

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</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>HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS PLAN</u>		1b Three-digit plan number (PN) ▶	<u>001</u>
			1c Effective date of plan	<u>07/11/2002</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>HUDSON PRODUCTS CORPORATION</u> <u>9660 GRUNWALD ROAD</u> <u>BEASLEY, TX 77417</u>		2b Employer Identification Number (EIN)	<u>74-1586257</u>
			2c Plan Sponsor's telephone number	<u>281-396-8100</u>
			2d Business code (see instructions)	<u>339900</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	Filed with authorized/valid electronic signature.	09/07/2016	LAURA JOLLY
	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 ☒ 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: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 748
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) 593
a(2) Total number of active participants at the end of the plan year	6a(2) 449
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 356
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 805
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 9
f Total. Add lines 6d and 6e	6f 814
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 800
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 100
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3F 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (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 _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HUDSON PRODUCTS CORPORATION	D Employer Identification Number (EIN) 74-1586257	

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
ARTISAN
39-1811840

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
BLACKROCK
04-6171663

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BUFFALO
48-1069845

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MAINSTAY
52-2206685

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

FIDELITY INVESTMENTS

06-1194217

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

HARBOR

04-2679462

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

AMG

06-1298481

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

PIMCO FUNDS

95-2632339

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

T. ROWE PRICE

52-2264646

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

VANGUARD

23-1945930

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

OPPENHEIMER FUNDS

13-2527171

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

CAMBIAR FUNDS

84-0643524

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

DODGE & COX

94-1441976

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

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

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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)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 62 64	SERVICE PROVIDER	108770	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

AON INVESTMENT CONSULTING

36-3109431

(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?
17 50	SERVICE PROVIDER	50500	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

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 12/31/2015

A Name of plan <u>HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS 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>HUDSON PRODUCTS CORPORATION</u>	D Employer Identification Number (EIN) <u>74-1586257</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: <u>WELLS FARGO STABLE RETURN FUND N15</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>80-6052573-001</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>5650455</u>
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)
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)
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)
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)
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)
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)

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)**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)**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)**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)**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
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
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

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.	<small>OMB No. 1210-0110</small> 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>		
A Name of plan <u>HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS 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>HUDSON PRODUCTS CORPORATION</u>	D Employer Identification Number (EIN) <u>74-1586257</u>	

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		1420	
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)			3421
(2) Participant contributions	1b(2)			9185
(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)		461472	523629
(9) Value of interest in common/collective trusts	1c(9)		6190150	5650455
(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)		15298532	15426009
(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	21951574	21612699

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	33871	45713
i Acquisition indebtedness	1i		
j Other liabilities	1j	12978	15913
k Total liabilities (add all amounts in lines 1g through 1j)	1k	46849	61626

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	21904725	21551073
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	626257	
(B) Participants	2a(1)(B)	1570170	
(C) Others (including rollovers)	2a(1)(C)	5435	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2201862
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)	21819	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21819
(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)	218536	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		218536
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6986
(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)		-391558
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		2057645

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2252027	
(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)		2252027
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	159270	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		159270
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2411297

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-353652
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **BKD, LLP**

(2) EIN: **44-0160260**

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.				
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:

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2015</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

<div>A Name of plan HUDSON PRODUCTS CORPORATION RETIREMENT SAVINGS PLAN</div>	<div>B Three-digit plan number (PN) ► 001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 HUDSON PRODUCTS CORPORATION</div>	<div>D Employer Identification Number (EIN) 74-1586257</div>

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	0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 41-6257133		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.			
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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.
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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:		14a	
	a The current year		14b	
	b The plan year immediately preceding the current plan year		14c	
	c The second preceding plan year			
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

Hudson Products Corporation
Retirement Savings Plan

EIN 74-1586257 PN 001

Independent Auditor's Report and Financial Statements
December 31, 2015 and 2014



Hudson Products Corporation
Retirement Savings Plan
December 31, 2015 and 2014

Contents

Independent Auditor's Report.....	1
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Financial Statements

Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefit	4
Notes to Financial Statements	5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	14
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Independent Auditor's Report

Plan Administrator
Hudson Products Corporation
Retirement Savings Plan
Beasley, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hudson Products Corporation Retirement Savings Plan (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

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 our audits 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, auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such 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 notes receivable from participants and executes transactions related to these assets. The Plan administrator has obtained certifications 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.

Emphasis of Matter

As discussed in Note 11 to the financial statements, in 2015, the Plan adopted new accounting guidance related to fully benefit-responsive investment contracts. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule listed in the table of contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with Department of Labor 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*.

BKD, LLP

Evansville, Indiana
August 25, 2016
Federal Employer Identification Number: 44-0160260

Hudson Products Corporation
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2015 and 2014

Assets

	<u>2015</u>	<u>2014</u>
Investments, at Fair Value	<u>\$ 21,076,464</u>	<u>\$ 21,403,751</u>
Receivables		
Participants' contributions	9,185	-
Employer contributions	3,421	-
Notes receivable from participants	<u>523,629</u>	<u>461,472</u>
Total receivables	<u>536,235</u>	<u>461,472</u>
Cash	<u>-</u>	<u>1,420</u>
Total assets	<u>21,612,699</u>	<u>21,866,643</u>

