N.A. Effective June 2014, Nationwide Trust Company, FSB is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan, included in administration expenses, for the investment management services amounted to $64,929 for the year ended December 31, 2014. This party-in-interest transaction is exempt from the prohibited transaction rules of ERISA.

6. TAX STATUS

The Volume Submitter Document Sponsor obtained its latest IRS Opinion Letter dated March 31, 2014, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). Although the Plan has been amended since then, we believe that the Plan was qualified and the related Trust was tax-exempt as of the financial statement date. The Plan administrator believes the Plan is no longer subject to income tax examinations for the years prior to 2011.

7. PLAN TERMINATION

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

8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of 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.

SUPPLEMENTAL SCHEDULE

THOMPSON PUMP PROFIT SHARING AND 401(k) PLAN

SCHEDULE H, PART IV LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2014

IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	Current Value
Abrden Glbl Eq Inst	$ 57,885
Amcent Sht bd	96,380
Fed Clover Sm Val Inst	14,008
JPM Cor Pls Bd R6	158,317
MFS Val R4	68,622
Prudntl Glbl Real estate Z	76,208
Mnsty Icap IntlI	58,152
Trowepr Blue Chip GR	329,178
Drey Cash Mgt Inst	99
DFA Emrg Mkt Cor Inst	32,073
DFA Us Core Eq Z Inst	505,409
JPM Cor Pls Bd R6	49,035
AMFDS Int Gr Inc B6	151,166
DFA Infl Prtct Sec Inst	507
PIMCO Inc Inst	50,451
Col Sel Lgcap Gr R5	50,148
Vngrd 500 Index Fd As	27,855
Vgrd Extnd Mkt Indx Adml	227,172
Vngrd TTL Stmkt Indx Fd As	119,283
DFA Us Cor Eq I	194,725
DFA US Target Val	4,620
Prudntl TTL Rtn Bd Z	105,262
MFS Rsrch R4	70,130
NW SmCap Indx Inst	139,821
OPP Intl Bd Y	59,698
OPP Intl GR Y	91,382
NE Fxd Sel Optn	339,233
Prudntl Hi Yld Z	59,972
AMFDS Amcap R6	340,808
AMFDS NE Prspct R6	426,066
AMFDS New Wld R6	46
Trowe PR Cap App	1,003,824
TCW TTL Rtn BD I	2,082,893
Vngrd EQ Inc Inv	445,473
Vngrd Explr Inv	24,405
Vngrd Trgt Rtrmt 2040 Inv	27,027
Vngrd Trgt Rtrmt 2030 Inv	1,469
Vngrd Trgt Rtrmt 2045 Inv	18
Vngrd Tgrt Rtrmt Inc	1,028
Vngrd Trgt Rtrmt 2020 Inv	1,112
Participants' note receivable	268,742
Stable Investment Fund of Wells Fargo	517,109
TOTAL	$ 8,276,811

The Accompanying Notes Are an Integral Part of These Financial Statements

THOMPSON PUMP
PROFIT SHARING AND 401(k) PLAN

PORT ORANGE, FLORIDA

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

(AUDITED)

DECEMBER 31, 2014 AND 2013

BH BW
BOLERJACK, HALSEMA, BOWLING & WHITE PA
CERTIFIED PUBLIC ACCOUNTANTS

THOMPSON PUMP PROFIT SHARING AND 401(k) PLAN

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT 1-2

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

NOTES TO THE FINANCIAL STATEMENTS 5-13

SUPPLEMENTAL SCHEDULE

Schedule of Assets (Held at End of Year) 14

BOLERJACK, HALSEMA, BOWLING & WHITE PA
CERTIFIED PUBLIC ACCOUNTANTS

Daniel J. Bolerjack, CPA, CTFA, MST
Michael D. Halsema, CPA, CFP®
Eva F. Bowling, CPA, CFE, CVA
Beverly A. White, CPA, EA

Members of:
American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of
Thompson Pump Profit Sharing and 401(k) Plan
Port Orange, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Thompson Pump Profit Sharing and 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended 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.

