

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
		2015
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>04/30/2015</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) ____ B This return/report is: ☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☒ a short plan year return/report (less than 12 months). C If the plan is a collectively-bargained plan, check here. ☐ D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>BRISTOL INDUSTRIES 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>10/01/1996</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BRISTOL INDUSTRIES</u> <u>630 EAST LAMBERT ROAD</u> <u>BREA, CA 92821</u>	2b Employer Identification Number (EIN) <u>46-4857432</u> 2c Plan Sponsor's telephone number <u>714-990-4121</u> 2d Business code (see instructions) <u>332700</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>02/10/2016</u>	<u>WENDY GEURTS</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>02/10/2016</u>	<u>WENDY GEURTS</u>
	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)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 459
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 407 6a(2) 0 6b 0 6c 0 6d 0 6e 0 6f 0 6g 0 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: 2F 2G 2J 2K 2E 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) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III	Form M-1 Compliance Information (to be completed by welfare benefit plans)
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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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 04/30/2015		
A Name of plan BRISTOL INDUSTRIES 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRISTOL INDUSTRIES	D Employer Identification Number (EIN) 46-4857432	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MERRILL LYNCH,PIERCE,FENNER & SMITH
13-5674085

(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)

ASCENSUS

11-3665754

(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 64 99 15 60 50	NONE	6090	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2015 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 04/30/2015

A Name of plan <u>BRISTOL INDUSTRIES 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BRISTOL INDUSTRIES</u>	D Employer Identification Number (EIN) <u>46-4857432</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: CAP PRESERVATION TRUST

b Name of sponsor of entity listed in (a): FEDERATED

c EIN-PN <u>22-2712853-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 04/30/2015		
A Name of plan BRISTOL INDUSTRIES 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRISTOL INDUSTRIES	D Employer Identification Number (EIN) 46-4857432	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	4594	
	(2) Participant contributions	1b(2)	8697	
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	776639	
	(9) Value of interest in common/collective trusts	1c(9)	1708810	
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	12104779	
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	14603519	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	14603519	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	118145	
(B) Participants	2a(1)(B)	375804	
(C) Others (including rollovers)	2a(1)(C)	321508	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		815457

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1124	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1124

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	16693	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		16693

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2613
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		325519
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1161406

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1334154	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1334154
f Corrective distributions (see instructions)	2f		24441
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	6090	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6090
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1364685

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-203279
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		14400240

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: **ROGERS, CLEM & COMPANY**

(2) EIN: **95-2694521**

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	N/A	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.)		☒		
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒		

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

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: 0

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)
AEROFIT, LLC 401(K) PLAN	46-1526681	001

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

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 04/30/2015

A Name of plan <u>BRISTOL INDUSTRIES 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRISTOL INDUSTRIES</u>	D Employer Identification Number (EIN) <u>46-4857432</u>

Part I	Distributions
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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	<u>0</u>
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): <u>45-0404698</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2015
v. 150123

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
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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): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

BRISTOL INDUSTRIES 401(k) PLAN

AUDITED FINANCIAL STATEMENTS

APRIL 30, 2015 AND DECEMBER 31, 2014

*Rogers,
Clem & Company*
accountancy corporation



Dale E. Duncan, CPA
George R. Applebaum, CPA
Scott M. Biehl, CPA
Andy R. Jones, CPA

1067 PARK VIEW DRIVE • COVINA, CA 91724-3748 • (626) 858-5100 • FAX (626) 332-7012

Independent Auditors' Report

To the Plan Administrator and Participants
Bristol Industries 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bristol Industries 401(k) Plan, which comprise the statements of net assets available for benefits as of April 30, 2015 and December 31, 2014, and the related statement of changes in net assets available for benefits for the period ended April 30, 2015, 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 the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information which was certified by Ascensus as agent for Ascensus Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the period ended April 30, 2015 and December 31, 2014, that the information provided to the Plan administrator by the trustee is complete and accurate.