Liabilities

Administrative fees payable	45,713	33,871
Excess contributions payable	<u>15,913</u>	<u>12,978</u>
Total liabilities	<u>61,626</u>	<u>46,849</u>
Net Assets Available for Benefits	<u><u>\$ 21,551,073</u></u>	<u><u>\$ 21,819,794</u></u>

Hudson Products Corporation
Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (299,641)	\$ 512,121
Interest and dividends	<u>218,536</u>	<u>230,381</u>
Net investment income (loss)	<u>(81,105)</u>	<u>742,502</u>
Interest Income on Notes Receivable from Participants	<u>21,819</u>	<u>19,708</u>
Contributions		
Participants	1,570,170	1,366,115
Employer	626,257	539,738
Rollovers	<u>5,435</u>	<u>73,640</u>
	<u>2,201,862</u>	<u>1,979,493</u>
Total additions	<u>2,142,576</u>	<u>2,741,703</u>
Deductions		
Benefits paid to participants	2,252,027	1,861,303
Administrative expenses	<u>159,270</u>	<u>123,238</u>
Total deductions	<u>2,411,297</u>	<u>1,984,541</u>
Net Increase (Decrease)	(268,721)	757,162
Net Assets Available for Benefits, Beginning of Year	<u>21,819,794</u>	<u>21,062,632</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 21,551,073</u></u>	<u><u>\$ 21,819,794</u></u>

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 1: Description of the Plan

The following description of the Hudson Products Corporation Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by Hudson Products Corporation (Company) for the benefit of its nonunion employees who are age 18 or older. Related employers which also participate in the Plan include Cofimco USA, Inc., Smithco Engineering, Inc. and Metal Services, Inc. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Wells Fargo Bank, N.A. is the trustee of the Plan and serves as Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 100% of eligible compensation. Employee rollover contributions are also permitted. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Company matching and profit-sharing contributions are discretionary as determined by the Company's Board of Directors. The Company's Board of Directors authorized discretionary matching contributions to be made to the Plan at 50% of employees' salary deferral amounts on the first 6% of employees' compensation for the years ended December 31, 2015 and 2014. No discretionary profit-sharing contributions were made to the Plan for the years ended December 31, 2015 and 2014. Contributions are subject to certain limitations.

Participant Investment Account Options

Each participant has the option of directing his or her contributions into any of the separate investment accounts and may change the allocation daily.

The Plan Document also includes an automatic deferral feature whereby a participant is treated as electing to defer a certain percentage of eligible compensation unless the participant made an affirmative election otherwise. The automatic deferral feature also provides for an annual increase in the percentage deferred and is ultimately capped at 10%.

Participant Accounts

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

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Vesting

Participants are immediately vested in their voluntary contributions, plus earnings thereon. Vesting in the Company's contribution portion of their accounts, plus earnings thereon, is based on years of continuous service. A participant is fully vested after three years of continuous service. Benefits accrued in the Smithco Engineering, Inc. 401(k) Profit Sharing Plan that was merged with and into the Plan during the year ended December 31, 2009, shall be vested after five years of service. The nonvested balance is forfeited upon termination of service.

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 account balance. The loans are secured by the balance in the participant's account. The loan interest rate is set at 1.0% above the prime rate, as defined. Principal and interest is paid ratably through payroll deductions.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2015 and 2014 excess contributions to the applicable participants before March 15, 2016 and 2015, respectively.

Payment of Benefits

Upon termination of service, an employee may elect to receive either a lump-sum amount equal to the value of his or her account, installment payments or a joint and survivor annuity.

Forfeited Accounts

At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$38,322 and \$514, respectively. These accounts will be used to reduce future employer contributions or to pay administrative expenses of the Plan. Also, during the years ended December 31, 2015 and 2014, the Plan paid administrative expenses of \$633 and \$13,682, respectively, from forfeited nonvested accounts.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

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 net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Quoted market prices, if available, are used to value investments. Mutual funds are valued at quoted market prices, which represent the net asset value (NAV) of shares held by the Plan at year-end. The Plan's interest in the collective trust is valued at the NAV of units of the collective trust. The NAV is used as a practical expedient to estimate fair value of the collective trust investment.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) 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. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 3: Certification of Plan Trustee

The Company has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified the following information for the years ended December 31, 2015 and 2014, included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2015 and 2014
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2015 and 2014
- Investment information included in the accompanying schedule of assets (held at end of year) as of December 31, 2015

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

Note 4: Related-Party and Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan and an employee organization the members of which are covered by the Plan, a person who owns 50% or more of such an employer or employee association or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan recorded \$108,770 and \$87,462 of administrative fees to Wells Fargo Bank, N.A. during 2015 and 2014, respectively. The Company also recorded \$50,500 and \$35,776 of fees to the third-party investment advisor during 2015 and 2014, respectively. The Company provides certain administrative services at no cost to the Plan.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 5: Plan Amendments

Effective January 1, 2014, the Plan was amended to increase the Plan's automatic enrollment deferral percentage to 3%, as well as modify the Plan's automatic enrollment feature whereby participants electing to defer greater than zero percent and less than 10% are subject to an automatic increase of 1% until the participant's deferral amount reaches 10%. A participant can elect not to be subject to this automatic increase.

Effective October 1, 2015, the Plan was amended to allow Roth contributions to the Plan and to allow participants to transfer part or all of their vested balance of a non-Roth account to a Roth account balance.