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 Nationwide Trust Company, FSB, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2014, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part 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 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.

Baljack, Halsema, Bowling + White PA

Daytona Beach, Florida
October 13, 2015

FINANCIAL STATEMENTS

THOMPSON PUMP PROFIT SHARING AND 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Investments, at Fair Value:		
Registered investment companies	$ 7,490,960	$ 4,310,237
Common/collective trusts	517,109	2,900,836
Total Investments, at Fair Value	$ 8,008,069	$ 7,211,073
Receivables:		
Participants' loans	$ 268,742	$ 260,777
Employer	394,710	0
Total Receivables	$ 663,452	$ 260,777
TOTAL ASSETS	$ 8,671,521	$ 7,471,850
LIABILITIES	0	0
NET ASSETS AVAILABLE FOR BENEFITS	$ 8,671,521	$ 7,471,850

The Accompanying Notes Are an Integral Part of These Financial Statements

THOMPSON PUMP PROFIT SHARING AND 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2014

	2014
ADDITIONS	
Additions to net assets attributed to:	
Investment Income:	
Net appreciation in fair value of registered investment companies	$ 464,432
Interest – participant loans	10,941
Dividend income	10,492
Total Investment Income	$ 485,865
Contributions:	
Participants'	$ 537,069
Employer's	457,476
Rollovers	115,218
Total Contributions	$ 1,109,763
TOTAL ADDITIONS	$ 1,595,628
DEDUCTIONS	
Deductions from net assets attributed to:	
Benefits paid to participants	$ 331,028
Administration expenses	64,929
TOTAL DEDUCTIONS	$ 395,957
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	$ 1,199,671
NET ASSETS AVAILABLE FOR BENEFITS:	
BEGINNING OF YEAR	7,471,850
END OF YEAR	$ 8,671,521

The Accompanying Notes Are an Integral Part of These Financial Statements

1. DESCRIPTION OF PLAN AND BENEFITS

The following description of the Thompson Pump Profit Sharing and 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General

The Plan is a defined contribution plan originally established on January 1, 1989, covering all full-time employees of Thompson Pump and Manufacturing Company, Inc. who have completed at least one (1) year of continuous service, 1,000 hours of service and elected to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). On October 1, 1996, the Company added a 401(k) Plan option to its Profit Sharing Plan.

B. Contributions

Each year, participants may contribute up to 15% of pretax annual compensation, as defined in the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a variety of investment options for participants. The Company may contribute a matching percentage of the first 6% of compensation that a participant contributes to the Plan. The matching percentage will be an amount deemed advisable by the Company from time to time. Additional discretionary contributions may be made at the option of the Plan Sponsor's Board of Directors.

C. Participant Accounts

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

D. Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

1. DESCRIPTION OF PLAN AND BENEFITS (Cont'd)

D. Vesting (Cont'd)

Years of Service	Percent of Nonforfeitable Interest
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

If the participant dies or becomes disabled while still employed by the employer, the participant becomes 100% vested.

E. Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in any of the investment options offered by the Plan.

F. Participants' Loans

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 balance. Loan transactions are treated as a transfer to (from) the Investment Fund from (to) the Participant Notes fund. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates were 4.25%. Principal and interest must be paid at least quarterly through payroll deductions. Participants' loans outstanding were $268,742 and $260,777 at December 31, 2014 and 2013, respectively.

G. Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. All distributions are payable on any distribution date within the Plan year.

A participant, prior to separation of service subject to the Plan's provisions of attainment of a specific age of 65 and at least 100% vested in his or her accrued benefit, has the election to receive all or any portion of his or her nonforfeitable accrued benefit.