Dale E. Duncan, CPA
George R. Applebaum, CPA
Scott M. Biehl, CPA
Andy R. Jones, CPA

1067 PARK VIEW DRIVE • COVINA, CA 91724-3748 • (626) 858-5100 • FAX (626) 332-7012

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.

Report on Form and Content in Compliance with DOL and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "Rogers, Clem & Company".

ROGERS, CLEM & COMPANY

January 21, 2016
Covina, California

BRISTOL INDUSTRIES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
APRIL 30, 2015 AND DECEMBER 31, 2014

	<u>2015</u>	<u>2014</u>
ASSETS:		
Investments at fair value	\$ -	\$ 13,813,589
Receivables:		
Participant contribution	-	8,697
Employer contribution	-	4,594
Notes receivable from participants	<u>-</u>	<u>776,639</u>
Total receivables	<u>-</u>	<u>789,930</u>
Total assets	<u>-</u>	<u>14,603,519</u>
LIABILITIES:		
Excess contributions payable	<u>-</u>	<u>(24,721)</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u><u>-</u></u>	\$ <u><u>14,578,798</u></u>

See Independent Auditors' Report and the accompanying notes which are
an integral part of these financial statements

BRISTOL INDUSTRIES 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE FOUR MONTHS ENDED APRIL 30, 2015

ADDITIONS:

Investment Income:	
Net appreciation in fair value of investments	\$ 328,412
Dividends	<u>16,693</u>
	345,105
 Interest income on notes receivable from participants	 1,124
 Contributions:	
Employer	118,145
Participants	375,804
Rollover	<u>321,508</u>
	<u>815,457</u>
 Total additions	 1,161,686

DEDUCTIONS:

Benefits paid to participants	1,334,154
Administrative expenses	<u>6,090</u>
 Total deductions	 <u>1,340,244</u>
 Net decrease	 (178,558)
 Transfer of plan assets due to merger	 (14,400,240)

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of period	<u>14,578,798</u>
 End of period	 \$ <u><u>-</u></u>

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

1. DESCRIPTION OF THE PLAN:

The following description of the Bristol Industries 401(K) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all full time employees, excluding those governed by a collective bargaining agreement between the Employer and the Employee representatives under which retirement benefits were the subject of good faith bargaining, of Bristol Industries, LLC (the "Company") who have completed three months of service and are age 21 or older. The Plan was initiated on October 1, 1996. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan Sponsor is responsible for oversight of the Plan, determines the appropriateness of the Plan's investment offerings and monitors investment performance.

In March 2014, Bristol Industries was sold to a third party. As a result of this sale, on April 8, 2014, the accounts of H.C. Merchandisers, Hacienda Hotel, W & F Manufacturing, Inc. and Del Rey Capital were transferred out of the Plan to Del Rey Capital 401(k) Plan (a new plan controlled by Del Rey Capital).

AMENDMENTS

Effective May 1, 2014 the Plan was amended to exclude the employees of H.C. Merchandisers, Hacienda Hotel, W&F Manufacturing, Inc. and Del Rey Capital. Also effective May 1, 2014 the Plan was restated to change the employer name, Bristol Industries, Inc. to Bristol Industries, LLC.

MERGER

On August 19, 2015, the Board of Directors of Consolidated Aerospace Manufacturing, LLC a controlling party of Bristol Industries, LLC, approved the merger of the Plan into the Consolidated Aerospace Manufacturing, LLC 401(k) Plan (the "Plan Merger") effective May 1, 2015. As a result, all investments were transferred from the Plan into the Plan Merger on this date.

CONTRIBUTIONS

Each year participants may contribute up to 100% 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 contributions plans (roll-over). Participants direct the investment of their contributions into various investment options offered by the Plan. Employer's contributions for April 30, 2015 and December 31, 2014 totaled \$118,145 and \$415,412, respectively. Participants may change their rate of contribution monthly and their investment election daily. Contributions are subject to certain IRS limitations.

Participant contributions and employer matching contributions of certain highly compensated participants may be limited based on contribution nondiscrimination tests described in IRC Section 401(k) and 401(m).

