# 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 01/01/2015 and ending 12/31/2015

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
TIVOLI ENTERPRISES INC. 401(K) RETIREMENT PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/1994

**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)
TIVOLI ENTERPRISES, INC.

603 ROGERS ST
DOWNERS GROVE, IL 60515-3773

**2b** Employer Identification Number (EIN)
36-2978786

**2c** Plan Sponsor's telephone number
630-968-1600

**2d** Business code (see instructions)
713900

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

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

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 06/29/2016 | CHRISTOPHER JOHNSON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number

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

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 154 |
| **6** | Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**). | | |
| **a(1)** | Total number of active participants at the beginning of the plan year | **6a(1)** | 149 |
| **a(2)** | Total number of active participants at the end of the plan year | **6a(2)** | 142 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 5 |
| **d** | Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 147 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 147 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 43 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

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

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

**a Pension Schedules**

**(1)** [X] **R** (Retirement Plan Information)

**(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

**(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

**(1)** [X] **H** (Financial Information)

**(2)** [ ] **I** (Financial Information – Small Plan)

**(3)** [ ] ___ **A** (Insurance Information)

**(4)** [X] **C** (Service Provider Information)

**(5)** [ ] **D** (DFE/Participating Plan Information)

**(6)** [ ] **G** (Financial Transaction Schedules)

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

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

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

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

**11c** Enter the Receipt Confirmation Code for the 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) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2015**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

**A** Name of plan
TIVOLI ENTERPRISES INC. 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 002

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

**D** Employer Identification Number (EIN)
36-2978786

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ARIEL FUND - U.S. BANCORP FUND SER P.O. BOX 701 MILWAUKEE, WI 53201 | 0.40% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| RS PARTNERS A - BOSTON FINANCIAL D P.O. BOX 8480 BOSTON, MA 02266 | 0.55% |

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

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| | |

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

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

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

OMB No. 1210-0110

**2015**

**This Form is Open to Public Inspection**

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

**A** Name of plan
TIVOLI ENTERPRISES INC. 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 002

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

**D** Employer Identification Number (EIN)
36-2978786

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 0 | 0 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 0 | 0 |
| **(2)** Participant contributions | 1b(2) | 0 | 0 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 58310 | 95008 |
| **(2)** U.S. Government securities | 1c(2) | 0 | 0 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | 0 | 0 |
| **(B)** All other | 1c(3)(B) | 0 | 0 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | 0 | 0 |
| **(B)** Common | 1c(4)(B) | 0 | 0 |
| **(5)** Partnership/joint venture interests | 1c(5) | 0 | 0 |
| **(6)** Real estate (other than employer real property) | 1c(6) | 0 | 0 |
| **(7)** Loans (other than to participants) | 1c(7) | 0 | 0 |
| **(8)** Participant loans | 1c(8) | 50513 | 20105 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 0 | 0 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 0 | 0 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | 0 | 0 |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | 0 | 0 |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 3357069 | 3357875 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 0 | 0 |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | 0 | 0 |
| **(2)** Employer real property | 1d(2) | 0 | 0 |
| **e** Buildings and other property used in plan operation | 1e | 0 | 0 |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 3465892 | 3472988 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | 0 | 0 |
| **h** Operating payables | 1h | 0 | 0 |
| **i** Acquisition indebtedness | 1i | 0 | 0 |
| **j** Other liabilities | 1j | 0 | 0 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 3465892 | 3472988 |

