# 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
PHILLIPS INDUSTRIES RETIREMENT PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 10/01/1967

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

12012 BURKE STREET
SANTA FE SPRINGS, CA 90670

**2b** Employer Identification Number (EIN)
95-2596625

**2c** Plan Sponsor's telephone number
562-781-2121

**2d** Business code (see instructions)
336300

**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. | 10/19/2015 | PATTI PETERSON |
| | **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** | 254 |
| **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)** | 207 |
| **a(2)** Total number of active participants at the end of the plan year | **6a(2)** | 223 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 28 |
| **d** Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 251 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 3 |
| **f** Total. Add lines **6d** and **6e**. | **6f** | 254 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 173 |
| **h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 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<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2014**<br>**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
PHILLIPS INDUSTRIES RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
PHILLIPS INDUSTRIES, INC.

**D** Employer Identification Number (EIN)
95-2596625

## 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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

CANON J. PRICE

16-1634837

| (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? |
|---|---|---|---|---|---|---|
| 26 | INVESTMENT ADVISOR | 12402 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (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? |
|---|---|---|---|---|---|---|
| 37 60 64 65 | RECORDKEEPER | 10508 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ABF LG CAP VAL INV - STATE STREET 225 FRANKLIN STREET BOSTON, MA 02111 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| GUGGENHEIM MC VAL A - RYDEX FUND S<br>48-1183041 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| JPM SM CAP VALUE A - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160 | 0.50% |

## 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 |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| OAKMARK INTL I - BOSTON FINANCIAL<br>P.O. BOX 8480<br>BOSTON, MA 02266 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| RBC SMALL CAP CORE A - U.S. BANCOR<br>P.O. BOX 701<br>MILWAUKEE, WI 53201 | 0.40% |

| **(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
PHILLIPS INDUSTRIES RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
PHILLIPS INDUSTRIES, INC.

**D** Employer Identification Number (EIN)
95-2596625

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 0 | 0 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 0 | 0 |
| **(2)** Participant contributions | 1b(2) | 0 | 0 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 316423 | 776641 |
| **(2)** U.S. Government securities | 1c(2) | 0 | 0 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | 0 | 0 |
| **(B)** All other | 1c(3)(B) | 0 | 0 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | 0 | 0 |
| **(B)** Common | 1c(4)(B) | 0 | 0 |
| **(5)** Partnership/joint venture interests | 1c(5) | 0 | 0 |
| **(6)** Real estate (other than employer real property) | 1c(6) | 0 | 0 |
| **(7)** Loans (other than to participants) | 1c(7) | 0 | 0 |
| **(8)** Participant loans | 1c(8) | 237214 | 172925 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 0 | 0 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 0 | 0 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | 0 | 0 |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | 0 | 0 |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 11123524 | 11904222 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 0 | 0 |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | 0 | 0 |
| **(2)** Employer real property | 1d(2) | 0 | 0 |
| **e** Buildings and other property used in plan operation | 1e | 0 | 0 |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 11677161 | 12853788 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | 0 | 0 |
| **h** Operating payables | 1h | 0 | 0 |
| **i** Acquisition indebtedness | 1i | 0 | 0 |
| **j** Other liabilities | 1j | 0 | 0 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 11677161 | 12853788 |

## 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) | 152733 | |
| **(B)** Participants | 2a(1)(B) | 597794 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 211266 | |
| **(2)** Noncash contributions | 2a(2) | 0 | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 961793 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 104 | |
| **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| **(E)** Participant loans | 2b(1)(E) | 8966 | |
| **(F)** Other | 2b(1)(F) | 0 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 9070 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| **(B)** Common stock | 2b(2)(B) | 0 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 777175 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 777175 |
| **(3)** Rents | 2b(3) | | 0 |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 0 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | 0 | |
| **(B)** Other | 2b(5)(B) | 0 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 0 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 49915 |
| **c** Other income | 2c | | 0 |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1797953 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 575564 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | 0 | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 575564 |
| **f** Corrective distributions (see instructions) | 2f | | 18828 |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | 2920 |
| **h** Interest expense | 2h | | 0 |
| **i** Administrative expenses: (1) Professional fees | 2i(1) | 0 | |
| (2) Contract administrator fees | 2i(2) | 0 | |
| (3) Investment advisory and management fees | 2i(3) | 1098 | |
| (4) Other | 2i(4) | 22916 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 24014 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 621326 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line **2j** from line **2d** | 2k | | 1176627 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 0 |
| (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: MOSS ADAMS LLP **(2)** EIN: 91-0189318

**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 | | 10373 |
| **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 | | X | |

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

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

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

**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
PHILLIPS INDUSTRIES RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
PHILLIPS INDUSTRIES, INC.