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

1. DESCRIPTION OF THE PLAN: (Continued)

PARTICIPANT ACCOUNTS

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

VESTING

Participants of the Plan 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. A participant is 100% vested after three years of credited service. A participant is also 100% vested at disability or death if employed.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. The loans bear interest at rates available for similar loans from commercial lending institutions as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions. Loan processing fees are deducted from the borrowing participant's account.

PAYMENTS OF BENEFITS

Amounts credited to an individual participant's account, if less than \$5,000, are distributed as a lump sum upon termination of employment as soon as administratively feasible. Distributions may be deferred no later than April 1st of the year following the year in which the participant attains age 70 ½. In service distributions are permitted after age 59 ½.

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

FORFEITED ACCOUNTS

At April 30, 2015 and December 31, 2014, forfeited nonvested accounts totaled \$0 and \$15,877, respectively. These accounts will be used to reduce future employer contributions or for administrative expenses.

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

BASIS OF ACCOUNTING

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

USE OF ESTIMATES

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

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan sponsor determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See note below for discussion of fair value measurements.

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

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of April 30, 2015 and December 31, 2014.

EXCESS CONTRIBUTIONS PAYABLE

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2014 excess contributions to the applicable participants prior to March 15, 2015.

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Continued)

PAYMENT OF BENEFITS

Benefits are recorded when paid.

EXPENSES

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

SUBSEQUENT EVENTS

Effective May 1, 2015 the Plan was terminated and merged into the Consolidated Aerospace Manufacturing, LLC 401(k) Plan.

The Plan administrator has evaluated subsequent events through January 21, 2016, the date the financial statements were approved by management and were available to be issued, and no other events were found requiring recording or disclosure in these financial statements for the four months ended April 30, 2015.

3. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE (UNAUDITED):

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, Ascensus as agent for Ascensus Trust Company the trustee of the plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of April 30, 2015 and December 31, 2014, and the related investment activity reflected in the statements of changes in net assets available for benefits for the year ended April 30, 2015.

4. INVESTMENTS (UNAUDITED):

The following presents investments that represent 5% or more of the Plan's net assets.

	Fair Value	
	2015	2014
BlackRock Global Allocation Fund	\$ -	\$ 761,281
Lord Abbett Fundamental Equity	-	969,771
Federated Capital Preservation	-	1,315,102
GM PIMCO Total Return Fund A	-	801,456
BlackRock Total Return Fund	-	798,911
GM Lord Abbett Fundamental Equity Fund A	-	744,467

*Less than 5% of net plan assets.

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

4. INVESTMENTS (UNAUDITED): (Continued)

During the period ended April 30, 2015, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$345,105 as follows:

Mutual funds	\$ 345,105
Collective trust fund	<u>-</u>
	<u>\$ 345,105</u>

5. 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 under ASC 820 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's 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.

The 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 April 30, 2015 and December 31, 2014.

Mutual funds - Valued at daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. 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.

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

5. FAIR VALUE MEASUREMENTS: (Continued)

Collective trust fund – Valued at the NAV of units of a collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of April 30, 2015 and December 31, 2014.

<u>Assets at Fair Value as of April 30, 2015</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Balanced funds	\$ -	\$ -	\$ -	\$ -
Diversified bond funds	-	-	-	-
Government bond funds	-	-	-	-
International stock funds	-	-	-	-
Large cap U.S. stock funds	-	-	-	-
Small cap U.S. stock funds	-	-	-	-
Total mutual funds	-	-	-	-
Interest in common trust:				
Capital preservation funds	-	-	-	-
Total assets at fair value	\$ -	\$ -	\$ -	\$ -

<u>Assets at Fair Value as of December 31, 2014</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Balanced funds	\$ 1,021,392	\$ -	\$ -	\$ 1,021,392
Diversified bond funds	3,056,178	-	-	3,056,178
Government bond funds	361,618	-	-	361,618
International stock funds	1,873,117	-	-	1,873,117
Large cap U.S. stock funds	4,132,406	-	-	4,132,406
Small cap U.S. stock funds	1,660,067	-	-	1,660,067
Total mutual funds	12,104,778	-	-	12,104,778
Interest in common trust:				
Capital preservation funds	-	-	1,708,811	1,708,811
Total assets at fair value	\$ 12,104,778	\$ -	\$ 1,708,811	\$ 13,813,589