## Part II Income and Expense Statement

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

| Income | | (a) Amount | (b) Total |
|---|---|---|---|
| **a Contributions:** | | | |
| **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 18083 | |
| **(B)** Participants | 2a(1)(B) | 136003 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 0 | |
| **(2)** Noncash contributions | 2a(2) | 0 | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 154086 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 2 | |
| **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| **(E)** Participant loans | 2b(1)(E) | 1645 | |
| **(F)** Other | 2b(1)(F) | 0 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 1647 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| **(B)** Common stock | 2b(2)(B) | 0 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 208062 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 208062 |
| **(3)** Rents | 2b(3) | | 0 |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 0 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | 0 | |
| **(B)** Other | 2b(5)(B) | 0 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **(6)** Net investment gain (loss) from common/collective trusts | **2b(6)** | | 0 |
| **(7)** Net investment gain (loss) from pooled separate accounts | **2b(7)** | | 0 |
| **(8)** Net investment gain (loss) from master trust investment accounts | **2b(8)** | | 0 |
| **(9)** Net investment gain (loss) from 103-12 investment entities | **2b(9)** | | 0 |
| **(10)** Net investment gain (loss) from registered investment companies (e.g., mutual funds) | **2b(10)** | | -191543 |
| **c** Other income | **2c** | | 0 |
| **d** Total income. Add all **income** amounts in column (b) and enter total | **2d** | | 172252 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| **(1)** Directly to participants or beneficiaries, including direct rollovers | **2e(1)** | 158903 | |
| **(2)** To insurance carriers for the provision of benefits | **2e(2)** | 0 | |
| **(3)** Other | **2e(3)** | 0 | |
| **(4)** Total benefit payments. Add lines **2e(1)** through **(3)** | **2e(4)** | | 158903 |
| **f** Corrective distributions (see instructions) | **2f** | | 6253 |
| **g** Certain deemed distributions of participant loans (see instructions) | **2g** | | 0 |
| **h** Interest expense | **2h** | | 0 |
| **i** Administrative expenses: **(1)** Professional fees | **2i(1)** | 0 | |
| **(2)** Contract administrator fees | **2i(2)** | 0 | |
| **(3)** Investment advisory and management fees | **2i(3)** | 0 | |
| **(4)** Other | **2i(4)** | 0 | |
| **(5)** Total administrative expenses. Add lines **2i(1)** through **(4)** | **2i(5)** | | 0 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | **2j** | | 165156 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line **2j** from line **2d** | **2k** | | 7096 |
| **l** Transfers of assets: | | | |
| **(1)** To this plan | **2l(1)** | | 0 |
| **(2)** From this plan | **2l(2)** | | |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: LEO J KRUPP & COMPANY LLC **(2)** EIN: 47-4039697

**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.) | **4a** | | X | | |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | **4b** | | X | | |

| | | Yes | No | 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.) | 4c | | X | | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | | 350000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | X | | |
| o | Did the plan trust incur unrelated business taxable income? | 4o | | | | |
| p | Were in-service distributions made during the plan year? | 4p | | | | |

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

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

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

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

## Part V Trust Information

**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.**

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

**A** Name of plan
TIVOLI ENTERPRISES INC. 401(K) RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 002

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

**D** Employer Identification Number (EIN)
36-2978786

## Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part VII IRS Compliance Questions

| | | |
|---|---|---|
| **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 |

# TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

## FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2015 AND 2014

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

TABLE OF CONTENTS


| Particulars | Exhibit |
|---|---|
| Independent Auditor's Report | |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits- December 31, 2015 and 2014 | 1 |
| Statements of Changes in Net Assets Available for Benefits- December 31, 2015 and 2014 | 2 |
| Notes to Financial Statements | |
| Supplemental Schedule | |
| Schedule of Assets (Held at End of Year)- December 31, 2015 | 3 |


NOTE: All other schedules are omitted since they are not applicable or are not required based on the disclosure requirements of the Employee Retirement Income Security Act of 1974 and applicable regulations issued by the Department of Labor.

LEO J. KRUPP & COMPANY LLC
CERTIFIED PUBLIC ACCOUNTANTS

TELEPHONE 847 699-8455
FACSIMILE 847 699-8470

1460 RENAISSANCE DR., SUITE 200
PARK RIDGE, ILLINOIS 60068

# INDEPENDENT AUDITOR'S REPORT

To Administration Committee, TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN:

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN, which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014 and the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

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

## Auditor's Responsibility

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

## Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management 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 years ended December 31, 2015 and 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at year end), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

**Report on Form and Content in Compliance With DOL Rules and Regulations**

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

Leo J. Krupp & Company

LEO J. KRUPP & COMPANY LLC

Park Ridge, Illinois

June 15, 2016

# TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2015 AND 2014

| ASSETS | 2015 | 2014 |
|---|---|---|
| INVESTMENTS AT FAIR VALUE: | | |
| Cash and cash equivalents | $ 95,008 | $ 58,310 |
| Investments in registered investment companies | 3,357,875 | 3,357,069 |
| Total investments at fair value | 3,452,883 | 3,415,379 |
| PARTICIPANTS' LOANS RECEIVABLE | 20,105 | 50,513 |
| NET ASSETS AVAILABLE FOR BENEFITS | $3,472,988 | $3,465,892 |

See accompanying notes to financial statements.

# TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

## STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2015 AND 2014

| Particulars | 2015 | 2014 |
|---|---|---|
| Additions to net assets attributed to: | | |
| Net appreciation in fair value of investments | $ - | $ 39,803 |
| Investment income: | | |
| Interest income | 1,647 | 2,497 |
| Dividend income | 208,062 | 218,685 |
| Contributions: | | |
| Employer | 18,083 | 13,318 |
| Participants | 136,003 | 126,417 |
| Total additions | 363,795 | 400,720 |
| Deductions from net assets attributed to: | | |
| Net depreciation in fair value of investments | 191,543 | - |
| Benefits paid to participants | 165,156 | 52,277 |
| Other miscellaneous fees | - | 175 |
| Total deductions | 356,699 | 52,452 |
| Net increase | 7,096 | 348,268 |
| Net assets available for benefits- Beginning of year | 3,465,892 | 3,117,624 |
| Net assets available for benefits- End of year | $3,472,988 | $3,465,892 |

See accompanying notes to financial statements.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 1: DESCRIPTION OF PLAN-

The following description of the TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN (the Plan) provides only general information. Reference should be made to the Plan document for a more complete description of the Plan's provisions.

A. The Plan is a defined contribution plan covering all employees of Tivoli Enterprises, Inc. ("the Company") who have met certain service and age requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan was established effective January 1, 1994.

B. Participants may contribute from 1% to 90% of their pre-tax annual compensation not to exceed the annual maximum limit established by the Internal Revenue Service. For participants, the Company will match an amount equal to 25% of elective deferrals, which does not exceed 5% of a participant's eligible compensation.

C. Each participant's account is credited with the participant's contributions and an allocation of the Plan's earnings or losses.

D. Participants have a fully vested interest in their contributions plus actual earnings thereon.

Company contributions vest in accordance with the following schedule:

| Participants' Years of Service | Percent Vested |
|---|---|
| 1 | 0% |
| 2 | 20 |
| 3 | 40 |
| 4 | 60 |
| 5 | 80 |
| 6 | 100% |

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 1: DESCRIPTION OF PLAN- (continued)

Notwithstanding the foregoing, participants shall have a fully vested interest in their employer contribution, deferred and rollover accounts upon death, total and permanent disability, or retirement upon attainment of age 65.

Upon termination of employment of participants who were not fully vested in their employer accounts, the non-vested portion of their employer accounts shall be segregated in a separate account, until the participants have a period of break in service of five years or they receive a distribution of the vested portion of their accounts, if earlier. If the former participants are not re-employed by Company or an affiliated company before they have a period of break in service of five years or receive such a distribution, the non-vested portion of their employer accounts, so segregated, shall be forfeited. Total forfeited amounts allocated to individual accounts were $1,283 for 2014. There were no forfeited amounts allocated to individual accounts for 2015.

E. 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 the participant's vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participants' Loans Receivable Fund. Loans must be repaid within 5 years, unless the loan is used to acquire a principal residence. The loans are secured by the balance in the participant's principal account and bear a reasonable rate of interest. Loans in default are treated like distributions and may be subject to income and penalty taxes.

F. Upon termination of service, a participant may elect to receive a lump sum payment equal to the value of the participant's vested interest in his or her account, annual installments over a period of not more than his or her and a beneficiaries assumed life expectancy, a life annuity or a joint and survivor annuity.

G. Although it has not expressed any intent to do so the Company shall have the right at any time to discontinue its contributions and to terminate the Plan by delivering to the Trustee and Administrator written notice of such termination. Upon termination, the affected participants' combined accounts shall become 100% vested, and the employer shall direct the distribution of assets to the participants in accordance with the applicable Plan provision.

H. All expenses of maintaining the Plan are paid by the Company.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-

A. The accompanying financial statements have been prepared on the accrual basis of accounting. In accordance with the policy of stating investments at fair value, net unrealized appreciation or depreciation for the year is reflected in the statement of changes in net assets available for benefits.

B. In preparing the financial statements in conformity with accounting principles generally accepted in the United States, the plan administrator is required to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, and also the reported amounts of changes in net assets during the reporting periods. Actual results could differ from those estimates and assumptions.

C. Investments are stated at fair value based upon quoted market prices, if available. Market interest rate, investment interest rate and present value calculations, as applicable, are considered in determining fair value when quoted market prices are not available. The moving average cost basis is used in determining the cost of investments sold. Participant loans receivable are valued at the amount borrowed less principal repayments.