**D** Employer Identification Number (EIN)
95-2596625

## Part I Distributions

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

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

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

EIN(s): 04-6568107

**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

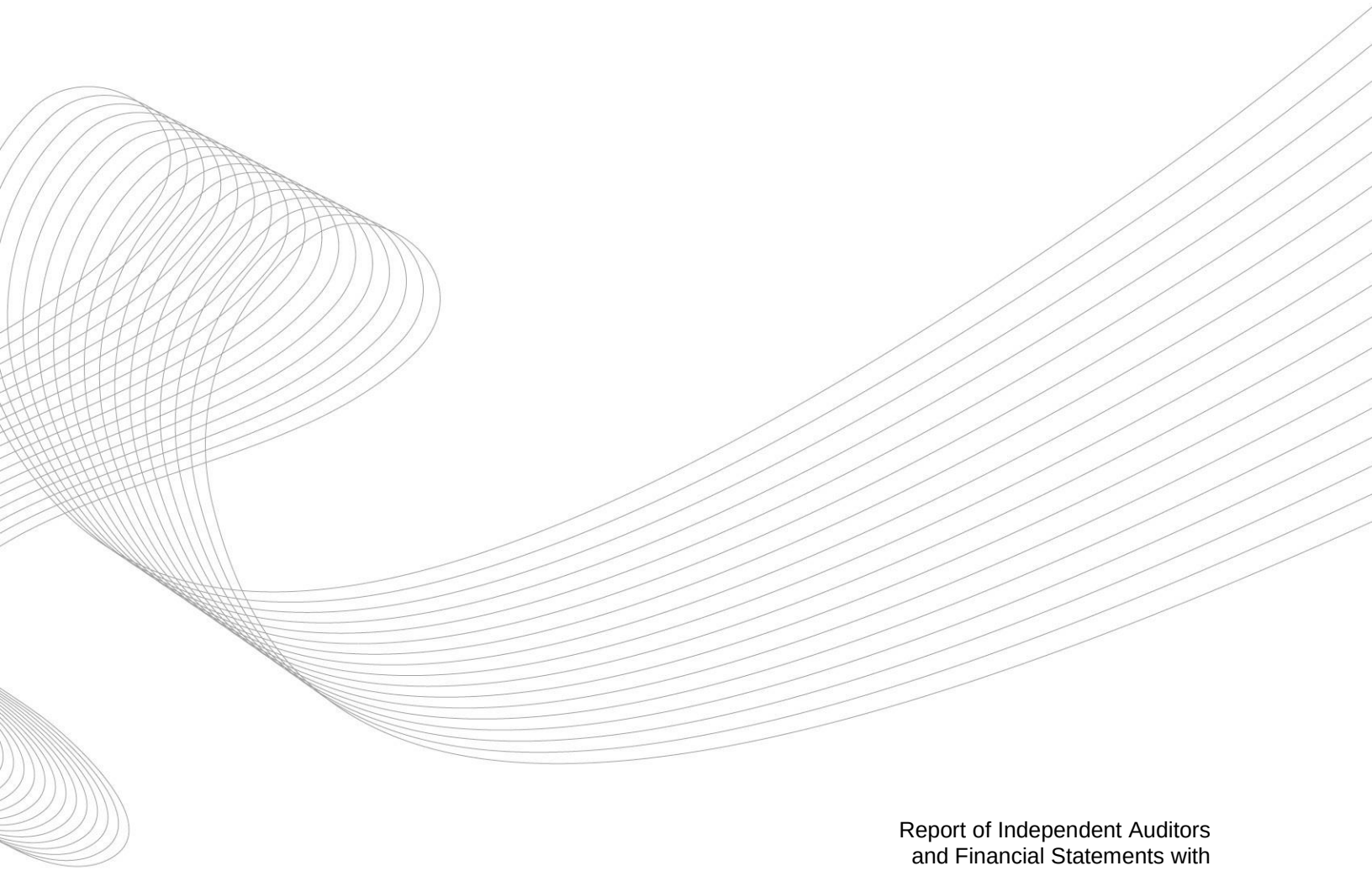
**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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



Report of Independent Auditors
and Financial Statements with
Supplementary Information for

# Phillips Industries Retirement Plan

December 31, 2014 and 2013

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

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MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

# REPORT OF INDEPENDENT AUDITORS

To the Board of Trustees
Phillips Industries Retirement Plan

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Phillips Industries Retirement Plan (the 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.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters 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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.



Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

MOSS-ADAMS LLP

***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 Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) and the Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions as of December 31, 2014, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplementary information.

**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 supplementary information, 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 DOL's Rules and Regulations for Reporting for Reporting and Disclosure under ERISA.

Moss Adams LLP

Irvine, California
October 7, 2015

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, 2014 | December 31, 2013 |
|---|---|---|
| ASSETS | | |
| Investments, at fair value | | |
| Participant directed investments | $ 12,680,863 | $ 11,439,947 |
| Receivables | | |
| Employee | 10,373 | - |
| Employer | 2,379 | - |
| Notes receivable from participants | 172,925 | 237,214 |
| | 185,677 | 237,214 |
| LIABILITIES | | |
| Excess contribution payable | - | 15,593 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 12,866,540 | $ 11,661,568 |

See accompanying notes.

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
## YEAR ENDED DECEMBER 31, 2014

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income | | |
| Net appreciation in fair value of investments | $ | 49,915 |
| Interest and dividends | | 777,279 |
| Net investment income | | 827,194 |
| Interest income on notes receivable from participants | | 8,966 |
| Contributions | | |
| Participant | | 608,167 |
| Employer | | 155,112 |
| Rollovers | | 211,266 |
| | | 974,545 |
| Total additions | | 1,810,705 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | | 581,719 |
| Administrative expenses | | 24,014 |
| Total deductions | | 605,733 |
| CHANGE IN NET ASSETS | | 1,204,972 |
| NET ASSETS AVAILABLE FOR BENEFITS | | |
| Beginning of year | | 11,661,568 |
| End of year | $ | 12,866,540 |


See accompanying notes.

**Note 1 – Description of Plan**

The following description of the Phillips Industries Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement, as amended, for a more complete description of Plan provisions.

**General** – The Plan is a 401(k) salary deferral and profit sharing plan covering substantially all employees of R.A. Phillips Industries, Inc., and is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). R.A. Phillips Industries, Inc. (the "Company") is the Plan's sponsor and serves as plan administrator.

**Eligibility** – Employees of the Company are eligible to participate in the Plan and receive employer paid matching and profit sharing contributions upon completing three months of service.

**Contributions**

*Participant Contributions* – Each year, participants may contribute between 1-60% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants.

*Employer match and profit sharing contributions* – The Company may elect to make discretionary employer matching and profit sharing contributions to the Plan. The Company determines the matching contributions percentage each year, which is applied to each participant's eligible compensation deferred to the Plan. Profit sharing contributions are allocated to participants in the same proportion as a participant's compensation bears to the total of all participants' compensation. Discretionary employer matching for the year ended December 31, 2014 totaled $155,112. There were no profit sharing contributions for the year ended December 31, 2014.

Contributions are subject to regulatory limitations.

**Participant accounts** – Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) plan earnings, and 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.

**Note 1 – Description of Plan (continued)**

**Vesting** – Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. For employer matching contributions, a participant is 100% vested upon entry date. For employer profit sharing contributions, vesting is based on years of service, with increases in increments of 20% per year starting after 2 years of service and fully vested after 4 additional years of service.

**Notes receivable from participants** – Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan must be repaid within a reasonable period of time not to exceed ten years. Under the terms of the Plan agreement, plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. As of December 31, 2014, the rate of interest on outstanding loans was 4.25% with various maturities through November 2023.

**Payment of benefits** – On termination of service 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.

**Forfeitures** – Forfeitures are the non-vested portion of a participant's account that are lost upon termination of employment. Forfeitures are retained in the Plan and will first be used to pay plan administrative expenses, with any remaining amount used to reduce future Company contributions. As of December 31, 2014 and 2013, forfeited non-vested accounts totaled $4,168 and $1,078, respectively. For the year ended December 31, 2014, $14,752 of plan administration expenses were paid from the forfeited non-vested accounts and no amounts were applied to reduce employer contributions.

**Note 2 – Summary of Significant Accounting Policies**

**Basis of accounting** – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

**Use of estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

**Note 2 – Summary of Significant Accounting Policies (continued)**

***Recent Accounting Pronouncement***

ASU 2015–12– In July 2015 FASB issued ASU 2015–12, Plan Accounting: Defined Contribution Pension Plans (Topic 962) I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures, and III. Measurement Date Practical Expedient. The amendments remove the requirement to:

- Disclose individual investments held which exceed 5% of net assets available for benefits.
- Disclose net appreciation in fair value of investments by type of investment held.
- Disaggregate investments reported in the fair value hierarchy table by class of investment. They may be presented by general type only.