See Independent Auditors' Report

BRISTOL INDUSTRIES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

5. FAIR VALUE MEASUREMENTS: (Continued)

<u>Level 3 Assets</u>	<u>Four Months Ended April 30, 2015</u>
	<u>Common Collective Trusts</u>
Balance, beginning of year	\$ 1,708,811
Interest credited	3,271
Realized gains/losses	-
Fees	(1,498)
Unrealized gains/losses relating to instruments still held at reporting date	-
Purchases	121,926
Exchanges and conversions	(1,708,064)
Sales issuances and settlements	<u>(124,446)</u>
Balance, end of year	\$ <u>-</u>

FAIR VALUE OF INVESTMENTS IN ENTITIES THAT USE NAV

The following tables summarize investments measured at fair value based on NAV per share as of April 30, 2015 and December 31, 2014, respectively.

<u>April 30, 2015</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
Interest in common trust	\$ <u>-</u>	N/A	Daily	30 days
<u>December 31, 2014</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
Interest in common trust	\$ <u>2,416,420</u>	N/A	Daily	30 days

6. INTEREST IN COLLECTIVE INVESTMENT FUND (FEDERATED CAPITAL PRESERVATION FUND)

Capital Preservation Fund ("Fund") is a collective investment fund for which Federated Investors Trust Company ("Trustee"), a wholly owned subsidiary of Federated Investors, Inc. ("Federated"), serves as trustee under a Declaration of Trust dated October 25, 2007.

BRISTOL INDUSTRIES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

6. INTEREST IN COLLECTIVE INVESTMENT FUND (FEDERATED CAPITAL PRESERVATION FUND)
(continued)

The Fund holds guaranteed investment contracts (traditional GICs), separate account guaranteed investment contracts (separate account GICs) and synthetic guaranteed investment contracts (synthetic GICs). Traditional GICs represent deposits which guarantee a stated interest rate for the term of the contracts. The fair value of traditional GICs is determined based on the present value of the contract's expected cash flows, discounted by current market interest rates for like-duration and like-quality investments. Separate account GICs are portfolios of securities (fixed-income securities or share of open-end mutual funds) held in a separate account owned and managed by or on behalf of the insurance company issuing the GIC for the exclusive benefit of investors in the separate account. Synthetic GICs are portfolios of securities owned by the Fund. Each of the separate account GICs has a wrap contract that provides a minimum guaranteed rate of return for the term of the contracts. The fair value of a separate account GIC and a synthetic GIC is determined based on the fair value of the securities underlying each GIC. The underlying securities can be comprised of, primarily, over-the-counter market securities and open-end mutual funds. Over-the-counter securities, such as fixed-income instruments, with remaining maturities greater than 90 days are fair valued using price evaluations provided by a pricing service. In addition, the fair value of the wrap contract is calculated using the contract value of the GIC as of the balance sheet date, giving consideration to any contractually agreed-upon replacement fees charged by the wrap contract provider.

Short-term securities are stated at amortized cost (which approximates market value) if maturity is 90 days or less at the time of purchase, or at market value if maturity is greater than 90 days at the time of purchase.

Investments in open-end, registered investment companies are valued at the respective net asset value as reported.

VALUATION OF UNITS

The Fund attempts to maintain a stable price per unit of \$10.00; however, there can be no assurance that the value of the unit in the Fund will not fluctuate. The principal value per unit of the Fund is determined at the end of each day by dividing net assets by the number of units outstanding.

The average yield, earned by the collective investment fund are as follows:

<u>Average yields</u>	<u>April 30, 2015</u>	<u>December 31, 2014</u>
Based on actual earnings	N/A	0.60%
Based on interest rate credited to participants	N/A	0.51%

7. RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS:

Certain Plan investments are managed by Ascensus as agent for Ascensus Trust Company. Ascensus as agent for Ascensus Trust Company is the trustee and recordkeeper for the Plan, and therefore, these transactions qualify as party in interest transactions.