D. Loans to participants are reported at their unpaid principal balance plus any accrued but unpaid interest.

E. Benefits are recorded when paid.

F. Subsequent events were evaluated through June 15, 2016 which is the date the financial statements were available to be issued.

Note 3: RISKS AND UNCERTAINTIES-

The Plan provides for various investments in debt and equity securities. Investments in securities are generally exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 4: INVESTMENTS-

The fair value of individual investments that represent 5% or more of the Plan's net assets at December 31, 2015 and 2014 are as follows:

| Particulars | 2015 | 2014 |
|---|---|---|
| Fidelity Contrafund | $674,807 | $513,939 |
| Fidelity Select Health Care Portfolio | 175,368 | - |
| Fidelity Leveraged Company Stock Fund | 236,088 | 262,253 |
| Fidelity Balanced Fund | 192,753 | 212,877 |
| Fidelity International Discovery Fund | 192,434 | 194,078 |
| Fidelity Capital Appreciation Fund | 385,067 | 373,061 |
| Fidelity Stock Selector Large Cap Value Fund | 241,548 | - |
| Spartan 500 Index Fund - Adv | 309,754 | 289,220 |
| Fidelity Large Cap Value Fund | - | 263,665 |
| Fidelity Freedom 2015 Fund | 186,313 | 214,464 |
| Fidelity Small Cap Value Fund | 181,146 | 187,257 |

During 2015 and 2014, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value as follows:

| Particulars | 2015 | 2014 |
|---|---|---|
| Ariel Fund | $ (2,346) | $ (282) |
| RS Partners Fund Class A | (8,043) | (23,371) |
| Fidelity Contrafund | (1,570) | 9,215 |
| Fidelity Value Fund | (5,490) | 2,554 |
| Fidelity Select Health Care Portfolio | (8,413) | 19,145 |
| Fidelity Select Technology Portfolio | 131 | (260) |
| Fidelity Select Utilities | (4,576) | 906 |
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| Fidelity Stock Selector Small Cap Fund | (7,966) | - |
| Fidelity Mid-Cap Stock Fund | (2,939) | (428) |
| Fidelity Small Cap Stock | (1,558) | (1,406) |
| Fidelity Freedom 2010 Fund | (4,734) | 388 |
| Fidelity Freedom 2020 Fund | (571) | (146) |
| Fidelity Freedom 2030 Fund | (1,128) | (170) |

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 4: INVESTMENTS- (continued)

| Particulars | 2015 | 2014 |
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| Spartan International Index Fund | $ (1,039) | $ (1,874) |
| Fidelity Select Natural Resources Portfolio | (1,704) | (1,262) |
| Fidelity Stock Selector Large Cap Value Fund | (13,431) | - |
| Spartan 500 Index | (4,463) | 28,704 |
| Spartan U.S. Bond Index Fund | (2,568) | 4,692 |
| Fidelity Large Cap Value Fund | - | 29,160 |
| Fidelity Freedom 2040 Fund | (3,734) | (960) |
| Fidelity Freedom 2005 Fund | - | (5) |
| Fidelity Freedom 2015 Fund | (11,061) | (2,238) |
| Fidelity Freedom 2025 Fund | (522) | (59) |
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| Fidelity Freedom 2050 Fund | (729) | (363) |
| Fidelity Freedom 2055 Fund | (20) | - |
| Fidelity Freedom 2060 Fund | (8) | - |
| Total | $(191,543) | $ 39,803 |

Note 5: INFORMATION CERTIFIED BY THE TRUSTEE-

In accordance with the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA (29 CFR 2520.103-8), the examination and report of an independent public accountant need not extend to any statement or information prepared and certified by a bank or an insurance carrier that is regulated. The plan administrator has accordingly elected this method of compliance. Accordingly, all information shown on the statements of net assets available for benefits and the statement of changes in net assets available for benefits was prepared from reports certified by the trustee, Fidelity Management Trust Company, except for amounts relating to contributions and distributions, and has not been audited by the Plan's independent auditors.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 6: FAIR VALUE MEASUREMENTS-

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

B. The fair value of investments in registered investment companies is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded (Level 1 Fair Value Measurement).