1. DESCRIPTION OF PLAN AND BENEFITS (Cont'd)

H. Distribution to Participants

Amounts credited to an individual participant's account are distributed at termination of employment as a lump sum. Distributions may be deferred until the participant reaches the age of 65, if the value of the distribution is not less than $5,000.

In certain hardship situations, as described in the plan agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to required and/or optional deferred account balances and may not include any interest earned thereon.

I. Plan Year

The Plan year is January 1 through December 31.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

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

B. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Participants' loans are valued at their outstanding balances, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

C. Payment of Benefits

Benefits are recorded when paid.

D. Forfeitures

Forfeitures of terminated participants' nonvested accounts are applied to the employer's contribution in the year following the year the forfeiture occurs, up to the amount of the employer's contribution. Forfeitures included in the employer's contribution were $2,570 for the year ended December 31, 2014. At December 31, 2014 and 2013, forfeited nonvested accounts totaled $100 and $1,335, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

E. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's accounts and are included in administrative expenses when incurred. As of December 31, 2014 and 2013, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

F. Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

G. Date of Management's Review

Management has evaluated subsequent events through October 13, 2015, the date the financial statements were available to be issued.

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 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 determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature 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 and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

3. FAIR VALUE MEASUREMENTS (Cont'd)

Level 1 Fair Value Measurements

The fair value of pooled and mutual funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded.

Level 3 Fair Value Measurements

The Plan has entered into common/collective accounts with Wells Fargo Bank, N.A., which maintains the contributions in the company's general account. The account is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses by Wells Fargo Bank, N.A. The common/collective accounts are not actively traded and significant other observable inputs are not available. Thus, the fair values of the common/collective accounts are measured using an income approach based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

For those assets with fair value measured using Level 3 inputs, the Plan administrator determines the fair value measurement policies and procedures in consultation with the trustee of the Plan. These policies and procedures are reassessed at least annually to determine if the current valuation techniques are still appropriate. At that time, the unobservable inputs used in the fair value measurements are evaluated and adjusted, as necessary, based on current market conditions and other third-party information.

The following tables reconcile the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) of the common/collective trust accounts with Wells Fargo Bank, N.A. for the years ended December 31, 2014 and 2013:

Common/Collective Trusts	2014	2013
Beginning Balances	$ 2,900,836	$ 2,777,602
Sales/purchases, net	(2,383,727)	123,234
Ending Balances	$ 517,109	$ 2,900,836

Gains and losses included in change in net assets available for benefits for the year ended December 31, 2014, are reported in net appreciation in fair value of investments. Unrealized gains and losses from the guaranteed interest accounts 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 Plan's policy is to recognize transfers into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended December 31, 2014, there were significant transfers out of Level 3 assets.

3. FAIR VALUE MEASUREMENTS (Cont'd)

	Fair Value Measurements at Reporting Date Using:			
December 31, 2014	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Available Indirect Information (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 7,490,960	$ 7,490,960	$ 0	$ 0
Common/collective trusts	517,109	0	0	517,109
Totals	$ 8,008,069	$ 7,490,960	$ 0	$ 517,109
December 31, 2013				
Mutual funds	$ 4,310,237	$ 4,310,237	$ 0	$ 0
Common/collective trusts	2,900,836	0	0	2,900,836
Totals	$ 7,211,073	$ 4,310,237	$ 0	$ 2,900,836

4. INVESTMENTS

The December 31, 2014 and 2013 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits, the accompanying notes to the financial statements and the supplemental schedule were prepared in part or entirely from information certified by the Trustee, Nationwide Trust Company, FSB, in accordance with 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 fair value of the investments at December 31, 2014 and 2013 was $8,008,069 and $7,211,073, respectively.