ASU 2015–12 has been adopted for the December 31, 2014 plan year end; however, the retrospective approach requires that the above items, applicable to the prior year, be presented in accordance with ASU 2015–12 as well.

**Investment valuation** – Investments are stated at fair value as certified by the Plan's trustee, Fidelity Management Trust Company.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

**Income recognition** – Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

**Notes receivable from participants** – Notes receivable from participants are measured at amortized cost, which represents unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based on the terms of the Plan document.

**Payment of benefits** – Benefits are recorded when paid.

**Expenses** – All expenses of maintaining the Plan are paid by the Company. Certain transaction fees are paid by the Plan.

**Excess contributions payable** – Excess contributions payable represent amounts refunded to participants after year end to comply with regulatory contribution limitations.

**Note 2 – Summary of Significant Accounting Policies (continued)**

**Subsequent events** – Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits but arose after the statement of net assets available for benefits date and before financial statements are available to be issued.

The Plan has evaluated subsequent events through October 7, 2015, which is the date the financial statements were available to be issued.

**Note 3 – Fair Value Measurements**

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

The three levels of the fair value hierarchy are described as follows:

**Level 1** Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

**Level 2** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

**Level 3** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

**Note 3 – Fair Value Measurements (continued)**

*Registered investment companies (Mutual funds)*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

The following table discloses by level, the fair value hierarchy, of the Plan's assets at fair value as of December 31, 2014 and 2013:

| | Investment Assets at Fair Value as of December 31, 2014 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies: | $ 12,680,863 | $ - | $ - | $ 12,680,863 |
| Total assets at fair value | $ 12,680,863 | $ - | $ - | $ 12,680,863 |

| | Investment Assets at Fair Value as of December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies: | $ 11,439,947 | $ - | $ - | $ 11,439,947 |
| Total assets at fair value | $ 11,439,947 | $ - | $ - | $ 11,439,947 |

**Note 4 – Tax Status**

The plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service on March 31, 2008, which stated that the plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

**Note 5 – Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities that changes in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

**Note 6 – Information Certified by the Trustee**

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2014 and 2013.

- Net appreciation in fair value of investments, dividends and interest, and interest income from notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2014.

- Investments reflected on the supplemental schedule of assets (held at end of year).

**Note 7 – Party-in-Interest Transactions**

Plan investments include shares of registered investment company funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee of the Plan and an affiliate of the Company and, therefore, transactions with these entities qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were $24,014 for the year ended December 31, 2014.

**Note 8 – Plan Termination**

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

**Note 9 – Reconciliation to Form 5500**

The following is a reconciliation of the net assets available for benefits between the financial statements and the Form 5500 as of December 31:

| | 2014 | 2013 |
|---|---|---|
| Net assets available for benefits, per the financial statements | $ 12,866,540 | $ 11,661,568 |
| Less: current year employee receivable | (10,373) | - |
| Less: current year employer receivable | (2,379) | - |
| Add: excess contribution payable | - | 15,593 |
| Net assets per the Form 5500 | $ 12,853,788 | $ 11,677,161 |

The following is a reconciliation of the change in net assets available for benefits between the financial statements and the Form 5500 for the year ended December 31, 2014:

| | |
|---|---|
| Change in net assets per the financial statements | $ 1,204,972 |
| Less: current year employee receivable | (10,373) |
| Less: current year employer receivable | (2,379) |
| Less: PY excess contribution payable | (15,593) |
| Net income per the Form 5500 | $ 1,176,627 |

**Note 10 – Delinquent Contributions**

As disclosed in the accompanying supplemental schedule, certain employee deferrals were not remitted to the Plan within the timeframe required by the Department of Labor. The Company has determined the amount of related lost earnings and has remitted these amounts to participants' accounts subsequent to year end.

## SUPPLEMENTARY INFORMATION
## REQUIRED BY THE DEPARTMENT OF LABOR

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## EIN: 95–2596625
## PLAN #: 001
## SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
## DECEMBER 31, 2014

| (a) | (b) Identity of issuer, borrower, lessor or similar party | (c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | Mutual Funds | | | |
| * | Fidelity Balanced | Registered Investment Company | ** | $ 1,746,663 |
| | Spartan 500 Index Advantage | Registered Investment Company | ** | 1,052,372 |
| * | Fidelity Convertible Securities | Registered Investment Company | ** | 989,873 |
| * | Fidelity Value | Registered Investment Company | ** | 967,435 |
| | American Beacon Large Cap Value Inv | Registered Investment Company | ** | 889,616 |
| * | Fidelity Low-Priced Stock | Registered Investment Company | ** | 839,162 |
| * | Fidelity Retirement Money Market | Registered Investment Company | ** | 776,641 |
| * | Fidelity Freedom 2030 | Registered Investment Company | ** | 512,904 |
| * | Fidelity Freedom Income | Registered Investment Company | ** | 492,722 |
| * | Fidelity OTC | Registered Investment Company | ** | 406,046 |
| * | Fidelity Mid-Cap Stock | Registered Investment Company | ** | 371,066 |
| * | Fidelity Contrafund | Registered Investment Company | ** | 330,038 |
| * | Fidelity Export & Multinational | Registered Investment Company | ** | 316,223 |
| * | Fidelity Short-Term Bond | Registered Investment Company | ** | 304,984 |
| | Oakmark International I | Registered Investment Company | ** | 294,611 |
| | Guggenheim Mid Cap Value A | Registered Investment Company | ** | 254,929 |
| | Spartan US Bond Index Advantage | Registered Investment Company | ** | 253,473 |
| * | Fidelity Freedom 2035 | Registered Investment Company | ** | 247,753 |
| * | Fidelity Freedom 2020 | Registered Investment Company | ** | 230,151 |
| * | Fidelity International Discovery | Registered Investment Company | ** | 217,204 |
| * | Fidelity Freedom 2010 | Registered Investment Company | ** | 216,797 |
| * | Fidelity Capital & Income | Registered Investment Company | ** | 188,927 |
| * | Fidelity Freedom 2025 | Registered Investment Company | ** | 184,271 |
| * | Fidelity Freedom 2015 | Registered Investment Company | ** | 180,161 |
| * | Fidelity Small Cap Growth | Registered Investment Company | ** | 121,916 |
| * | Fidelity Strategic Income | Registered Investment Company | ** | 89,017 |
| | Spartan International Index Advantage | Registered Investment Company | ** | 43,750 |
| * | Fidelity Freedom 2040 | Registered Investment Company | ** | 39,669 |
| * | Fidelity Freedom 2050 | Registered Investment Company | ** | 35,792 |
| * | Fidelity Nasdaq Composite Index | Registered Investment Company | ** | 23,840 |
| | JPMorgan Small Cap Value A | Registered Investment Company | ** | 22,284 |
| | Spartan Small Cap Index Advantage | Registered Investment Company | ** | 13,692 |
| * | Fidelity Freedom 2045 | Registered Investment Company | ** | 10,264 |
| | Spartan Mid Cap Index Advantage | Registered Investment Company | ** | 7,437 |
| | RBC Small Cap Core | Registered Investment Company | ** | 4,587 |
| * | Fidelity Freedom 2060 | Registered Investment Company | ** | 2,500 |
| * | Fidelity Freedon 2055 | Registered Investment Company | ** | 2,093 |
| * | Participant Loans | Interest rates with range of 4.25% to 6.00%, maturing through November 2023 | - | 172,925 |
| | | | | $ 12,853,788 |