Note 7: TAX STATUS-

The Internal Revenue Service issued a determination letter dated March 31, 2008, stating that the Plan and related trust were designed in accordance with applicable sections of the Internal Revenue Code (IRC) as of January 30, 2006. The plan administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Code. Furthermore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt for the years ended December 31, 2015 and 2014.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 8: TRANSACTION WITH PARTIES-IN-INTEREST-

The Plan's assets in investments in registered investment companies held by the trustee are considered to be party-in-interest transactions. The Fidelity Money Market Trust Retirement Money Market Portfolio is held by the trustee. Also the Participants' Loans Receivable Fund represents party-in-interest transactions.

Note 9: OMITTED SCHEDULES AND INFORMATION-

The Plan has no lease commitments or leases in default, and no loans or fixed-income obligations in default, as defined by ERISA Section 2520.103(b)(3)(E) for the year ended December 31, 2015 and 2014.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FORM 5500, SCHEDULE H LINE 4i

DECEMBER 31, 2015

(unaudited)

| (a) | (b) Identity of Issue | (c) Description of Investments | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Ariel Fund | 215 shares of participation | ** | $ 12,788 |
| * | Fidelity Contrafund | 6,820 shares of participation | ** | 674,807 |
| * | Fidelity Value Fund | 341 shares of participation | ** | 32,685 |
| * | Fidelity Select Health Care Portfolio | 842 shares of participation | ** | 175,368 |
| * | Fidelity Select Technology Portfolio | 53 shares of participation | ** | 6,293 |
| * | Fidelity Select Utilities | 456 shares of participation | ** | 29,259 |
| * | Fidelity Select Financial Services | 100 shares of participation | ** | 8,373 |
| * | Fidelity Leveraged Company Stock Fund | 5,930 shares of participation | ** | 236,088 |
| * | Fidelity Balanced Fund | 9,084 shares of participation | ** | 192,753 |
| * | Fidelity International Discovery Fund | 4,883 shares of participation | ** | 192,434 |
| * | Fidelity Capital Appreciation Fund | 11,888 shares of participation | ** | 385,067 |
| * | Fidelity Stock Selector Small Cap Fund | 3,528 shares of participation | ** | 81,349 |

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FORM 5500, SCHEDULE H LINE 4i

DECEMBER 31, 2015

(unaudited)

| (a) | (b) Identity of Issue | (c) Description of Investments | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fidelity Mid-Cap Stock Fund | 573 shares of participation | ** | $ 18,746 |
| * | Fidelity Small Cap Stock Fund | 1,092 shares of participation | ** | 18,976 |
| * | Fidelity Freedom 2010 Fund | 5,898 shares of participation | ** | 85,995 |
| * | Fidelity Freedom 2020 Fund | 686 shares of participation | ** | 9,963 |
| * | Fidelity Freedom 2030 Fund | 1,234 shares of participation | ** | 18,776 |
| * | Fidelity Select Natural Resources Portfolio | 270 shares of participation | ** | 6,378 |
| * | Fidelity Money Market Trust Retirement Government II Portfolio | 95,008 shares of participation | ** | 95,008 |
| * | Fidelity Stock Selector Large Cap Value Fund | 14,837 shares of participation | ** | 241,548 |
| | Spartan 500 Index Fund - Adv | 4,314 shares of participation | ** | 309,754 |
| | Spartan U.S. Bond Index Fund - Adv | 11,788 shares of participation | ** | 135,440 |
| | Spartan International Index Adv | 710 shares of participation | ** | 25,498 |
| * | Fidelity Freedom 2040 Fund | 6,837 shares of participation | ** | 60,098 |
| * | Fidelity Freedom 2015 Fund | 15,630 shares of participation | ** | 186,313 |

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FORM 5500, SCHEDULE H LINE 4i

DECEMBER 31, 2015

(unaudited)

| (a) | (b) Identity of Issue | (c) Description of Investments | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fidelity Freedom 2025 Fund | 753 shares of participation | ** | $ 9,362 |
| * | Fidelity Small Cap Value Fund | 10,821 shares of participants | ** | 181,146 |
| * | Fidelity Freedom 2045 Fund | 880 shares of participation | ** | 8,740 |
| * | Fidelity Freedom 2050 Fund | 1,285 shares of participation | ** | 12,807 |
| * | Fidelity Freedom 2055 Fund | 62 shares of participation | ** | 688 |
| * | Fidelity Freedom 2060 Fund | 39 shares of participation | ** | 383 |
| * | Participants' loans receivable with interest rates of 4.25% | | - | 20,105 |
| | | | | $3,472,988 |