BRISTOL INDUSTRIES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

7. RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS: (Continued)

Ascensus as agent for Ascensus Trust Company provides certain administrative services to the Plan pursuant to a Master Plan Services Agreement between the Company and Ascensus as agent for Ascensus Trust Company. The Plan or Plan Sponsor may make payments to Ascensus as agent for Ascensus Trust Company for administrative expenses.

8. PLAN TERMINATION:

Effective May 1, 2015 the Plan was terminated and merged into the Consolidated Aerospace Manufacturing, LLC 401(k) Plan. Upon termination of the Plan, participants became 100% vested in their employer contributions.

9. TAX STATUS:

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed 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 and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

10. RISK AND UNCERTAINTIES:

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

BRISTOL INDUSTRIES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

11. RECONCILIATION OF FIANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statement to net assets available for benefits reported on Form 5500:

	<u>April 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Net assets available for benefits	\$ -	\$ 14,578,798
Excess contributions	<u>-</u>	<u>24,721</u>
Net assets available for benefits as reported on Form 5500	\$ <u>-</u>	\$ <u>14,603,519</u>
Decrease in net assets available for benefits	\$ (178,558)	
Current year excess contributions	-	
Prior year excess contributions	<u>(24,721)</u>	
Decrease in net assets available for benefits as reported on Form 5500	\$ <u>(203,279)</u>	

BRISTOL INDUSTRIES 401(k) PLAN

AUDITED FINANCIAL STATEMENTS

APRIL 30, 2015 AND DECEMBER 31, 2014

*Rogers,
Clem & Company*
accountancy corporation



Dale E. Duncan, CPA
George R. Applebaum, CPA
Scott M. Biehl, CPA
Andy R. Jones, CPA

1067 PARK VIEW DRIVE • COVINA, CA 91724-3748 • (626) 858-5100 • FAX (626) 332-7012

Independent Auditors' Report

To the Plan Administrator and Participants
Bristol Industries 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bristol Industries 401(k) Plan, which comprise the statements of net assets available for benefits as of April 30, 2015 and December 31, 2014, and the related statement of changes in net assets available for benefits for the period ended April 30, 2015, 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 the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information which was certified by Ascensus as agent for Ascensus Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the period ended April 30, 2015 and December 31, 2014, that the information provided to the Plan administrator by the trustee is complete and accurate.



Dale E. Duncan, CPA
George R. Applebaum, CPA
Scott M. Biehl, CPA
Andy R. Jones, CPA

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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.

Report on Form and Content in Compliance with DOL and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "Rogers, Clem & Company". The signature is written in a cursive, flowing style.

ROGERS, CLEM & COMPANY

January 21, 2016
Covina, California

BRISTOL INDUSTRIES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
APRIL 30, 2015 AND DECEMBER 31, 2014

	<u>2015</u>	<u>2014</u>
ASSETS:		
Investments at fair value	\$ -	\$ 13,813,589
Receivables:		
Participant contribution	-	8,697
Employer contribution	-	4,594
Notes receivable from participants	<u>-</u>	<u>776,639</u>
Total receivables	<u>-</u>	<u>789,930</u>
Total assets	<u>-</u>	<u>14,603,519</u>
LIABILITIES:		
Excess contributions payable	<u>-</u>	<u>(24,721)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ -</u>	<u>\$ 14,578,798</u>

See Independent Auditors' Report and the accompanying notes which are
an integral part of these financial statements

BRISTOL INDUSTRIES 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE FOUR MONTHS ENDED APRIL 30, 2015

ADDITIONS:

Investment Income:	
Net appreciation in fair value of investments	\$ 328,412
Dividends	<u>16,693</u>
	345,105
 Interest income on notes receivable from participants	 1,124
 Contributions:	
Employer	118,145
Participants	375,804
Rollover	<u>321,508</u>
	<u>815,457</u>
 Total additions	 1,161,686