* Indicates party-in-interest.

** Information is not required as investments are participant directed.

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## EIN: 95–2596625
## PLAN #: 001
## SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT CONTRIBUTIONS
## YEAR ENDED DECEMBER 31, 2014

| Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions: Contributions Not Corrected | Total that Constitute Nonexempt Prohibited Transactions: Contributions Corrected Outside VFCP | Total that Constitute Nonexempt Prohibited Transactions: Contributions Pendsing Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002-51 |
|---|---|---|---|---|
| Check here if Late Participant Loan Repayments are included: | $ - | $ 10,373 | $ - | $ - |

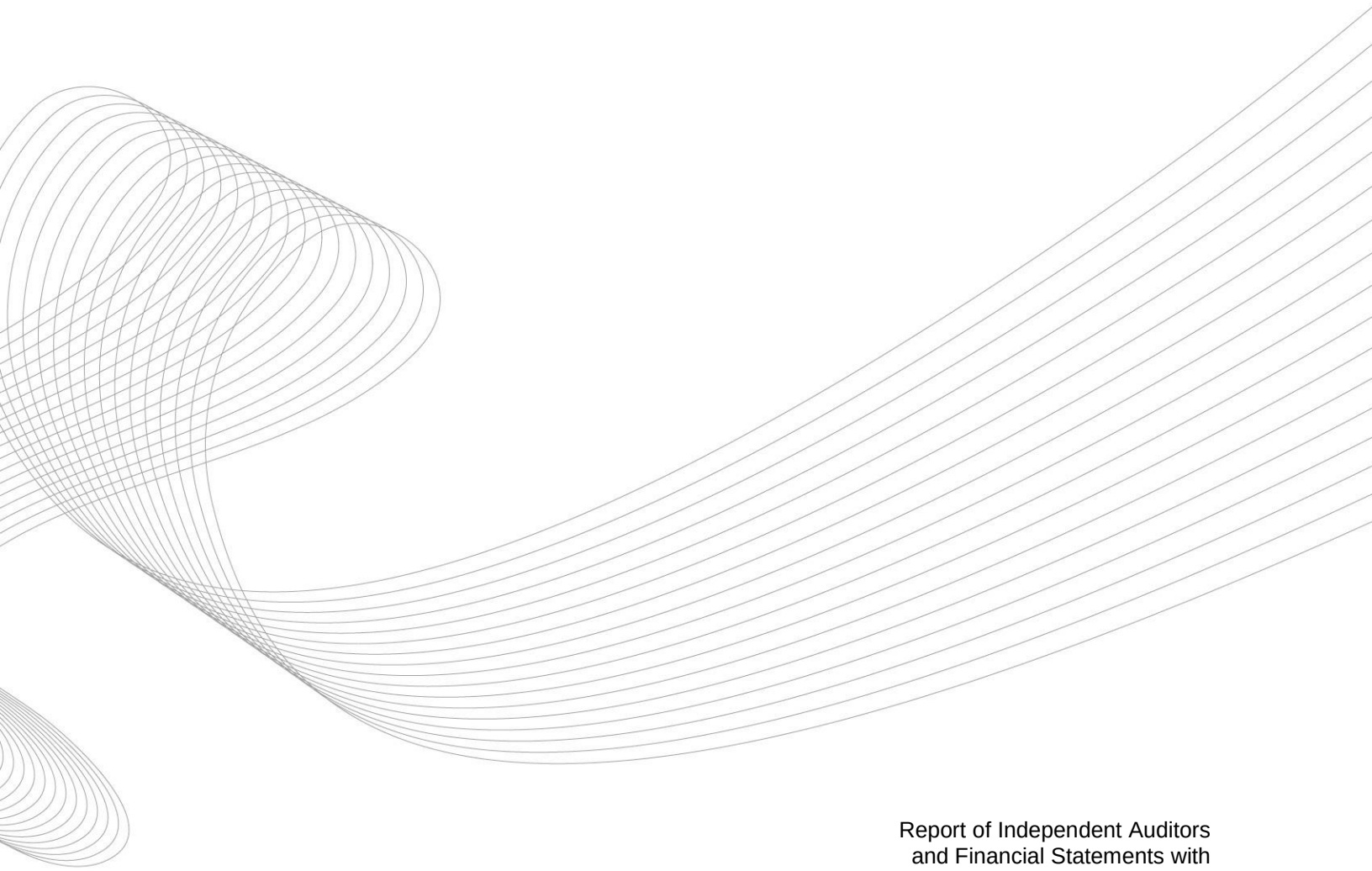
**PHILLIPS INDUSTRIES RETIREMENT PLAN**

**EIN: 95-2596625**

**PLAN #: 001**

**YEAR ENDED DECEMBER 31, 2014**

Filing of this 5500 is late because management was unavailable to review final documents.



Report of Independent Auditors
and Financial Statements with
Supplementary Information for

# Phillips Industries Retirement Plan

December 31, 2014 and 2013

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

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MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

# REPORT OF INDEPENDENT AUDITORS

To the Board of Trustees
Phillips Industries Retirement Plan

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Phillips Industries Retirement Plan (the 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.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters 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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.



Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

MOSS-ADAMS LLP

***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 Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) and the Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions as of December 31, 2014, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplementary information.

**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 supplementary information, 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 DOL's Rules and Regulations for Reporting for Reporting and Disclosure under ERISA.

Moss Adams LLP

Irvine, California
October 7, 2015

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, 2014 | December 31, 2013 |
|---|---|---|
| ASSETS | | |
| Investments, at fair value | | |
| Participant directed investments | $ 12,680,863 | $ 11,439,947 |
| Receivables | | |
| Employee | 10,373 | - |
| Employer | 2,379 | - |
| Notes receivable from participants | 172,925 | 237,214 |
| | 185,677 | 237,214 |
| LIABILITIES | | |
| Excess contribution payable | - | 15,593 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 12,866,540 | $ 11,661,568 |

See accompanying notes.