* Party-in-interest
** Not required due to participant-directed accounts

# TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

## FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2015 AND 2014

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

TABLE OF CONTENTS


| Particulars | Exhibit |
|---|---|
| Independent Auditor's Report | |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits- December 31, 2015 and 2014 | 1 |
| Statements of Changes in Net Assets Available for Benefits- December 31, 2015 and 2014 | 2 |
| Notes to Financial Statements | |
| Supplemental Schedule | |
| Schedule of Assets (Held at End of Year)- December 31, 2015 | 3 |


NOTE: All other schedules are omitted since they are not applicable or are not required based on the disclosure requirements of the Employee Retirement Income Security Act of 1974 and applicable regulations issued by the Department of Labor.

LEO J. KRUPP & COMPANY LLC
CERTIFIED PUBLIC ACCOUNTANTS

TELEPHONE 847 699-8455
FACSIMILE 847 699-8470

1460 RENAISSANCE DR., SUITE 200
PARK RIDGE, ILLINOIS 60068

# INDEPENDENT AUDITOR'S REPORT

To Administration Committee, TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN:

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN, which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014 and the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

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

## Auditor's Responsibility

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

## Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management 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 years ended December 31, 2015 and 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

**Disclaimer of Opinion**

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

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at year end), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

**Report on Form and Content in Compliance With DOL Rules and Regulations**

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

Leo J. Krupp & Company

LEO J. KRUPP & COMPANY LLC

Park Ridge, Illinois

June 15, 2016

# TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2015 AND 2014

| ASSETS | 2015 | 2014 |
|---|---|---|
| INVESTMENTS AT FAIR VALUE: | | |
| Cash and cash equivalents | $ 95,008 | $ 58,310 |
| Investments in registered investment companies | 3,357,875 | 3,357,069 |
| Total investments at fair value | 3,452,883 | 3,415,379 |
| PARTICIPANTS' LOANS RECEIVABLE | 20,105 | 50,513 |
| NET ASSETS AVAILABLE FOR BENEFITS | $3,472,988 | $3,465,892 |

See accompanying notes to financial statements.

# TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

## STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2015 AND 2014

| Particulars | 2015 | 2014 |
|---|---|---|
| Additions to net assets attributed to: | | |
| Net appreciation in fair value of investments | $ - | $ 39,803 |
| Investment income: | | |
| Interest income | 1,647 | 2,497 |
| Dividend income | 208,062 | 218,685 |
| Contributions: | | |
| Employer | 18,083 | 13,318 |
| Participants | 136,003 | 126,417 |
| Total additions | 363,795 | 400,720 |
| Deductions from net assets attributed to: | | |
| Net depreciation in fair value of investments | 191,543 | - |
| Benefits paid to participants | 165,156 | 52,277 |
| Other miscellaneous fees | - | 175 |
| Total deductions | 356,699 | 52,452 |
| Net increase | 7,096 | 348,268 |
| Net assets available for benefits- Beginning of year | 3,465,892 | 3,117,624 |
| Net assets available for benefits- End of year | $3,472,988 | $3,465,892 |

See accompanying notes to financial statements.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 1: DESCRIPTION OF PLAN-

The following description of the TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN (the Plan) provides only general information. Reference should be made to the Plan document for a more complete description of the Plan's provisions.

A. The Plan is a defined contribution plan covering all employees of Tivoli Enterprises, Inc. ("the Company") who have met certain service and age requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan was established effective January 1, 1994.

B. Participants may contribute from 1% to 90% of their pre-tax annual compensation not to exceed the annual maximum limit established by the Internal Revenue Service. For participants, the Company will match an amount equal to 25% of elective deferrals, which does not exceed 5% of a participant's eligible compensation.

C. Each participant's account is credited with the participant's contributions and an allocation of the Plan's earnings or losses.

D. Participants have a fully vested interest in their contributions plus actual earnings thereon.

Company contributions vest in accordance with the following schedule:

| Participants' Years of Service | Percent Vested |
|---|---|
| 1 | 0% |
| 2 | 20 |
| 3 | 40 |
| 4 | 60 |
| 5 | 80 |
| 6 | 100% |

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 1: DESCRIPTION OF PLAN- (continued)

Notwithstanding the foregoing, participants shall have a fully vested interest in their employer contribution, deferred and rollover accounts upon death, total and permanent disability, or retirement upon attainment of age 65.