Note 6: Disclosure About Fair Value of Plan Assets and Liabilities

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value in the hierarchy.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefit measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2015 and 2014:

		Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Total			
December 31, 2015				
Mutual funds	\$15,426,009	<u>\$ 15,426,009</u>	<u>\$ -</u>	<u>\$ -</u>
Investment measured at net asset value (A)				
Collective trust fund	<u>5,650,455</u>			
	<u>\$21,076,464</u>			
December 31, 2014				
Mutual funds	\$15,298,532	<u>\$ 15,298,532</u>	<u>\$ -</u>	<u>\$ -</u>
Investment measured at net asset value (A)				
Collective trust fund	<u>6,105,219</u>			
	<u>\$21,403,751</u>			

(A) In accordance with Subtopic 820-10, a certain investment that was measured at the NAV per share (or its equivalent) has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2015. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Investments

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such investments are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, investments are classified within Level 3 of the hierarchy.

Investment Measured Using the Net Asset Value per Share Practical Expedient

The following tables summarize the investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2015 and 2014. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

		December 31, 2015		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Wells Fargo Stable Return Fund	\$5,650,455	N/A	Daily	12 months

		December 31, 2014		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Wells Fargo Stable Return Fund	\$6,105,219	N/A	Daily	12 months

Note 7: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2015 and 2014:

	2015	2014
Net assets available for benefits per the financial statements	\$ 21,551,073	\$ 21,819,794
Adjustment to investment in collective trust related to benefit-responsive investment contracts	-	84,931
Net assets available for benefits per Form 5500	<u>\$ 21,551,073</u>	<u>\$ 21,904,725</u>

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements to Form 5500 for the years ended December 31, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Net increase (decrease) in net assets available for benefits per the financial statements	\$ (268,721)	\$ 757,162
Change in adjustment to investment in collective trust related to benefit-responsive investment contracts	<u>(84,931)</u>	<u>38,694</u>
Net increase (decrease) in net assets available for benefits per Form 5500	<u><u>\$ (353,652)</u></u>	<u><u>\$ 795,856</u></u>

Note 8: Risks and Uncertainties

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

Note 9: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions. The Company experienced a partial Plan termination during 2015, and all affected participants became 100% vested in their employer contributions.

Note 10: Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a prototype 401(k) profit-sharing plan and trust document sponsored by Wells Fargo Bank, N.A. This prototype plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and was qualified and the related trust was tax exempt as of the financial statement date.

Hudson Products Corporation

Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 11: Changes in Accounting Principles

In 2015, the Plan changed its method of accounting for fully benefit-responsive investment contracts by adopting the provisions of Accounting Standard Update (ASU) 2015-12, *Plan Accounting (Topics 962 and 965): Part I, Fully Benefit-Responsive Investment Contracts*. The accounting provided for in ASU 2015-12 allows plans to measure, present and disclose fully benefit-responsive investment contracts at contract value. The effect of the adoption of the ASU is to eliminate the requirement to measure fair value of fully benefit-responsive contracts and to present the reconciliation from fair value to contract value on the statement of net assets. This change was applied retrospectively to all periods presented.

In 2015, the Plan changed its accounting policy on Plan accounting disclosures by adopting the provisions of ASU 2015-12, *Plan Accounting (Topics 960, 962 and 965): Part II, Plan Investment Disclosures*. The accounting policy change provided for in ASU 2015-12 changes the Plan's disclosure requirements to eliminate and/or modify certain investment-related disclosures. This change was applied retrospectively to all periods presented.

In 2015, the Plan changed its accounting policy on Plan accounting disclosures and presentation for fair value of investments using the NAV per share by adopting the provisions of ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)*. In accordance with this guidance, investments measured at the NAV per share as a practical expedient are not categorized within in the fair value hierarchy. This change was applied retrospectively to all periods presented.

Note 12: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Plan Amendments

Effective January 1, 2016, the Plan was amended and restated. The significant provisions of the Plan remained unchanged as a result of the amendment and restatement.

Supplemental Schedule

Hudson Products Corporation Retirement Savings Plan

EIN 74-1586257 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2015

Identity of Issuer	Description of Investment	Current Value
Mutual Funds		
PIMCO Total Return Fund Institutional	155,038 shares	\$ 1,561,234
Artisan Mid Cap Value Fund	35,889 shares	672,926
Buffalo Small Cap Fund	59,350 shares	1,047,531
Cambiar Small Cap Institutional Fund	7,377 shares	123,352
Dodge & Cox Stock Fund	6,099 shares	992,794
Harbor International Fund	12,941 shares	769,091
Mainstay Large Cap Growth Fund	108,286 shares	1,064,453
TimesSquared Mid Cap Growth Fund	26,836 shares	465,065
Oppenheimer International Growth Fund	6,348 shares	227,820
Spartan 500 Index Fund	16,099 shares	1,155,906
T. Rowe Price Retirement Balanced Fund	15,076 shares	214,686
T. Rowe Price Retirement Fund 2010	2,251 shares	37,994
T. Rowe Price Retirement Fund 2015	53,390 shares	730,370
T. Rowe Price Retirement Fund 2020	9,424 shares	185,551
T. Rowe Price Retirement Fund 2025	87,936 shares	1,314,648
T. Rowe Price Retirement Fund 2030	55,774 shares	1,216,425
T. Rowe Price Retirement Fund 2035	33,285 shares	525,575
T. Rowe Price Retirement Fund 2040	33,967 shares	766,977
T. Rowe Price Retirement Fund 2045	28,728 shares	435,513
T. Rowe Price Retirement Fund 2050	29,893 shares	380,838
T. Rowe Price Retirement Fund 2055	16,739 shares	212,759
Vanguard Extended Market Index Fund	20,832 shares	1,324,501
		15,426,009
Collective Trust Fund		
*Wells Fargo Stable Return Fund	484,564 shares	5,650,455
*Participant Loans		
	Participant Plan notes	
	Lowest interest rate – 4.25%	
	Highest interest rate – 4.50%	
	Through November 2020	523,629
		\$ 21,600,093