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
## YEAR ENDED DECEMBER 31, 2014

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income | | |
| Net appreciation in fair value of investments | $ | 49,915 |
| Interest and dividends | | 777,279 |
| Net investment income | | 827,194 |
| Interest income on notes receivable from participants | | 8,966 |
| Contributions | | |
| Participant | | 608,167 |
| Employer | | 155,112 |
| Rollovers | | 211,266 |
| | | 974,545 |
| Total additions | | 1,810,705 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | | 581,719 |
| Administrative expenses | | 24,014 |
| Total deductions | | 605,733 |
| CHANGE IN NET ASSETS | | 1,204,972 |
| NET ASSETS AVAILABLE FOR BENEFITS | | |
| Beginning of year | | 11,661,568 |
| End of year | $ | 12,866,540 |


See accompanying notes.

**Note 1 – Description of Plan**

The following description of the Phillips Industries Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement, as amended, for a more complete description of Plan provisions.

**General** – The Plan is a 401(k) salary deferral and profit sharing plan covering substantially all employees of R.A. Phillips Industries, Inc., and is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). R.A. Phillips Industries, Inc. (the "Company") is the Plan's sponsor and serves as plan administrator.

**Eligibility** – Employees of the Company are eligible to participate in the Plan and receive employer paid matching and profit sharing contributions upon completing three months of service.

**Contributions**

*Participant Contributions* – Each year, participants may contribute between 1-60% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants.

*Employer match and profit sharing contributions* – The Company may elect to make discretionary employer matching and profit sharing contributions to the Plan. The Company determines the matching contributions percentage each year, which is applied to each participant's eligible compensation deferred to the Plan. Profit sharing contributions are allocated to participants in the same proportion as a participant's compensation bears to the total of all participants' compensation. Discretionary employer matching for the year ended December 31, 2014 totaled $155,112. There were no profit sharing contributions for the year ended December 31, 2014.

Contributions are subject to regulatory limitations.

**Participant accounts** – Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) plan earnings, and 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.

**Note 1 – Description of Plan (continued)**

**Vesting** – Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. For employer matching contributions, a participant is 100% vested upon entry date. For employer profit sharing contributions, vesting is based on years of service, with increases in increments of 20% per year starting after 2 years of service and fully vested after 4 additional years of service.

**Notes receivable from participants** – Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan must be repaid within a reasonable period of time not to exceed ten years. Under the terms of the Plan agreement, plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. As of December 31, 2014, the rate of interest on outstanding loans was 4.25% with various maturities through November 2023.

**Payment of benefits** – On termination of service 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.

**Forfeitures** – Forfeitures are the non-vested portion of a participant's account that are lost upon termination of employment. Forfeitures are retained in the Plan and will first be used to pay plan administrative expenses, with any remaining amount used to reduce future Company contributions. As of December 31, 2014 and 2013, forfeited non-vested accounts totaled $4,168 and $1,078, respectively. For the year ended December 31, 2014, $14,752 of plan administration expenses were paid from the forfeited non-vested accounts and no amounts were applied to reduce employer contributions.

**Note 2 – Summary of Significant Accounting Policies**

**Basis of accounting** – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

**Use of estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

**Note 2 – Summary of Significant Accounting Policies (continued)**

***Recent Accounting Pronouncement***

ASU 2015–12– In July 2015 FASB issued ASU 2015–12, Plan Accounting: Defined Contribution Pension Plans (Topic 962) I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures, and III. Measurement Date Practical Expedient. The amendments remove the requirement to:

- Disclose individual investments held which exceed 5% of net assets available for benefits.
- Disclose net appreciation in fair value of investments by type of investment held.
- Disaggregate investments reported in the fair value hierarchy table by class of investment. They may be presented by general type only.

ASU 2015–12 has been adopted for the December 31, 2014 plan year end; however, the retrospective approach requires that the above items, applicable to the prior year, be presented in accordance with ASU 2015–12 as well.

**Investment valuation** – Investments are stated at fair value as certified by the Plan's trustee, Fidelity Management Trust Company.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

**Income recognition** – Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

**Notes receivable from participants** – Notes receivable from participants are measured at amortized cost, which represents unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based on the terms of the Plan document.

**Payment of benefits** – Benefits are recorded when paid.

**Expenses** – All expenses of maintaining the Plan are paid by the Company. Certain transaction fees are paid by the Plan.

**Excess contributions payable** – Excess contributions payable represent amounts refunded to participants after year end to comply with regulatory contribution limitations.

**Note 2 – Summary of Significant Accounting Policies (continued)**

**Subsequent events** – Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits but arose after the statement of net assets available for benefits date and before financial statements are available to be issued.

The Plan has evaluated subsequent events through October 7, 2015, which is the date the financial statements were available to be issued.

**Note 3 – Fair Value Measurements**

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

The three levels of the fair value hierarchy are described as follows:

**Level 1** Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

**Level 2** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

**Level 3** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

**Note 3 – Fair Value Measurements (continued)**

*Registered investment companies (Mutual funds)*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

The following table discloses by level, the fair value hierarchy, of the Plan's assets at fair value as of December 31, 2014 and 2013:

| | Investment Assets at Fair Value as of December 31, 2014 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies: | $ 12,680,863 | $ - | $ - | $ 12,680,863 |
| Total assets at fair value | $ 12,680,863 | $ - | $ - | $ 12,680,863 |

| | Investment Assets at Fair Value as of December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies: | $ 11,439,947 | $ - | $ - | $ 11,439,947 |
| Total assets at fair value | $ 11,439,947 | $ - | $ - | $ 11,439,947 |

**Note 4 – Tax Status**

The plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service on March 31, 2008, which stated that the plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

**Note 5 – Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities that changes in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

**Note 6 – Information Certified by the Trustee**

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2014 and 2013.

- Net appreciation in fair value of investments, dividends and interest, and interest income from notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2014.

- Investments reflected on the supplemental schedule of assets (held at end of year).

**Note 7 – Party-in-Interest Transactions**

Plan investments include shares of registered investment company funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee of the Plan and an affiliate of the Company and, therefore, transactions with these entities qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were $24,014 for the year ended December 31, 2014.