Upon termination of employment of participants who were not fully vested in their employer accounts, the non-vested portion of their employer accounts shall be segregated in a separate account, until the participants have a period of break in service of five years or they receive a distribution of the vested portion of their accounts, if earlier. If the former participants are not re-employed by Company or an affiliated company before they have a period of break in service of five years or receive such a distribution, the non-vested portion of their employer accounts, so segregated, shall be forfeited. Total forfeited amounts allocated to individual accounts were $1,283 for 2014. There were no forfeited amounts allocated to individual accounts for 2015.

E. 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 the participant's vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participants' Loans Receivable Fund. Loans must be repaid within 5 years, unless the loan is used to acquire a principal residence. The loans are secured by the balance in the participant's principal account and bear a reasonable rate of interest. Loans in default are treated like distributions and may be subject to income and penalty taxes.

F. Upon termination of service, a participant may elect to receive a lump sum payment equal to the value of the participant's vested interest in his or her account, annual installments over a period of not more than his or her and a beneficiaries assumed life expectancy, a life annuity or a joint and survivor annuity.

G. Although it has not expressed any intent to do so the Company shall have the right at any time to discontinue its contributions and to terminate the Plan by delivering to the Trustee and Administrator written notice of such termination. Upon termination, the affected participants' combined accounts shall become 100% vested, and the employer shall direct the distribution of assets to the participants in accordance with the applicable Plan provision.

H. All expenses of maintaining the Plan are paid by the Company.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-

A. The accompanying financial statements have been prepared on the accrual basis of accounting. In accordance with the policy of stating investments at fair value, net unrealized appreciation or depreciation for the year is reflected in the statement of changes in net assets available for benefits.

B. In preparing the financial statements in conformity with accounting principles generally accepted in the United States, the plan administrator is required to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, and also the reported amounts of changes in net assets during the reporting periods. Actual results could differ from those estimates and assumptions.

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Note 3: RISKS AND UNCERTAINTIES-

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TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

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NOTES TO FINANCIAL STATEMENTS

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| Fidelity Contrafund | (1,570) | 9,215 |
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| Fidelity Select Technology Portfolio | 131 | (260) |
| Fidelity Select Utilities | (4,576) | 906 |
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TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 4: INVESTMENTS- (continued)

| Particulars | 2015 | 2014 |
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| Fidelity Freedom 2040 Fund | (3,734) | (960) |
| Fidelity Freedom 2005 Fund | - | (5) |
| Fidelity Freedom 2015 Fund | (11,061) | (2,238) |
| Fidelity Freedom 2025 Fund | (522) | (59) |
| Fidelity Freedom 2045 Fund | (519) | (210) |
| Fidelity Small Cap Value Fund | (21,904) | (9,195) |
| Fidelity Freedom 2050 Fund | (729) | (363) |
| Fidelity Freedom 2055 Fund | (20) | - |
| Fidelity Freedom 2060 Fund | (8) | - |
| Total | $(191,543) | $ 39,803 |

Note 5: INFORMATION CERTIFIED BY THE TRUSTEE-

In accordance with the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA (29 CFR 2520.103-8), the examination and report of an independent public accountant need not extend to any statement or information prepared and certified by a bank or an insurance carrier that is regulated. The plan administrator has accordingly elected this method of compliance. Accordingly, all information shown on the statements of net assets available for benefits and the statement of changes in net assets available for benefits was prepared from reports certified by the trustee, Fidelity Management Trust Company, except for amounts relating to contributions and distributions, and has not been audited by the Plan's independent auditors.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 6: FAIR VALUE MEASUREMENTS-

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

B. The fair value of investments in registered investment companies is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks, corporate bonds, and U.S. Government securities are based on the closing price reported on the active market where the individual securities are traded (Level 1 Fair Value Measurement).

Note 7: TAX STATUS-

The Internal Revenue Service issued a determination letter dated March 31, 2008, stating that the Plan and related trust were designed in accordance with applicable sections of the Internal Revenue Code (IRC) as of January 30, 2006. The plan administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Code. Furthermore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt for the years ended December 31, 2015 and 2014.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

Note 8: TRANSACTION WITH PARTIES-IN-INTEREST-

The Plan's assets in investments in registered investment companies held by the trustee are considered to be party-in-interest transactions. The Fidelity Money Market Trust Retirement Money Market Portfolio is held by the trustee. Also the Participants' Loans Receivable Fund represents party-in-interest transactions.