*Party-in-interest

Hudson Products Corporation
Retirement Savings Plan

EIN 74-1586257 PN 001

Independent Auditor's Report and Financial Statements
December 31, 2015 and 2014



Hudson Products Corporation
Retirement Savings Plan
December 31, 2015 and 2014

Contents

Independent Auditor's Report.....	1
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Financial Statements

Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefit	4
Notes to Financial Statements	5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	14
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Independent Auditor's Report

Plan Administrator
Hudson Products Corporation
Retirement Savings Plan
Beasley, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hudson Products Corporation Retirement Savings Plan (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

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 our audits 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, auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such 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 notes receivable from participants and executes transactions related to these assets. The Plan administrator has obtained certifications 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.

Emphasis of Matter

As discussed in Note 11 to the financial statements, in 2015, the Plan adopted new accounting guidance related to fully benefit-responsive investment contracts. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule listed in the table of contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with Department of Labor 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*.

BKD, LLP

Evansville, Indiana
August 25, 2016
Federal Employer Identification Number: 44-0160260

Hudson Products Corporation
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2015 and 2014

Assets

	<u>2015</u>	<u>2014</u>
Investments, at Fair Value	<u>\$ 21,076,464</u>	<u>\$ 21,403,751</u>
Receivables		
Participants' contributions	9,185	-
Employer contributions	3,421	-
Notes receivable from participants	<u>523,629</u>	<u>461,472</u>
Total receivables	<u>536,235</u>	<u>461,472</u>
Cash	<u>-</u>	<u>1,420</u>
Total assets	<u>21,612,699</u>	<u>21,866,643</u>

Liabilities

Administrative fees payable	45,713	33,871
Excess contributions payable	<u>15,913</u>	<u>12,978</u>
Total liabilities	<u>61,626</u>	<u>46,849</u>
Net Assets Available for Benefits	<u><u>\$ 21,551,073</u></u>	<u><u>\$ 21,819,794</u></u>

Hudson Products Corporation
Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (299,641)	\$ 512,121
Interest and dividends	<u>218,536</u>	<u>230,381</u>
Net investment income (loss)	<u>(81,105)</u>	<u>742,502</u>
Interest Income on Notes Receivable from Participants	<u>21,819</u>	<u>19,708</u>
Contributions		
Participants	1,570,170	1,366,115
Employer	626,257	539,738
Rollovers	<u>5,435</u>	<u>73,640</u>
	<u>2,201,862</u>	<u>1,979,493</u>
Total additions	<u>2,142,576</u>	<u>2,741,703</u>
Deductions		
Benefits paid to participants	2,252,027	1,861,303
Administrative expenses	<u>159,270</u>	<u>123,238</u>
Total deductions	<u>2,411,297</u>	<u>1,984,541</u>
Net Increase (Decrease)	(268,721)	757,162
Net Assets Available for Benefits, Beginning of Year	<u>21,819,794</u>	<u>21,062,632</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 21,551,073</u></u>	<u><u>\$ 21,819,794</u></u>

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 1: Description of the Plan

The following description of the Hudson Products Corporation Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by Hudson Products Corporation (Company) for the benefit of its nonunion employees who are age 18 or older. Related employers which also participate in the Plan include Cofimco USA, Inc., Smithco Engineering, Inc. and Metal Services, Inc. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Wells Fargo Bank, N.A. is the trustee of the Plan and serves as Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 100% of eligible compensation. Employee rollover contributions are also permitted. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Company matching and profit-sharing contributions are discretionary as determined by the Company's Board of Directors. The Company's Board of Directors authorized discretionary matching contributions to be made to the Plan at 50% of employees' salary deferral amounts on the first 6% of employees' compensation for the years ended December 31, 2015 and 2014. No discretionary profit-sharing contributions were made to the Plan for the years ended December 31, 2015 and 2014. Contributions are subject to certain limitations.

Participant Investment Account Options

Each participant has the option of directing his or her contributions into any of the separate investment accounts and may change the allocation daily.

The Plan Document also includes an automatic deferral feature whereby a participant is treated as electing to defer a certain percentage of eligible compensation unless the participant made an affirmative election otherwise. The automatic deferral feature also provides for an annual increase in the percentage deferred and is ultimately capped at 10%.

Participant Accounts

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

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Vesting

Participants are immediately vested in their voluntary contributions, plus earnings thereon. Vesting in the Company's contribution portion of their accounts, plus earnings thereon, is based on years of continuous service. A participant is fully vested after three years of continuous service. Benefits accrued in the Smithco Engineering, Inc. 401(k) Profit Sharing Plan that was merged with and into the Plan during the year ended December 31, 2009, shall be vested after five years of service. The nonvested balance is forfeited upon termination of service.