4. INVESTMENTS (Cont'd)

The following table represents investments. Investments that represent five percent or more of the Plan's net assets are separately identified:

Description of Issue:

Investments at fair value, as determined by quoted market prices:

Registered Investment Companies:	2014	2013
Wells Fargo Adv Opportunity Fund	$ 0	$ 458,098
Wells Fargo Diversified Capital Builder Fund	0	1,393,102
Vanguard Windsor II Fund	0	517,993
Dreyfus Midcap Index Fund	0	305,337
Dreyfus Small Cap Stock Index Fund	0	99,629
Pimco Total Return Fund	0	76,003
Wells Fargo Adv International	0	194,302
Putnam Multi-Cap Growth	0	249,372
American New Perspective	0	451,555
Mainstay L/C Growth Fund	0	443,552
Loomis Strategic Income	0	17,461
Wells Fargo Adv Core Bond Fund	0	90,989
Thornburg Intl Value	0	12,844
Abrden Glbl Eq Inst	57,885	0
Amcent Sht bd	96,380	0
Fed Clover Sm Val Inst	14,008	0
JPM Cor Pls Bd R6	158,317	0
MFS Val R4	68,622	0
Prudntl Glbl Real estate Z	76,208	0
Mnsty Icap IntlI	58,152	0
Trowepr Blue Chip GR	329,178	0
Drey Cash Mgt Inst	99	0
DFA Emrg Mkt Cor Inst	32,073	0
DFA Us Core Eq Z Inst	505,409	0
JPM Cor Pls Bd R6	49,035	0
AMFDS Int Gr Inc B6	151,166	0
DFA Infl Prtct Sec Inst	507	0
PIMCO Inc Inst	50,451	0
Col Sel Lgcap Gr R5	50,148	0
Vngrd 500 Index Fd As	27,855	0
Vgrd Extnd Mkt Indx Adml	227,172	0
Vngrd TTL Stmkt Indx Fd As	119,283	0
DFA Us Cor Eq I	194,725	0
DFA US Target Val	4,620	0
Prudntl TTL Rtn Bd Z	105,262	0

4. INVESTMENTS (Cont'd)

Registered Investment Companies:	2014	2013
MFS Rsrch R4	$ 70,130	$ 0
NW SmCap Indx Inst	139,821	0
OPP Intl Bd Y	59,698	0
OPP Intl GR Y	91,382	0
NE Fxd Sel Optn	339,233	0
Prudntl Hi Yld Z	59,972	0
AMFDS Amcap R6	340,808	0
AMFDS NE Prspct R6	426,066	0
AMFDS New Wld R6	46	0
Trowe PR Cap App	1,003,824	0
TCW TTL Rtn BD I	2,082,893	0
Vngrd EQ Inc Inv	445,473	0
Vngrd Explr Inv	24,405	0
Vngrd Trgt Rtrmt 2040 Inv	27,027	0
Vngrd Trgt Rtrmt 2030 Inv	1,469	0
Vngrd Trgt Rtrmt 2045 Inv	18	0
Vngrd Tgrt Rtrmt Inc	1,028	0
Vngrd Trgt Rtrmt 2020 Inv	1,112	0
Total Registered Investment Companies	$ 7,490,960	$ 4,310,237
Common/Collective Trusts:		
Stable Investment Fund of Wells Fargo	$ 517,109	$ 2,632,608
Enhanced Stock Market Fund of Wells Fargo	0	268,228
Total Common/Collective Trusts	$ 517,109	$ 2,900,836
TOTAL INVESTMENTS	$ 8,008,069	$ 7,211,073

During the year ended December 31, 2014, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $464,432 as follows:

Net change in investments at fair value:	
Registered Investment Companies	$ 464,432
TOTAL	$ 464,432

5. RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Nationwide Trust Company, FSB and Wells Fargo Bank N.A. Effective June 2014, Nationwide Trust Company, FSB is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan, included in administration expenses, for the investment management services amounted to $64,929 for the year ended December 31, 2014. This party-in-interest transaction is exempt from the prohibited transaction rules of ERISA.