DEDUCTIONS:

Benefits paid to participants	1,334,154
Administrative expenses	<u>6,090</u>
 Total deductions	 <u>1,340,244</u>
 Net decrease	 (178,558)
 Transfer of plan assets due to merger	 (14,400,240)

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of period	<u>14,578,798</u>
End of period	<u>\$ -</u>

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

1. DESCRIPTION OF THE PLAN:

The following description of the Bristol Industries 401(K) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all full time employees, excluding those governed by a collective bargaining agreement between the Employer and the Employee representatives under which retirement benefits were the subject of good faith bargaining, of Bristol Industries, LLC (the "Company") who have completed three months of service and are age 21 or older. The Plan was initiated on October 1, 1996. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan Sponsor is responsible for oversight of the Plan, determines the appropriateness of the Plan's investment offerings and monitors investment performance.

In March 2014, Bristol Industries was sold to a third party. As a result of this sale, on April 8, 2014, the accounts of H.C. Merchandisers, Hacienda Hotel, W & F Manufacturing, Inc. and Del Rey Capital were transferred out of the Plan to Del Rey Capital 401(k) Plan (a new plan controlled by Del Rey Capital).

AMENDMENTS

Effective May 1, 2014 the Plan was amended to exclude the employees of H.C. Merchandisers, Hacienda Hotel, W&F Manufacturing, Inc. and Del Rey Capital. Also effective May 1, 2014 the Plan was restated to change the employer name, Bristol Industries, Inc. to Bristol Industries, LLC.

MERGER

On August 19, 2015, the Board of Directors of Consolidated Aerospace Manufacturing, LLC a controlling party of Bristol Industries, LLC, approved the merger of the Plan into the Consolidated Aerospace Manufacturing, LLC 401(k) Plan (the "Plan Merger") effective May 1, 2015. As a result, all investments were transferred from the Plan into the Plan Merger on this date.

CONTRIBUTIONS

Each year participants may contribute up to 100% 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 contributions plans (roll-over). Participants direct the investment of their contributions into various investment options offered by the Plan. Employer's contributions for April 30, 2015 and December 31, 2014 totaled \$118,145 and \$415,412, respectively. Participants may change their rate of contribution monthly and their investment election daily. Contributions are subject to certain IRS limitations.

Participant contributions and employer matching contributions of certain highly compensated participants may be limited based on contribution nondiscrimination tests described in IRC Section 401(k) and 401(m).

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

1. DESCRIPTION OF THE PLAN: (Continued)

PARTICIPANT ACCOUNTS

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

VESTING

Participants of the Plan 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. A participant is 100% vested after three years of credited service. A participant is also 100% vested at disability or death if employed.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. The loans bear interest at rates available for similar loans from commercial lending institutions as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions. Loan processing fees are deducted from the borrowing participant's account.

PAYMENTS OF BENEFITS

Amounts credited to an individual participant's account, if less than \$5,000, are distributed as a lump sum upon termination of employment as soon as administratively feasible. Distributions may be deferred no later than April 1st of the year following the year in which the participant attains age 70 ½. In service distributions are permitted after age 59 ½.

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

FORFEITED ACCOUNTS

At April 30, 2015 and December 31, 2014, forfeited nonvested accounts totaled \$0 and \$15,877, respectively. These accounts will be used to reduce future employer contributions or for administrative expenses.

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

BASIS OF ACCOUNTING

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

USE OF ESTIMATES

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

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan sponsor determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See note below for discussion of fair value measurements.

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

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Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of April 30, 2015 and December 31, 2014.

EXCESS CONTRIBUTIONS PAYABLE

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2014 excess contributions to the applicable participants prior to March 15, 2015.

BRISTOL INDUSTRIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
APRIL 30, 2015 AND DECEMBER 31, 2014

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Continued)

PAYMENT OF BENEFITS

Benefits are recorded when paid.

EXPENSES

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

SUBSEQUENT EVENTS

Effective May 1, 2015 the Plan was terminated and merged into the Consolidated Aerospace Manufacturing, LLC 401(k) Plan.