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 account balance. The loans are secured by the balance in the participant's account. The loan interest rate is set at 1.0% above the prime rate, as defined. Principal and interest is paid ratably through payroll deductions.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2015 and 2014 excess contributions to the applicable participants before March 15, 2016 and 2015, respectively.

Payment of Benefits

Upon termination of service, an employee may elect to receive either a lump-sum amount equal to the value of his or her account, installment payments or a joint and survivor annuity.

Forfeited Accounts

At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$38,322 and \$514, respectively. These accounts will be used to reduce future employer contributions or to pay administrative expenses of the Plan. Also, during the years ended December 31, 2015 and 2014, the Plan paid administrative expenses of \$633 and \$13,682, respectively, from forfeited nonvested accounts.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

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 net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Quoted market prices, if available, are used to value investments. Mutual funds are valued at quoted market prices, which represent the net asset value (NAV) of shares held by the Plan at year-end. The Plan's interest in the collective trust is valued at the NAV of units of the collective trust. The NAV is used as a practical expedient to estimate fair value of the collective trust investment.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) 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. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 3: Certification of Plan Trustee

The Company has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified the following information for the years ended December 31, 2015 and 2014, included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2015 and 2014
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2015 and 2014
- Investment information included in the accompanying schedule of assets (held at end of year) as of December 31, 2015

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

Note 4: Related-Party and Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan and an employee organization the members of which are covered by the Plan, a person who owns 50% or more of such an employer or employee association or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan recorded \$108,770 and \$87,462 of administrative fees to Wells Fargo Bank, N.A. during 2015 and 2014, respectively. The Company also recorded \$50,500 and \$35,776 of fees to the third-party investment advisor during 2015 and 2014, respectively. The Company provides certain administrative services at no cost to the Plan.

Hudson Products Corporation

Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 5: Plan Amendments

Effective January 1, 2014, the Plan was amended to increase the Plan's automatic enrollment deferral percentage to 3%, as well as modify the Plan's automatic enrollment feature whereby participants electing to defer greater than zero percent and less than 10% are subject to an automatic increase of 1% until the participant's deferral amount reaches 10%. A participant can elect not to be subject to this automatic increase.

Effective October 1, 2015, the Plan was amended to allow Roth contributions to the Plan and to allow participants to transfer part or all of their vested balance of a non-Roth account to a Roth account balance.

Note 6: Disclosure About Fair Value of Plan Assets and Liabilities

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value in the hierarchy.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefit measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2015 and 2014:

		Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Total			
December 31, 2015				
Mutual funds	\$15,426,009	<u>\$ 15,426,009</u>	<u>\$ -</u>	<u>\$ -</u>
Investment measured at net asset value (A)				
Collective trust fund	<u>5,650,455</u>			
	<u><u>\$21,076,464</u></u>			
December 31, 2014				
Mutual funds	\$15,298,532	<u>\$ 15,298,532</u>	<u>\$ -</u>	<u>\$ -</u>
Investment measured at net asset value (A)				
Collective trust fund	<u>6,105,219</u>			
	<u><u>\$21,403,751</u></u>			

(A) In accordance with Subtopic 820-10, a certain investment that was measured at the NAV per share (or its equivalent) has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2015. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Investments

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such investments are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, investments are classified within Level 3 of the hierarchy.

Investment Measured Using the Net Asset Value per Share Practical Expedient

The following tables summarize the investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2015 and 2014. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

		December 31, 2015		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Wells Fargo Stable Return Fund	\$5,650,455	N/A	Daily	12 months

		December 31, 2014		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Wells Fargo Stable Return Fund	\$6,105,219	N/A	Daily	12 months

Note 7: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2015 and 2014:

	2015	2014
Net assets available for benefits per the financial statements	\$ 21,551,073	\$ 21,819,794
Adjustment to investment in collective trust related to benefit-responsive investment contracts	-	84,931
Net assets available for benefits per Form 5500	<u>\$ 21,551,073</u>	<u>\$ 21,904,725</u>

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements to Form 5500 for the years ended December 31, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Net increase (decrease) in net assets available for benefits per the financial statements	\$ (268,721)	\$ 757,162
Change in adjustment to investment in collective trust related to benefit-responsive investment contracts	<u>(84,931)</u>	<u>38,694</u>
Net increase (decrease) in net assets available for benefits per Form 5500	<u>\$ (353,652)</u>	<u>\$ 795,856</u>

Note 8: Risks and Uncertainties

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

Note 9: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions. The Company experienced a partial Plan termination during 2015, and all affected participants became 100% vested in their employer contributions.

Note 10: Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a prototype 401(k) profit-sharing plan and trust document sponsored by Wells Fargo Bank, N.A. This prototype plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and was qualified and the related trust was tax exempt as of the financial statement date.

Hudson Products Corporation

Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 11: Changes in Accounting Principles

In 2015, the Plan changed its method of accounting for fully benefit-responsive investment contracts by adopting the provisions of Accounting Standard Update (ASU) 2015-12, *Plan Accounting (Topics 962 and 965): Part I, Fully Benefit-Responsive Investment Contracts*. The accounting provided for in ASU 2015-12 allows plans to measure, present and disclose fully benefit-responsive investment contracts at contract value. The effect of the adoption of the ASU is to eliminate the requirement to measure fair value of fully benefit-responsive contracts and to present the reconciliation from fair value to contract value on the statement of net assets. This change was applied retrospectively to all periods presented.