6. TAX STATUS

The Volume Submitter Document Sponsor obtained its latest IRS Opinion Letter dated March 31, 2014, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). Although the Plan has been amended since then, we believe that the Plan was qualified and the related Trust was tax-exempt as of the financial statement date. The Plan administrator believes the Plan is no longer subject to income tax examinations for the years prior to 2011.

7. PLAN TERMINATION

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

8. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of 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.

SUPPLEMENTAL SCHEDULE

THOMPSON PUMP PROFIT SHARING AND 401(k) PLAN

SCHEDULE H, PART IV LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2014

IDENTITY OF ISSUER, BORROWER, LESSOR OR SIMILAR PARTY	Current Value
Abrden Glbl Eq Inst	$ 57,885
Amcent Sht bd	96,380
Fed Clover Sm Val Inst	14,008
JPM Cor Pls Bd R6	158,317
MFS Val R4	68,622
Prudntl Glbl Real estate Z	76,208
Mnsty Icap IntlI	58,152
Trowepr Blue Chip GR	329,178
Drey Cash Mgt Inst	99
DFA Emrg Mkt Cor Inst	32,073
DFA Us Core Eq Z Inst	505,409
JPM Cor Pls Bd R6	49,035
AMFDS Int Gr Inc B6	151,166
DFA Infl Prtct Sec Inst	507
PIMCO Inc Inst	50,451
Col Sel Lgcap Gr R5	50,148
Vngrd 500 Index Fd As	27,855
Vgrd Extnd Mkt Indx Adml	227,172
Vngrd TTL Stmkt Indx Fd As	119,283
DFA Us Cor Eq I	194,725
DFA US Target Val	4,620
Prudntl TTL Rtn Bd Z	105,262
MFS Rsrch R4	70,130
NW SmCap Indx Inst	139,821
OPP Intl Bd Y	59,698
OPP Intl GR Y	91,382
NE Fxd Sel Optn	339,233
Prudntl Hi Yld Z	59,972
AMFDS Amcap R6	340,808
AMFDS NE Prspct R6	426,066
AMFDS New Wld R6	46
Trowe PR Cap App	1,003,824
TCW TTL Rtn BD I	2,082,893
Vngrd EQ Inc Inv	445,473
Vngrd Explr Inv	24,405
Vngrd Trgt Rtrmt 2040 Inv	27,027
Vngrd Trgt Rtrmt 2030 Inv	1,469
Vngrd Trgt Rtrmt 2045 Inv	18
Vngrd Tgrt Rtrmt Inc	1,028
Vngrd Trgt Rtrmt 2020 Inv	1,112
Participants' note receivable	268,742
Stable Investment Fund of Wells Fargo	517,109
TOTAL	$ 8,276,811

The Accompanying Notes Are an Integral Part of These Financial Statements

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Thompson Pump Profit Sharing and 401(k) Plan **EIN:** 59-1286389
Plan Sponsor's Name Thompson Pump and Manufacturing Co. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	ABRDEN GLBL EQ INST	MUTUAL FUND	0	57,885
	AMCENT SHTDRINFLPRTBD	MUTUAL FUND	0	96,380
	FED CLOVER SM VAL INST	MUTUAL FUND	0	14,008
	JPM COR PLS BD R6	MUTUAL FUND	0	158,317
	INVSCO SMCAP GR R5	MUTUAL FUND	0	0
	MFS VAL R4	MUTUAL FUND	0	68,622
	PRUDNTL GLBL REALEST Z	MUTUAL FUND	0	76,208

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Thompson Pump Profit Sharing and 401(k) Plan **EIN:** 59-1286389
Plan Sponsor's Name Thompson Pump and Manufacturing Co. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	MNSTY ICAP INTL I	MUTUAL FUND	0	58,152
	TROWEPR BLUE CHIP GR	MUTUAL FUND	0	329,178
	DREY CASH MGT INST	MUTUAL FUND	0	99
	DFA EMRG MKT COR INST	MUTUAL FUND	0	32,073
	DFA US CORE EQ 2 INST	MUTUAL FUND	0	505,409
	JPM EQ INC SEL	MUTUAL FUND	0	49,035
	AMFDS INT GR INC R6	MUTUAL FUND	0	151,166