The Plan administrator has evaluated subsequent events through January 21, 2016, the date the financial statements were approved by management and were available to be issued, and no other events were found requiring recording or disclosure in these financial statements for the four months ended April 30, 2015.

3. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE (UNAUDITED):

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, Ascensus as agent for Ascensus Trust Company the trustee of the plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of April 30, 2015 and December 31, 2014, and the related investment activity reflected in the statements of changes in net assets available for benefits for the year ended April 30, 2015.

4. INVESTMENTS (UNAUDITED):

The following presents investments that represent 5% or more of the Plan's net assets.

	Fair Value	
	2015	2014
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Lord Abbett Fundamental Equity	-	969,771
Federated Capital Preservation	-	1,315,102
GM PIMCO Total Return Fund A	-	801,456
BlackRock Total Return Fund	-	798,911
GM Lord Abbett Fundamental Equity Fund A	-	744,467

*Less than 5% of net plan assets.

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4. INVESTMENTS (UNAUDITED): (Continued)

During the period ended April 30, 2015, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$345,105 as follows:

Mutual funds	\$ 345,105
Collective trust fund	<u>-</u>
	<u>\$ 345,105</u>

5. 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 under ASC 820 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's 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.

The 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 April 30, 2015 and December 31, 2014.

Mutual funds - Valued at daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. 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.

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5. FAIR VALUE MEASUREMENTS: (Continued)

Collective trust fund – Valued at the NAV of units of a collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of April 30, 2015 and December 31, 2014.

<u>Assets at Fair Value as of April 30, 2015</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Balanced funds	\$ -	\$ -	\$ -	\$ -
Diversified bond funds	-	-	-	-
Government bond funds	-	-	-	-
International stock funds	-	-	-	-
Large cap U.S. stock funds	-	-	-	-
Small cap U.S. stock funds	-	-	-	-
Total mutual funds	-	-	-	-
Interest in common trust:				
Capital preservation funds	-	-	-	-
Total assets at fair value	\$ -	\$ -	\$ -	\$ -

<u>Assets at Fair Value as of December 31, 2014</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Balanced funds	\$ 1,021,392	\$ -	\$ -	\$ 1,021,392
Diversified bond funds	3,056,178	-	-	3,056,178
Government bond funds	361,618	-	-	361,618
International stock funds	1,873,117	-	-	1,873,117
Large cap U.S. stock funds	4,132,406	-	-	4,132,406
Small cap U.S. stock funds	1,660,067	-	-	1,660,067
Total mutual funds	12,104,778	-	-	12,104,778
Interest in common trust:				
Capital preservation funds	-	-	1,708,811	1,708,811
Total assets at fair value	\$ 12,104,778	\$ -	\$ 1,708,811	\$ 13,813,589

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5. FAIR VALUE MEASUREMENTS: (Continued)

<u>Level 3 Assets</u>	<u>Four Months Ended April 30, 2015</u>
	<u>Common Collective Trusts</u>
Balance, beginning of year	\$ 1,708,811
Interest credited	3,271
Realized gains/losses	-
Fees	(1,498)
Unrealized gains/losses relating to instruments still held at reporting date	-
Purchases	121,926
Exchanges and conversions	(1,708,064)
Sales issuances and settlements	<u>(124,446)</u>
Balance, end of year	\$ <u>-</u>

FAIR VALUE OF INVESTMENTS IN ENTITIES THAT USE NAV

The following tables summarize investments measured at fair value based on NAV per share as of April 30, 2015 and December 31, 2014, respectively.

<u>April 30, 2015</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
Interest in common trust	\$ <u>-</u>	N/A	Daily	30 days
<u>December 31, 2014</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Frequency (If Currently Eligible)</u>	<u>Redemption Notice Period</u>
Interest in common trust	\$ <u>2,416,420</u>	N/A	Daily	30 days

6. INTEREST IN COLLECTIVE INVESTMENT FUND (FEDERATED CAPITAL PRESERVATION FUND)

Capital Preservation Fund ("Fund") is a collective investment fund for which Federated Investors Trust Company ("Trustee"), a wholly owned subsidiary of Federated Investors, Inc. ("Federated"), serves as trustee under a Declaration of Trust dated October 25, 2007.