**Note 8 – Plan Termination**

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

**Note 9 – Reconciliation to Form 5500**

The following is a reconciliation of the net assets available for benefits between the financial statements and the Form 5500 as of December 31:

| | 2014 | 2013 |
|---|---|---|
| Net assets available for benefits, per the financial statements | $ 12,866,540 | $ 11,661,568 |
| Less: current year employee receivable | (10,373) | - |
| Less: current year employer receivable | (2,379) | - |
| Add: excess contribution payable | - | 15,593 |
| Net assets per the Form 5500 | $ 12,853,788 | $ 11,677,161 |

The following is a reconciliation of the change in net assets available for benefits between the financial statements and the Form 5500 for the year ended December 31, 2014:

| | |
|---|---|
| Change in net assets per the financial statements | $ 1,204,972 |
| Less: current year employee receivable | (10,373) |
| Less: current year employer receivable | (2,379) |
| Less: PY excess contribution payable | (15,593) |
| Net income per the Form 5500 | $ 1,176,627 |

**Note 10 – Delinquent Contributions**

As disclosed in the accompanying supplemental schedule, certain employee deferrals were not remitted to the Plan within the timeframe required by the Department of Labor. The Company has determined the amount of related lost earnings and has remitted these amounts to participants' accounts subsequent to year end.

## SUPPLEMENTARY INFORMATION
## REQUIRED BY THE DEPARTMENT OF LABOR

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## EIN: 95–2596625
## PLAN #: 001
## SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
## DECEMBER 31, 2014

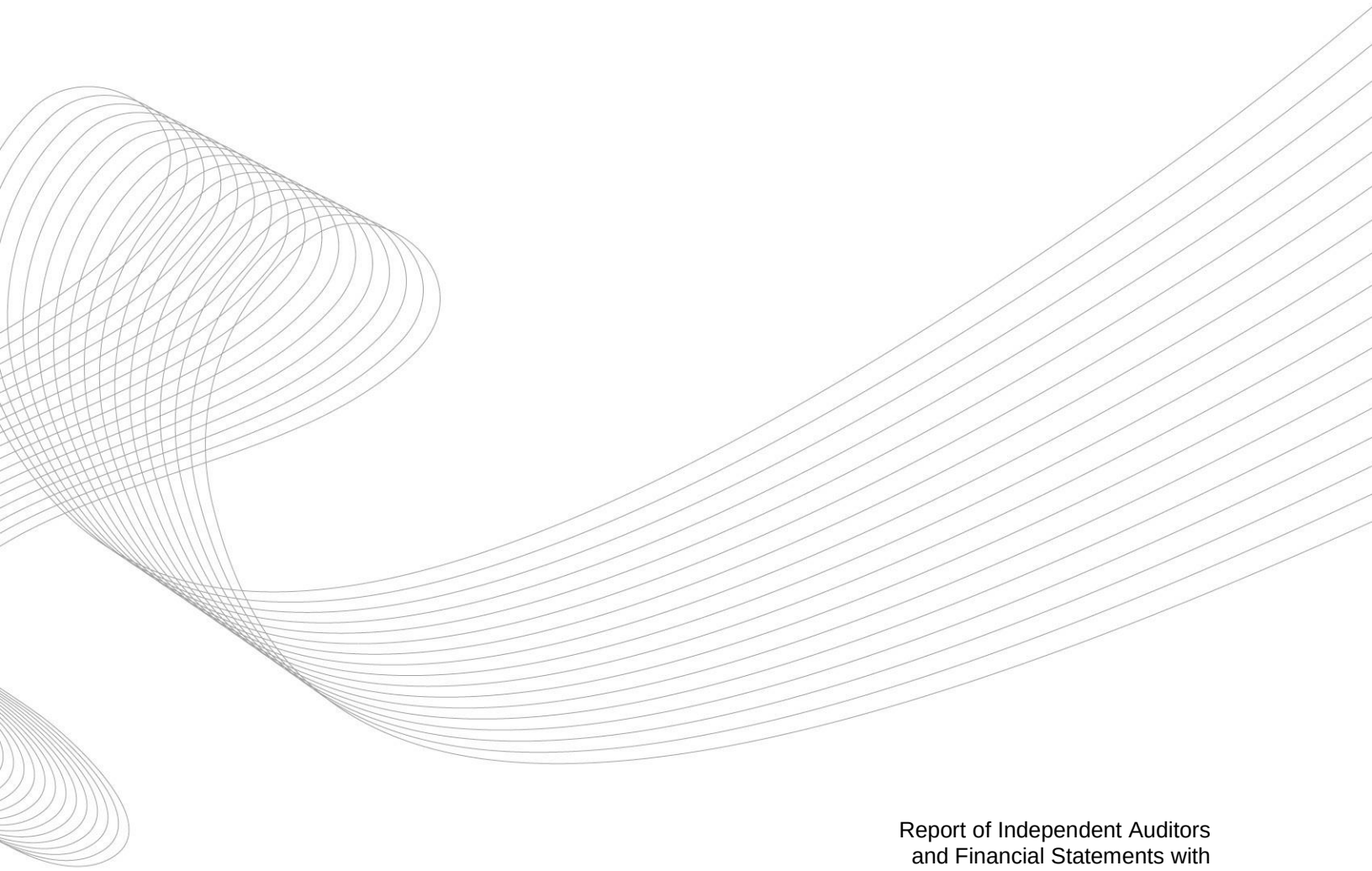
| (a) | (b) Identity of issuer, borrower, lessor or similar party | (c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | Mutual Funds | | | |
| * | Fidelity Balanced | Registered Investment Company | ** | $ 1,746,663 |
| | Spartan 500 Index Advantage | Registered Investment Company | ** | 1,052,372 |
| * | Fidelity Convertible Securities | Registered Investment Company | ** | 989,873 |
| * | Fidelity Value | Registered Investment Company | ** | 967,435 |
| | American Beacon Large Cap Value Inv | Registered Investment Company | ** | 889,616 |
| * | Fidelity Low-Priced Stock | Registered Investment Company | ** | 839,162 |
| * | Fidelity Retirement Money Market | Registered Investment Company | ** | 776,641 |
| * | Fidelity Freedom 2030 | Registered Investment Company | ** | 512,904 |
| * | Fidelity Freedom Income | Registered Investment Company | ** | 492,722 |
| * | Fidelity OTC | Registered Investment Company | ** | 406,046 |
| * | Fidelity Mid-Cap Stock | Registered Investment Company | ** | 371,066 |
| * | Fidelity Contrafund | Registered Investment Company | ** | 330,038 |
| * | Fidelity Export & Multinational | Registered Investment Company | ** | 316,223 |
| * | Fidelity Short-Term Bond | Registered Investment Company | ** | 304,984 |
| | Oakmark International I | Registered Investment Company | ** | 294,611 |
| | Guggenheim Mid Cap Value A | Registered Investment Company | ** | 254,929 |
| | Spartan US Bond Index Advantage | Registered Investment Company | ** | 253,473 |
| * | Fidelity Freedom 2035 | Registered Investment Company | ** | 247,753 |
| * | Fidelity Freedom 2020 | Registered Investment Company | ** | 230,151 |
| * | Fidelity International Discovery | Registered Investment Company | ** | 217,204 |
| * | Fidelity Freedom 2010 | Registered Investment Company | ** | 216,797 |
| * | Fidelity Capital & Income | Registered Investment Company | ** | 188,927 |
| * | Fidelity Freedom 2025 | Registered Investment Company | ** | 184,271 |
| * | Fidelity Freedom 2015 | Registered Investment Company | ** | 180,161 |
| * | Fidelity Small Cap Growth | Registered Investment Company | ** | 121,916 |
| * | Fidelity Strategic Income | Registered Investment Company | ** | 89,017 |
| | Spartan International Index Advantage | Registered Investment Company | ** | 43,750 |
| * | Fidelity Freedom 2040 | Registered Investment Company | ** | 39,669 |
| * | Fidelity Freedom 2050 | Registered Investment Company | ** | 35,792 |
| * | Fidelity Nasdaq Composite Index | Registered Investment Company | ** | 23,840 |
| | JPMorgan Small Cap Value A | Registered Investment Company | ** | 22,284 |
| | Spartan Small Cap Index Advantage | Registered Investment Company | ** | 13,692 |
| * | Fidelity Freedom 2045 | Registered Investment Company | ** | 10,264 |
| | Spartan Mid Cap Index Advantage | Registered Investment Company | ** | 7,437 |
| | RBC Small Cap Core | Registered Investment Company | ** | 4,587 |
| * | Fidelity Freedom 2060 | Registered Investment Company | ** | 2,500 |
| * | Fidelity Freedon 2055 | Registered Investment Company | ** | 2,093 |
| * | Participant Loans | Interest rates with range of 4.25% to 6.00%, maturing through November 2023 | - | 172,925 |
| | | | | $ 12,853,788 |