In 2015, the Plan changed its accounting policy on Plan accounting disclosures by adopting the provisions of ASU 2015-12, *Plan Accounting (Topics 960, 962 and 965): Part II, Plan Investment Disclosures*. The accounting policy change provided for in ASU 2015-12 changes the Plan's disclosure requirements to eliminate and/or modify certain investment-related disclosures. This change was applied retrospectively to all periods presented.

In 2015, the Plan changed its accounting policy on Plan accounting disclosures and presentation for fair value of investments using the NAV per share by adopting the provisions of ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)*. In accordance with this guidance, investments measured at the NAV per share as a practical expedient are not categorized within in the fair value hierarchy. This change was applied retrospectively to all periods presented.

Note 12: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Plan Amendments

Effective January 1, 2016, the Plan was amended and restated. The significant provisions of the Plan remained unchanged as a result of the amendment and restatement.

Supplemental Schedule

Hudson Products Corporation Retirement Savings Plan

EIN 74-1586257 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2015

Identity of Issuer	Description of Investment	Current Value
Mutual Funds		
PIMCO Total Return Fund Institutional	155,038 shares	\$ 1,561,234
Artisan Mid Cap Value Fund	35,889 shares	672,926
Buffalo Small Cap Fund	59,350 shares	1,047,531
Cambiar Small Cap Institutional Fund	7,377 shares	123,352
Dodge & Cox Stock Fund	6,099 shares	992,794
Harbor International Fund	12,941 shares	769,091
Mainstay Large Cap Growth Fund	108,286 shares	1,064,453
TimesSquared Mid Cap Growth Fund	26,836 shares	465,065
Oppenheimer International Growth Fund	6,348 shares	227,820
Spartan 500 Index Fund	16,099 shares	1,155,906
T. Rowe Price Retirement Balanced Fund	15,076 shares	214,686
T. Rowe Price Retirement Fund 2010	2,251 shares	37,994
T. Rowe Price Retirement Fund 2015	53,390 shares	730,370
T. Rowe Price Retirement Fund 2020	9,424 shares	185,551
T. Rowe Price Retirement Fund 2025	87,936 shares	1,314,648
T. Rowe Price Retirement Fund 2030	55,774 shares	1,216,425
T. Rowe Price Retirement Fund 2035	33,285 shares	525,575
T. Rowe Price Retirement Fund 2040	33,967 shares	766,977
T. Rowe Price Retirement Fund 2045	28,728 shares	435,513
T. Rowe Price Retirement Fund 2050	29,893 shares	380,838
T. Rowe Price Retirement Fund 2055	16,739 shares	212,759
Vanguard Extended Market Index Fund	20,832 shares	<u>1,324,501</u>
		15,426,009
Collective Trust Fund		
*Wells Fargo Stable Return Fund	484,564 shares	5,650,455
*Participant Loans		
	Participant Plan notes	
	Lowest interest rate – 4.25%	
	Highest interest rate – 4.50%	
	Through November 2020	<u>523,629</u>
		<u><u>\$ 21,600,093</u></u>

*Party-in-interest

Hudson Products Corporation
Retirement Savings Plan

EIN 74-1586257 PN 001

Independent Auditor's Report and Financial Statements
December 31, 2015 and 2014



Hudson Products Corporation
Retirement Savings Plan
December 31, 2015 and 2014

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefit	4
Notes to Financial Statements	5

Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	14
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Independent Auditor's Report

Plan Administrator
Hudson Products Corporation
Retirement Savings Plan
Beasley, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hudson Products Corporation Retirement Savings Plan (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

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 our audits 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, auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such 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 notes receivable from participants and executes transactions related to these assets. The Plan administrator has obtained certifications 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.

Emphasis of Matter

As discussed in Note 11 to the financial statements, in 2015, the Plan adopted new accounting guidance related to fully benefit-responsive investment contracts. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule listed in the table of contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with Department of Labor 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*.

BKD, LLP

Evansville, Indiana
August 25, 2016
Federal Employer Identification Number: 44-0160260

Hudson Products Corporation
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2015 and 2014

Assets

	<u>2015</u>	<u>2014</u>
Investments, at Fair Value	<u>\$ 21,076,464</u>	<u>\$ 21,403,751</u>
Receivables		
Participants' contributions	9,185	-
Employer contributions	3,421	-
Notes receivable from participants	<u>523,629</u>	<u>461,472</u>
Total receivables	<u>536,235</u>	<u>461,472</u>
Cash	<u>-</u>	<u>1,420</u>
Total assets	<u>21,612,699</u>	<u>21,866,643</u>

Liabilities

Administrative fees payable	45,713	33,871
Excess contributions payable	<u>15,913</u>	<u>12,978</u>
Total liabilities	<u>61,626</u>	<u>46,849</u>
Net Assets Available for Benefits	<u><u>\$ 21,551,073</u></u>	<u><u>\$ 21,819,794</u></u>

Hudson Products Corporation
Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (299,641)	\$ 512,121
Interest and dividends	<u>218,536</u>	<u>230,381</u>
Net investment income (loss)	<u>(81,105)</u>	<u>742,502</u>
Interest Income on Notes Receivable from Participants	<u>21,819</u>	<u>19,708</u>
Contributions		
Participants	1,570,170	1,366,115
Employer	626,257	539,738
Rollovers	<u>5,435</u>	<u>73,640</u>
	<u>2,201,862</u>	<u>1,979,493</u>
Total additions	<u>2,142,576</u>	<u>2,741,703</u>
Deductions		
Benefits paid to participants	2,252,027	1,861,303
Administrative expenses	<u>159,270</u>	<u>123,238</u>
Total deductions	<u>2,411,297</u>	<u>1,984,541</u>
Net Increase (Decrease)	(268,721)	757,162
Net Assets Available for Benefits, Beginning of Year	<u>21,819,794</u>	<u>21,062,632</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 21,551,073</u></u>	<u><u>\$ 21,819,794</u></u>

