Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
LEPRINO FOODS COMPANY MATCHED RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1993

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)
LEPRINO FOODS COMPANY

1830 WEST 38TH AVENUE
DENVER, CO 80211-2000

2b Employer Identification Number (EIN)
84-0500292

2c Plan Sponsor's telephone number
303-480-2600

2d Business code (see instructions)
311500

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.	09/08/2016	PAUL ADAMS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/08/2016	PAUL ADAMS
	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)

RONALD ARCULEO

DELOITTE TAX LLP

1700 MARKET ST.
PHILADELPHIA, PA 19103

Preparer's telephone number

215-246-2300

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	4495
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)**	3818
a(2) Total number of active participants at the end of the plan year	**6a(2)**	3927
b Retired or separated participants receiving benefits	**6b**	2
c Other retired or separated participants entitled to future benefits	**6c**	509
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	4438
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	7
f Total. Add lines **6d** and **6e**.	**6f**	4445
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3294
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	123
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 2R

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

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

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

a Pension Schedules

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

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

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

b General Schedules

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

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

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

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

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

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
LEPRINO FOODS COMPANY MATCHED RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
LEPRINO FOODS COMPANY

D Employer Identification Number (EIN)
84-0500292

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN BEACON
4151 AMON CARTER BLVD
FORT WORTH, TX 76155

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

ARTISAN
875 EAST WISCONSIN AVE
SUITE 800
MILWAUKEE, WI 53202

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

HARBOR FUNDS
111 SOUTH WACKER DRIVE
34TH FLOOR
CHICAGO, IL 60606

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

METROPOLITAN WEST
865 SOUTH FIGUEROA STREET
LOS ANGELES, CA 90017

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

PIMCO FUNDS DIST INST

PO BOX 55060
BOSTON, MA 02205

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

VANGUARD MARKETING CORP

100 VANGUARD BLVD
MALVERN, PA 19355

(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)

T ROWE PRICE RPS INC

100 EAST PRATT STREET
BALTIMORE, MD 21202

(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 21 25 28 33 37 38 49 50 52 55 57 59 62 64 65	NONE	151871	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

COOK STREET CONSULTING INC

5299 DTC BOULEVARD
SUITE 1150
GREENWOOD VILLAGE, CO 80111

(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?
16 27 50	NONE	30330	Yes [ ] No [X]	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)

BROCK AND COMPANY

2516 WEST MAIN STREET
LITTLETON, CO 80120

(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?
10 50	NONE	15556	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
T ROWE PRICE RPS INC	15 21 25 28 33 37 38 49 50 52 55 57 59 62 64 65 71	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTERNATIONAL FUND 111 SOUTH WACKER DRIVE 34TH FLOOR CHICAGO, IL 60606	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
LEPRINO FOODS COMPANY MATCHED RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
LEPRINO FOODS COMPANY

D Employer Identification Number (EIN)
84-0500292

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	31824	57969
(2) Participant contributions	1b(2)	0	121767
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	6934503	6049431
(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)	5653219	5506944
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	128916690	130718963
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	2298596	2408221

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	143834832	144863295
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	165450	67332
k	Total liabilities (add all amounts in lines 1g through1j)	1k	165450	67332
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	143669382	144795963

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)	2504297	
	(B) Participants	2a(1)(B)	10881878	
	(C) Others (including rollovers)	2a(1)(C)	1346148	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		14732323
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	627	
	(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)	179660	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		180287
	(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)	7880263	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		7880263
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-7046697
c Other income	2c		247129
d Total income. Add all **income** amounts in column (b) and enter total	2d		15993305
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14592903	
(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)		14592903
f Corrective distributions (see instructions)	2f		67332
g Certain deemed distributions of participant loans (see instructions)	2g		3734
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	50884	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	151871	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		202755
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		14866724
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1126581
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: BROCK AND COMPANY CPAS P.C. **(2)** EIN: 84-0930288

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X		
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X		

			Yes	No	N/A	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X		
e	Was this plan covered by a fidelity bond?	4e	X			10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n				
o	Did the plan trust incur unrelated business taxable income?	4o				
p	Were in-service distributions made during the plan year?	4p				

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

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

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

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

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection.