Note 9: OMITTED SCHEDULES AND INFORMATION-

The Plan has no lease commitments or leases in default, and no loans or fixed-income obligations in default, as defined by ERISA Section 2520.103(b)(3)(E) for the year ended December 31, 2015 and 2014.

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FORM 5500, SCHEDULE H LINE 4i

DECEMBER 31, 2015

(unaudited)

| (a) | (b) Identity of Issue | (c) Description of Investments | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | Ariel Fund | 215 shares of participation | ** | $ 12,788 |
| * | Fidelity Contrafund | 6,820 shares of participation | ** | 674,807 |
| * | Fidelity Value Fund | 341 shares of participation | ** | 32,685 |
| * | Fidelity Select Health Care Portfolio | 842 shares of participation | ** | 175,368 |
| * | Fidelity Select Technology Portfolio | 53 shares of participation | ** | 6,293 |
| * | Fidelity Select Utilities | 456 shares of participation | ** | 29,259 |
| * | Fidelity Select Financial Services | 100 shares of participation | ** | 8,373 |
| * | Fidelity Leveraged Company Stock Fund | 5,930 shares of participation | ** | 236,088 |
| * | Fidelity Balanced Fund | 9,084 shares of participation | ** | 192,753 |
| * | Fidelity International Discovery Fund | 4,883 shares of participation | ** | 192,434 |
| * | Fidelity Capital Appreciation Fund | 11,888 shares of participation | ** | 385,067 |
| * | Fidelity Stock Selector Small Cap Fund | 3,528 shares of participation | ** | 81,349 |

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FORM 5500, SCHEDULE H LINE 4i

DECEMBER 31, 2015

(unaudited)

| (a) | (b) Identity of Issue | (c) Description of Investments | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fidelity Mid-Cap Stock Fund | 573 shares of participation | ** | $ 18,746 |
| * | Fidelity Small Cap Stock Fund | 1,092 shares of participation | ** | 18,976 |
| * | Fidelity Freedom 2010 Fund | 5,898 shares of participation | ** | 85,995 |
| * | Fidelity Freedom 2020 Fund | 686 shares of participation | ** | 9,963 |
| * | Fidelity Freedom 2030 Fund | 1,234 shares of participation | ** | 18,776 |
| * | Fidelity Select Natural Resources Portfolio | 270 shares of participation | ** | 6,378 |
| * | Fidelity Money Market Trust Retirement Government II Portfolio | 95,008 shares of participation | ** | 95,008 |
| * | Fidelity Stock Selector Large Cap Value Fund | 14,837 shares of participation | ** | 241,548 |
| | Spartan 500 Index Fund - Adv | 4,314 shares of participation | ** | 309,754 |
| | Spartan U.S. Bond Index Fund - Adv | 11,788 shares of participation | ** | 135,440 |
| | Spartan International Index Adv | 710 shares of participation | ** | 25,498 |
| * | Fidelity Freedom 2040 Fund | 6,837 shares of participation | ** | 60,098 |
| * | Fidelity Freedom 2015 Fund | 15,630 shares of participation | ** | 186,313 |

TIVOLI ENTERPRISES, INC. 401(k) RETIREMENT PLAN

PLAN EIN: 36-2978786

PLAN NUMBER: 002

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FORM 5500, SCHEDULE H LINE 4i

DECEMBER 31, 2015

(unaudited)

| (a) | (b) Identity of Issue | (c) Description of Investments | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fidelity Freedom 2025 Fund | 753 shares of participation | ** | $ 9,362 |
| * | Fidelity Small Cap Value Fund | 10,821 shares of participants | ** | 181,146 |
| * | Fidelity Freedom 2045 Fund | 880 shares of participation | ** | 8,740 |
| * | Fidelity Freedom 2050 Fund | 1,285 shares of participation | ** | 12,807 |
| * | Fidelity Freedom 2055 Fund | 62 shares of participation | ** | 688 |
| * | Fidelity Freedom 2060 Fund | 39 shares of participation | ** | 383 |
| * | Participants' loans receivable with interest rates of 4.25% | | - | 20,105 |
| | | | | $3,472,988 |

* Party-in-interest
** Not required due to participant-directed accounts