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 1: Description of the Plan

The following description of the Hudson Products Corporation Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by Hudson Products Corporation (Company) for the benefit of its nonunion employees who are age 18 or older. Related employers which also participate in the Plan include Cofimco USA, Inc., Smithco Engineering, Inc. and Metal Services, Inc. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Wells Fargo Bank, N.A. is the trustee of the Plan and serves as Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 100% of eligible compensation. Employee rollover contributions are also permitted. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Company matching and profit-sharing contributions are discretionary as determined by the Company's Board of Directors. The Company's Board of Directors authorized discretionary matching contributions to be made to the Plan at 50% of employees' salary deferral amounts on the first 6% of employees' compensation for the years ended December 31, 2015 and 2014. No discretionary profit-sharing contributions were made to the Plan for the years ended December 31, 2015 and 2014. Contributions are subject to certain limitations.

Participant Investment Account Options

Each participant has the option of directing his or her contributions into any of the separate investment accounts and may change the allocation daily.

The Plan Document also includes an automatic deferral feature whereby a participant is treated as electing to defer a certain percentage of eligible compensation unless the participant made an affirmative election otherwise. The automatic deferral feature also provides for an annual increase in the percentage deferred and is ultimately capped at 10%.

Participant Accounts

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

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Vesting

Participants are immediately vested in their voluntary contributions, plus earnings thereon. Vesting in the Company's contribution portion of their accounts, plus earnings thereon, is based on years of continuous service. A participant is fully vested after three years of continuous service. Benefits accrued in the Smithco Engineering, Inc. 401(k) Profit Sharing Plan that was merged with and into the Plan during the year ended December 31, 2009, shall be vested after five years of service. The nonvested balance is forfeited upon termination of service.

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 account balance. The loans are secured by the balance in the participant's account. The loan interest rate is set at 1.0% above the prime rate, as defined. Principal and interest is paid ratably through payroll deductions.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2015 and 2014 excess contributions to the applicable participants before March 15, 2016 and 2015, respectively.

Payment of Benefits

Upon termination of service, an employee may elect to receive either a lump-sum amount equal to the value of his or her account, installment payments or a joint and survivor annuity.

Forfeited Accounts

At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$38,322 and \$514, respectively. These accounts will be used to reduce future employer contributions or to pay administrative expenses of the Plan. Also, during the years ended December 31, 2015 and 2014, the Plan paid administrative expenses of \$633 and \$13,682, respectively, from forfeited nonvested accounts.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

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 net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Quoted market prices, if available, are used to value investments. Mutual funds are valued at quoted market prices, which represent the net asset value (NAV) of shares held by the Plan at year-end. The Plan's interest in the collective trust is valued at the NAV of units of the collective trust. The NAV is used as a practical expedient to estimate fair value of the collective trust investment.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) 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. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 3: Certification of Plan Trustee

The Company has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee of the Plan, has certified the following information for the years ended December 31, 2015 and 2014, included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2015 and 2014
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2015 and 2014
- Investment information included in the accompanying schedule of assets (held at end of year) as of December 31, 2015

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

Note 4: Related-Party and Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan and an employee organization the members of which are covered by the Plan, a person who owns 50% or more of such an employer or employee association or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. The Plan recorded \$108,770 and \$87,462 of administrative fees to Wells Fargo Bank, N.A. during 2015 and 2014, respectively. The Company also recorded \$50,500 and \$35,776 of fees to the third-party investment advisor during 2015 and 2014, respectively. The Company provides certain administrative services at no cost to the Plan.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 5: Plan Amendments

Effective January 1, 2014, the Plan was amended to increase the Plan's automatic enrollment deferral percentage to 3%, as well as modify the Plan's automatic enrollment feature whereby participants electing to defer greater than zero percent and less than 10% are subject to an automatic increase of 1% until the participant's deferral amount reaches 10%. A participant can elect not to be subject to this automatic increase.

Effective October 1, 2015, the Plan was amended to allow Roth contributions to the Plan and to allow participants to transfer part or all of their vested balance of a non-Roth account to a Roth account balance.

Note 6: Disclosure About Fair Value of Plan Assets and Liabilities

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value in the hierarchy.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefit measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2015 and 2014:

		Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Total			
December 31, 2015				
Mutual funds	\$15,426,009	<u>\$ 15,426,009</u>	<u>\$ -</u>	<u>\$ -</u>
Investment measured at net asset value (A)				
Collective trust fund	<u>5,650,455</u>			
	<u><u>\$21,076,464</u></u>			
December 31, 2014				
Mutual funds	\$15,298,532	<u>\$ 15,298,532</u>	<u>\$ -</u>	<u>\$ -</u>
Investment measured at net asset value (A)				
Collective trust fund	<u>6,105,219</u>			
	<u><u>\$21,403,751</u></u>			

(A) In accordance with Subtopic 820-10, a certain investment that was measured at the NAV per share (or its equivalent) has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2015. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Investments

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such investments are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, investments are classified within Level 3 of the hierarchy.