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

A Name of plan
LEPRINO FOODS COMPANY MATCHED RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
LEPRINO FOODS COMPANY

D Employer Identification Number (EIN)
84-0500292

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 52-1481931 _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A

22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No



Leprino Foods Company
Matched Retirement Savings Plan

Independent Auditor's Report and Financial Statements

December 31, 2015 and 2014

Leprino Foods Company Matched Retirement Savings Plan

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BROCK AND COMPANY
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A PROFESSIONAL CORPORATION

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Independent Auditor's Report

To the Plan Administrator of the
Leprino Foods Company Matched Retirement Savings Plan

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the Leprino Foods Company Matched Retirement Savings Plan (the "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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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

Other Matter
The supplemental schedule, Schedule H, Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015, is required by the DOL'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 DOL Rules and Regulations

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

Brock and Company CPAs P.C.

Certified Public Accountants

Littleton, Colorado
June 17, 2016

Leprino Foods Company Matched Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31,	2015	2014
ASSETS		
Investments (Notes 2, 3, and 4)		
Money market funds	**$ 6,049,431**	$ 6,934,503
Mutual funds	**130,718,963**	128,916,690
Self-directed individual brokerage accounts	**2,408,221**	2,298,596
Total investments	**139,176,615**	138,149,789
Receivables		
Employer contributions	**57,969**	31,824
Participant contributions	**121,767**	-
Notes receivable from participants	**5,506,944**	5,653,219
Total receivables	**5,686,680**	5,685,043
Total assets	**144,863,295**	143,834,832
LIABILITIES		
Excess contributions payable	**67,332**	165,450
Net assets available for benefits	**$ 144,795,963**	$ 143,669,382

The accompanying Notes are an integral part of these financial statements.

Leprino Foods Company Matched Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

Year ended December 31,	2015	2014
Additions to (deductions from) net assets attributed to:		
Investment income (loss) (Notes 2 and 3):		
Net appreciation (depreciation) in fair value of investments	**$ (7,145,797)**	$ 37,863
Interest, dividends, and other	**8,007,580**	8,130,424
Total investment income	**861,783**	8,168,287
Interest income on notes receivable from participants	**179,660**	178,231
Other income	**219,539**	133,242
Contributions:		
Employer, net of forfeitures	**2,504,297**	2,281,368
Participant	**10,881,878**	9,215,677
Rollovers	**1,346,148**	1,420,581
Total contributions	**14,732,323**	12,917,626
Excess contributions	**(67,332)**	(165,450)
Net contributions	**14,664,991**	12,752,176
Payments:		
Distributions to participants	**(14,596,637)**	(11,685,152)
Administrative expenses	**(202,755)**	(73,645)
Total payments	**(14,799,392)**	(11,758,797)
Net increase in net assets available for benefits	**1,126,581**	9,473,139
Net assets available for benefits, beginning of year	**143,669,382**	134,196,243
Net assets available for benefits, end of year	**$144,795,963**	$143,669,382

The accompanying Notes are an integral part of these financial statements.

Leprino Foods Company Matched Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 1 – Description of the Plan

General. The Leprino Foods Company (the “Company” or "Employer") Matched Retirement Savings Plan (the “Plan”) was established January 1, 1993. The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Plan benefits are not guaranteed by the Pension Benefit Guaranty Corporation. The following is a brief general description of the Plan. Participants and all others should refer to the Plan document for a complete description of the Plan’s provisions.

Eligibility. The Plan is generally available to all non-union employees of the Company. An employee who is 21 years old may elect to make salary reduction contributions to the Plan beginning the first of the month following his or her first day of employment. In order to receive an Employer match a participant must complete one year of service with the Company and be 21 years of age or older. A year of service is defined as completing at least 1,000 hours of service during the computation period.

Contributions. The Company will match contributions to the Plan equal to 50% of the participant's salary reduction for employees who have completed one year of service. Matching contributions will not be made on behalf of any officer of the Company. The Company's matching contribution is limited to the lesser of the first 6% of a participant's salary reduction or $1,500. Participants may make salary deferral contributions up to 50% of his or her salary, subject to the maximum allowable dollar limit of $18,000 in 2015 and $17,500 in 2014. Also, participants age 50 and over are allowed to make an additional contribution of $6,000 in 2015 and $5,500 in 2014. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers twenty-six mutual funds, a money market fund, and a self-directed individual brokerage account as investment options for participants. The matching Company contribution is invested as directed by the participant.

Participant Accounts. Each participant’s account is credited with the participant’s contributions (salary deferral and rollovers, if any) and an allocation of (a) the Company’s matching contribution, if any, (b) fund earnings or losses, and (c) administrative expenses, if any. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account balance.