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6. INTEREST IN COLLECTIVE INVESTMENT FUND (FEDERATED CAPITAL PRESERVATION FUND)
(continued)

The Fund holds guaranteed investment contracts (traditional GICs), separate account guaranteed investment contracts (separate account GICs) and synthetic guaranteed investment contracts (synthetic GICs). Traditional GICs represent deposits which guarantee a stated interest rate for the term of the contracts. The fair value of traditional GICs is determined based on the present value of the contract's expected cash flows, discounted by current market interest rates for like-duration and like-quality investments. Separate account GICs are portfolios of securities (fixed-income securities or share of open-end mutual funds) held in a separate account owned and managed by or on behalf of the insurance company issuing the GIC for the exclusive benefit of investors in the separate account. Synthetic GICs are portfolios of securities owned by the Fund. Each of the separate account GICs has a wrap contract that provides a minimum guaranteed rate of return for the term of the contracts. The fair value of a separate account GIC and a synthetic GIC is determined based on the fair value of the securities underlying each GIC. The underlying securities can be comprised of, primarily, over-the-counter market securities and open-end mutual funds. Over-the-counter securities, such as fixed-income instruments, with remaining maturities greater than 90 days are fair valued using price evaluations provided by a pricing service. In addition, the fair value of the wrap contract is calculated using the contract value of the GIC as of the balance sheet date, giving consideration to any contractually agreed-upon replacement fees charged by the wrap contract provider.

Short-term securities are stated at amortized cost (which approximates market value) if maturity is 90 days or less at the time of purchase, or at market value if maturity is greater than 90 days at the time of purchase.

Investments in open-end, registered investment companies are valued at the respective net asset value as reported.

VALUATION OF UNITS

The Fund attempts to maintain a stable price per unit of \$10.00; however, there can be no assurance that the value of the unit in the Fund will not fluctuate. The principal value per unit of the Fund is determined at the end of each day by dividing net assets by the number of units outstanding.

The average yield, earned by the collective investment fund are as follows:

<u>Average yields</u>	<u>April 30, 2015</u>	<u>December 31, 2014</u>
Based on actual earnings	N/A	0.60%
Based on interest rate credited to participants	N/A	0.51%

7. RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS:

Certain Plan investments are managed by Ascensus as agent for Ascensus Trust Company. Ascensus as agent for Ascensus Trust Company is the trustee and recordkeeper for the Plan, and therefore, these transactions qualify as party in interest transactions.

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7. RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS: (Continued)

Ascensus as agent for Ascensus Trust Company provides certain administrative services to the Plan pursuant to a Master Plan Services Agreement between the Company and Ascensus as agent for Ascensus Trust Company. The Plan or Plan Sponsor may make payments to Ascensus as agent for Ascensus Trust Company for administrative expenses.

8. PLAN TERMINATION:

Effective May 1, 2015 the Plan was terminated and merged into the Consolidated Aerospace Manufacturing, LLC 401(k) Plan. Upon termination of the Plan, participants became 100% vested in their employer contributions.

9. TAX STATUS:

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed 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 and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

10. RISK AND UNCERTAINTIES:

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

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11. RECONCILIATION OF FIANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statement to net assets available for benefits reported on Form 5500:

	<u>April 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Net assets available for benefits	\$ -	\$ 14,578,798
Excess contributions	<u>-</u>	<u>24,721</u>
Net assets available for benefits as reported on Form 5500	\$ <u><u>-</u></u>	\$ <u><u>14,603,519</u></u>
Decrease in net assets available for benefits	\$ (178,558)	
Current year excess contributions	-	
Prior year excess contributions	<u>(24,721)</u>	
Decrease in net assets available for benefits as reported on Form 5500	\$ <u><u>(203,279)</u></u>	