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Thompson Pump Profit Sharing and 401(k) Plan **EIN:** 59-1286389
Plan Sponsor's Name Thompson Pump and Manufacturing Co. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	INVSCO DIVRS DIVD R5	MUTUAL FUND	0	0
	DFA INFL PRTCT SEC INST	MUTUAL FUND	0	507
	PIMCO INC INST	MUTUAL FUND	0	50,451
	COL SEL LGCAP GR R5	MUTUAL FUND	0	50,148
	VNGRD 500 INDEX FD AS	MUTUAL FUND	0	27,855
	VNGRD EXTND MKT INDX ADML	MUTUAL FUND	0	227,172
	VNGRD TTL STMKT INDX FD AS	MUTUAL FUND	0	119,283

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Thompson Pump Profit Sharing and 401(k) Plan **EIN:** 59-1286389
Plan Sponsor's Name Thompson Pump and Manufacturing Co. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DFA US COR EQ I	MUTUAL FUND	0	194,725
	DA US SMCAP	MUTUAL FUND	0	0
	DFA US TRGT VAL	MUTUAL FUND	0	4,620
	PRUDNTL TTL RTN BD Z	MUTUAL FUND	0	105,262
	MFS RSRCH R4	MUTUAL FUND	0	70,130
	NW SMCAP INDX INST	MUTUAL FUND	0	139,821
	OPP INTL BD Y	MUTUAL FUND	0	59,698

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Thompson Pump Profit Sharing and 401(k) Plan **EIN:** 59-1286389
Plan Sponsor's Name Thompson Pump and Manufacturing Co. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	OPP INTL GR Y	MUTUAL FUND	0	91,382
	NW FXD SEL OPTN	MUTUAL FUND	0	339,233
	PRUDNTL HI YLD Z	MUTUAL FUND	0	59,972
	AMFDS AMCAP R6	MUTUAL FUND	0	340,808
	AMFDS NE PRSPCT R6	MUTUAL FUND	0	426,066
	AMFDS NEW WLD R6	MUTUAL FUND	0	46
	TROWE PR CAP APP	MUTUAL FUND	0	1,003,824

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Thompson Pump Profit Sharing and 401(k) Plan **EIN:** 59-1286389
Plan Sponsor's Name Thompson Pump and Manufacturing Co. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	TCW TTL RTN BD I	MUTUAL FUND	0	2,082,893
	VNGRD EQ INC INV	MUTUAL FUND	0	445,473
	VNGRD EXPLR INV	MUTUAL FUND	0	24,405
	VNGRD TRGT RTRMT 2040 INV	MUTUAL FUND	0	27,027
	VNGRD TRGT RTRMT 2035 INV	MUTUAL FUND	0	0
	VNGRD SEL VAL INV	MUTUAL FUND	0	0
	VNGRD TRGT RTRMT 2030 INV	MUTUAL FUND	0	1,469

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Thompson Pump Profit Sharing and 401(k) Plan **EIN:** 59-1286389
Plan Sponsor's Name Thompson Pump and Manufacturing Co. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VNGRD TRGT RTRMT 2045 INV	MUTUAL FUND	0	18
	VNGRD TRGT RTRMT INC	MUTUAL FUND	0	1,028
	VNGRD TRGT RTRMT 2020 INV	MUTUAL FUND	0	1,112

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Thompson Pump Profit Sharing and 401(k) Plan **EIN:** 59-1286389
Plan Sponsor's Name Thompson Pump and Manufacturing Co. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PARTICIPANT LOANS	PARTICIPANT LOANS	0	268,742