* Indicates party-in-interest.

** Information is not required as investments are participant directed.

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## EIN: 95–2596625
## PLAN #: 001
## SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT CONTRIBUTIONS
## YEAR ENDED DECEMBER 31, 2014

| Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions: Contributions Not Corrected | Total that Constitute Nonexempt Prohibited Transactions: Contributions Corrected Outside VFCP | Total that Constitute Nonexempt Prohibited Transactions: Contributions Pendsing Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002-51 |
|---|---|---|---|---|
| Check here if Late Participant Loan Repayments are included: | $ - | $ 10,373 | $ - | $ - |



Report of Independent Auditors
and Financial Statements with
Supplementary Information for

# Phillips Industries Retirement Plan

December 31, 2014 and 2013

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

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MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

# REPORT OF INDEPENDENT AUDITORS

To the Board of Trustees
Phillips Industries Retirement Plan

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Phillips Industries Retirement Plan (the 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.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters 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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.



Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

MOSS-ADAMS LLP

***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 Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) and the Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions as of December 31, 2014, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplementary information.

**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 supplementary information, 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 DOL's Rules and Regulations for Reporting for Reporting and Disclosure under ERISA.

Moss Adams LLP

Irvine, California
October 7, 2015

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, 2014 | December 31, 2013 |
|---|---|---|
| ASSETS | | |
| Investments, at fair value | | |
| Participant directed investments | $ 12,680,863 | $ 11,439,947 |
| Receivables | | |
| Employee | 10,373 | - |
| Employer | 2,379 | - |
| Notes receivable from participants | 172,925 | 237,214 |
| | 185,677 | 237,214 |
| LIABILITIES | | |
| Excess contribution payable | - | 15,593 |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 12,866,540 | $ 11,661,568 |

See accompanying notes.

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
## YEAR ENDED DECEMBER 31, 2014

| | | |
|---|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | | |
| Investment income | | |
| Net appreciation in fair value of investments | $ | 49,915 |
| Interest and dividends | | 777,279 |
| Net investment income | | 827,194 |
| Interest income on notes receivable from participants | | 8,966 |
| Contributions | | |
| Participant | | 608,167 |
| Employer | | 155,112 |
| Rollovers | | 211,266 |
| | | 974,545 |
| Total additions | | 1,810,705 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | | |
| Benefits paid to participants | | 581,719 |
| Administrative expenses | | 24,014 |
| Total deductions | | 605,733 |
| CHANGE IN NET ASSETS | | 1,204,972 |
| NET ASSETS AVAILABLE FOR BENEFITS | | |
| Beginning of year | | 11,661,568 |
| End of year | $ | 12,866,540 |


See accompanying notes.

**Note 1 – Description of Plan**

The following description of the Phillips Industries Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement, as amended, for a more complete description of Plan provisions.

**General** – The Plan is a 401(k) salary deferral and profit sharing plan covering substantially all employees of R.A. Phillips Industries, Inc., and is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). R.A. Phillips Industries, Inc. (the "Company") is the Plan's sponsor and serves as plan administrator.

**Eligibility** – Employees of the Company are eligible to participate in the Plan and receive employer paid matching and profit sharing contributions upon completing three months of service.

**Contributions**

*Participant Contributions* – Each year, participants may contribute between 1-60% of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants.

*Employer match and profit sharing contributions* – The Company may elect to make discretionary employer matching and profit sharing contributions to the Plan. The Company determines the matching contributions percentage each year, which is applied to each participant's eligible compensation deferred to the Plan. Profit sharing contributions are allocated to participants in the same proportion as a participant's compensation bears to the total of all participants' compensation. Discretionary employer matching for the year ended December 31, 2014 totaled $155,112. There were no profit sharing contributions for the year ended December 31, 2014.

Contributions are subject to regulatory limitations.

**Participant accounts** – Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) plan earnings, and 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.

**Note 1 – Description of Plan (continued)**

**Vesting** – Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. For employer matching contributions, a participant is 100% vested upon entry date. For employer profit sharing contributions, vesting is based on years of service, with increases in increments of 20% per year starting after 2 years of service and fully vested after 4 additional years of service.

**Notes receivable from participants** – Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are issued by the Plan and secured by the balance in the participant's account. All loans must be repaid within a period of five years, unless the loan is used to purchase a principal residence, in which case, the loan must be repaid within a reasonable period of time not to exceed ten years. Under the terms of the Plan agreement, plan loans will bear a reasonable rate of interest determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions. As of December 31, 2014, the rate of interest on outstanding loans was 4.25% with various maturities through November 2023.