Investment Measured Using the Net Asset Value per Share Practical Expedient

The following tables summarize the investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2015 and 2014. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

		December 31, 2015		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Wells Fargo Stable Return Fund	\$5,650,455	N/A	Daily	12 months

		December 31, 2014		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Wells Fargo Stable Return Fund	\$6,105,219	N/A	Daily	12 months

Note 7: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2015 and 2014:

	2015	2014
Net assets available for benefits per the financial statements	\$ 21,551,073	\$ 21,819,794
Adjustment to investment in collective trust related to benefit-responsive investment contracts	-	84,931
Net assets available for benefits per Form 5500	<u>\$ 21,551,073</u>	<u>\$ 21,904,725</u>

Hudson Products Corporation Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements to Form 5500 for the years ended December 31, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Net increase (decrease) in net assets available for benefits per the financial statements	\$ (268,721)	\$ 757,162
Change in adjustment to investment in collective trust related to benefit-responsive investment contracts	<u>(84,931)</u>	<u>38,694</u>
Net increase (decrease) in net assets available for benefits per Form 5500	<u><u>\$ (353,652)</u></u>	<u><u>\$ 795,856</u></u>

Note 8: Risks and Uncertainties

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

Note 9: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions. The Company experienced a partial Plan termination during 2015, and all affected participants became 100% vested in their employer contributions.

Note 10: Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a prototype 401(k) profit-sharing plan and trust document sponsored by Wells Fargo Bank, N.A. This prototype plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and was qualified and the related trust was tax exempt as of the financial statement date.

Hudson Products Corporation

Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 11: Changes in Accounting Principles

In 2015, the Plan changed its method of accounting for fully benefit-responsive investment contracts by adopting the provisions of Accounting Standard Update (ASU) 2015-12, *Plan Accounting (Topics 962 and 965): Part I, Fully Benefit-Responsive Investment Contracts*. The accounting provided for in ASU 2015-12 allows plans to measure, present and disclose fully benefit-responsive investment contracts at contract value. The effect of the adoption of the ASU is to eliminate the requirement to measure fair value of fully benefit-responsive contracts and to present the reconciliation from fair value to contract value on the statement of net assets. This change was applied retrospectively to all periods presented.

In 2015, the Plan changed its accounting policy on Plan accounting disclosures by adopting the provisions of ASU 2015-12, *Plan Accounting (Topics 960, 962 and 965): Part II, Plan Investment Disclosures*. The accounting policy change provided for in ASU 2015-12 changes the Plan's disclosure requirements to eliminate and/or modify certain investment-related disclosures. This change was applied retrospectively to all periods presented.

In 2015, the Plan changed its accounting policy on Plan accounting disclosures and presentation for fair value of investments using the NAV per share by adopting the provisions of ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)*. In accordance with this guidance, investments measured at the NAV per share as a practical expedient are not categorized within in the fair value hierarchy. This change was applied retrospectively to all periods presented.

Note 12: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Plan Amendments

Effective January 1, 2016, the Plan was amended and restated. The significant provisions of the Plan remained unchanged as a result of the amendment and restatement.

Supplemental Schedule

Hudson Products Corporation Retirement Savings Plan

EIN 74-1586257 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2015

Identity of Issuer	Description of Investment	Current Value
Mutual Funds		
PIMCO Total Return Fund Institutional	155,038 shares	\$ 1,561,234
Artisan Mid Cap Value Fund	35,889 shares	672,926
Buffalo Small Cap Fund	59,350 shares	1,047,531
Cambiar Small Cap Institutional Fund	7,377 shares	123,352
Dodge & Cox Stock Fund	6,099 shares	992,794
Harbor International Fund	12,941 shares	769,091
Mainstay Large Cap Growth Fund	108,286 shares	1,064,453
TimesSquared Mid Cap Growth Fund	26,836 shares	465,065
Oppenheimer International Growth Fund	6,348 shares	227,820
Spartan 500 Index Fund	16,099 shares	1,155,906
T. Rowe Price Retirement Balanced Fund	15,076 shares	214,686
T. Rowe Price Retirement Fund 2010	2,251 shares	37,994
T. Rowe Price Retirement Fund 2015	53,390 shares	730,370
T. Rowe Price Retirement Fund 2020	9,424 shares	185,551
T. Rowe Price Retirement Fund 2025	87,936 shares	1,314,648
T. Rowe Price Retirement Fund 2030	55,774 shares	1,216,425
T. Rowe Price Retirement Fund 2035	33,285 shares	525,575
T. Rowe Price Retirement Fund 2040	33,967 shares	766,977
T. Rowe Price Retirement Fund 2045	28,728 shares	435,513
T. Rowe Price Retirement Fund 2050	29,893 shares	380,838
T. Rowe Price Retirement Fund 2055	16,739 shares	212,759
Vanguard Extended Market Index Fund	20,832 shares	<u>1,324,501</u>
		15,426,009
Collective Trust Fund		
*Wells Fargo Stable Return Fund	484,564 shares	5,650,455
*Participant Loans		
	Participant Plan notes	
	Lowest interest rate – 4.25%	
	Highest interest rate – 4.50%	
	Through November 2020	<u>523,629</u>
		<u><u>\$ 21,600,093</u></u>

*Party-in-interest