**Payment of benefits** – On termination of service 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.

**Forfeitures** – Forfeitures are the non-vested portion of a participant's account that are lost upon termination of employment. Forfeitures are retained in the Plan and will first be used to pay plan administrative expenses, with any remaining amount used to reduce future Company contributions. As of December 31, 2014 and 2013, forfeited non-vested accounts totaled $4,168 and $1,078, respectively. For the year ended December 31, 2014, $14,752 of plan administration expenses were paid from the forfeited non-vested accounts and no amounts were applied to reduce employer contributions.

**Note 2 – Summary of Significant Accounting Policies**

**Basis of accounting** – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual method of accounting.

**Use of estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

**Note 2 – Summary of Significant Accounting Policies (continued)**

***Recent Accounting Pronouncement***

ASU 2015–12– In July 2015 FASB issued ASU 2015–12, Plan Accounting: Defined Contribution Pension Plans (Topic 962) I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures, and III. Measurement Date Practical Expedient. The amendments remove the requirement to:

- Disclose individual investments held which exceed 5% of net assets available for benefits.
- Disclose net appreciation in fair value of investments by type of investment held.
- Disaggregate investments reported in the fair value hierarchy table by class of investment. They may be presented by general type only.

ASU 2015–12 has been adopted for the December 31, 2014 plan year end; however, the retrospective approach requires that the above items, applicable to the prior year, be presented in accordance with ASU 2015–12 as well.

**Investment valuation** – Investments are stated at fair value as certified by the Plan's trustee, Fidelity Management Trust Company.

Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

**Income recognition** – Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

**Notes receivable from participants** – Notes receivable from participants are measured at amortized cost, which represents unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based on the terms of the Plan document.

**Payment of benefits** – Benefits are recorded when paid.

**Expenses** – All expenses of maintaining the Plan are paid by the Company. Certain transaction fees are paid by the Plan.

**Excess contributions payable** – Excess contributions payable represent amounts refunded to participants after year end to comply with regulatory contribution limitations.

**Note 2 – Summary of Significant Accounting Policies (continued)**

**Subsequent events** – Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before financial statements are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of net assets available for benefits but arose after the statement of net assets available for benefits date and before financial statements are available to be issued.

The Plan has evaluated subsequent events through October 7, 2015, which is the date the financial statements were available to be issued.

**Note 3 – Fair Value Measurements**

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

The three levels of the fair value hierarchy are described as follows:

**Level 1** Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

**Level 2** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

**Level 3** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

**Note 3 – Fair Value Measurements (continued)**

*Registered investment companies (Mutual funds)*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

The following table discloses by level, the fair value hierarchy, of the Plan's assets at fair value as of December 31, 2014 and 2013:

| | Investment Assets at Fair Value as of December 31, 2014 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies: | $ 12,680,863 | $ - | $ - | $ 12,680,863 |
| Total assets at fair value | $ 12,680,863 | $ - | $ - | $ 12,680,863 |

| | Investment Assets at Fair Value as of December 31, 2013 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investment companies: | $ 11,439,947 | $ - | $ - | $ 11,439,947 |
| Total assets at fair value | $ 11,439,947 | $ - | $ - | $ 11,439,947 |

**Note 4 – Tax Status**

The plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service on March 31, 2008, which stated that the plan, as then designed, was in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

**Note 5 – Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities that changes in the near term could materially affect a participant's account balance and the amounts reported in the financial statements.

**Note 6 – Information Certified by the Trustee**

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2014 and 2013.

- Net appreciation in fair value of investments, dividends and interest, and interest income from notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2014.

- Investments reflected on the supplemental schedule of assets (held at end of year).

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Plan investments include shares of registered investment company funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee of the Plan and an affiliate of the Company and, therefore, transactions with these entities qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were $24,014 for the year ended December 31, 2014.

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Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

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The following is a reconciliation of the net assets available for benefits between the financial statements and the Form 5500 as of December 31:

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| Less: current year employer receivable | (2,379) | - |
| Add: excess contribution payable | - | 15,593 |
| Net assets per the Form 5500 | $ 12,853,788 | $ 11,677,161 |

The following is a reconciliation of the change in net assets available for benefits between the financial statements and the Form 5500 for the year ended December 31, 2014:

| | |
|---|---|
| Change in net assets per the financial statements | $ 1,204,972 |
| Less: current year employee receivable | (10,373) |
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| Less: PY excess contribution payable | (15,593) |
| Net income per the Form 5500 | $ 1,176,627 |

**Note 10 – Delinquent Contributions**

As disclosed in the accompanying supplemental schedule, certain employee deferrals were not remitted to the Plan within the timeframe required by the Department of Labor. The Company has determined the amount of related lost earnings and has remitted these amounts to participants' accounts subsequent to year end.

## SUPPLEMENTARY INFORMATION
## REQUIRED BY THE DEPARTMENT OF LABOR

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## EIN: 95–2596625
## PLAN #: 001
## SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
## DECEMBER 31, 2014

| (a) | (b) Identity of issuer, borrower, lessor or similar party | (c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | Mutual Funds | | | |
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| | American Beacon Large Cap Value Inv | Registered Investment Company | ** | 889,616 |
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| * | Fidelity Retirement Money Market | Registered Investment Company | ** | 776,641 |
| * | Fidelity Freedom 2030 | Registered Investment Company | ** | 512,904 |
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| * | Fidelity OTC | Registered Investment Company | ** | 406,046 |
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| * | Fidelity Capital & Income | Registered Investment Company | ** | 188,927 |
| * | Fidelity Freedom 2025 | Registered Investment Company | ** | 184,271 |
| * | Fidelity Freedom 2015 | Registered Investment Company | ** | 180,161 |
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| | Spartan Mid Cap Index Advantage | Registered Investment Company | ** | 7,437 |
| | RBC Small Cap Core | Registered Investment Company | ** | 4,587 |
| * | Fidelity Freedom 2060 | Registered Investment Company | ** | 2,500 |
| * | Fidelity Freedon 2055 | Registered Investment Company | ** | 2,093 |
| * | Participant Loans | Interest rates with range of 4.25% to 6.00%, maturing through November 2023 | - | 172,925 |
| | | | | $ 12,853,788 |

* Indicates party-in-interest.

** Information is not required as investments are participant directed.

# PHILLIPS INDUSTRIES RETIREMENT PLAN
## EIN: 95–2596625
## PLAN #: 001
## SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT CONTRIBUTIONS
## YEAR ENDED DECEMBER 31, 2014

| Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions: Contributions Not Corrected | Total that Constitute Nonexempt Prohibited Transactions: Contributions Corrected Outside VFCP | Total that Constitute Nonexempt Prohibited Transactions: Contributions Pendsing Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002-51 |
|---|---|---|---|---|
| Check here if Late Participant Loan Repayments are included: | $ - | $ 10,373 | $ - | $ - |