Spending Account. The Plan maintains an unallocated spending account that is funded through revenue sharing arrangements with the Plan’s investments. The spending account is used to pay administrative expenses of the Plan and/or is reallocated to eligible participants’ accounts. During the years ended December 31, 2015 and 2014, the spending account received $136,434 and $133,242, respectively, of revenue sharing from the Plan’s investments and paid $50,395 and $50,241, respectively, of administrative expenses. Additionally, during 2015 and 2014, $206,111 and $43,200, respectively, of the spending account was reallocated to eligible participants' accounts. The spending account had a balance of $13,027 and $133,090 as of December 31, 2015 and 2014, respectively.

Leprino Foods Company Matched Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 1 – Description of the Plan (continued)

Vesting. Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service as follows:

After January 1, 2002	
Years of Service	**Vested Percentage**
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Prior to January 1, 2002	
Years of Service	**Vested Percentage**
Less than 3	0%
3	20%
4	40%
5	60%
6	80%
7	100%

Furthermore, participants become 100% vested in their Company contribution portion of their accounts upon the following events:

- Participant's death;
- Participant becomes disabled as defined under the Plan;
- Participant attains normal retirement age; or
- Termination or partial termination of the Plan.

Forfeitures. When certain terminations of participation in the Plan occur, the non-vested portion represents a forfeiture. Forfeitures are used to reinstate participant's accounts, used to pay administrative expenses of the Plan, or used to reduce Employer matching contributions. During 2015 and 2014, forfeitures of $60,000 and $116,317, respectively, were used to reduce Employer matching contributions. Unutilized forfeited non-vested accounts at December 31, 2015 and 2014 totaled $77,768 and $7,607, respectively.

Investments. Participants may direct their investments into a money market fund and various mutual funds. Additionally, Plan participants can invest their accounts into the Trade Link Account. The Trade Link Account offers participants the ability to invest in other qualified mutual funds in the market, including other T. Rowe Price funds, other than the Plan's core investments.

The Company has appointed a Benefit Plan Investment Committee consisting of certain individuals of the Company to oversee and implement the Company's Investment Policy Statement for the Plan.

Leprino Foods Company Matched Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 1 – Description of the Plan (continued)

Notes Receivable from Participants. Participants may borrow from their fund accounts a minimum of $1,000. The maximum loan is the lesser of (i) $50,000 minus the highest loan balance (including loans from the Employees' Profit-Sharing Plan of Leprino Foods Company) in the previous 12-month period or (ii) 50% of their vested account balance, whichever is less. Loan terms range from 1 month up to a maximum of 5 years, or 20 years if the purpose of the loan is a home purchase. The loans are secured by the balance in the participant's account and bear interest based on the prime rate as published in the Wall Street Journal at the date the loan is granted. Principal and interest payments are paid ratably through payroll deductions.

Payment of Benefits. Benefits to participants or beneficiaries generally are payable either as a lump sum or as installments over a specified period equal to the value of their vested account balance upon retirement, disability, death or termination of the participant. Participants may also elect to rollover their account balance into another qualified retirement plan or Individual Retirement Account. Additionally, the Plan provides for in-service distributions of a participant's rollover contributions account, upon attainment of age 59½, and in the event of a financial hardship, as defined.

Plan Administration. The Company has appointed an Employee Benefits Committee consisting of certain individuals of the Company to supervise the administration of the Plan.

Plan Amendments. During 2015 and 2014, the Plan document was amended as follows:

Effective June 1, 2015, the Plan's age requirement for eligibility was changed to age 18.

Effective January 1, 2015, the Plan document was amended as follows:

- To provide for Roth after-tax contributions.
- To provide for separate elections on particular components of a participant's compensation (e.g. bonuses).
- To provide for an auto-enrollment feature. Unless a newly eligible participant affirmatively elects otherwise after being given appropriate notice, 6% of their compensation will automatically be withheld and contributed to their pre-tax contributions account.

On June 5, 2014, the Plan was amended as follows:

- To provide that any excess annual additions are to be corrected only through the Employee Plans Compliance Resolution System ("EPCRS") effective January 1, 2008; and
- To comply with Section 414(v)(5) of the IRC, by clarifying that catch-up contributions are provided for participants who have attained age 50 before the close of the taxable year versus the Plan year effective June 1, 2002.

Effective January 1, 2014, the Plan was amended as follows:

- To amend the Plan's definition of covered employee and year of service.
- To provide for a spending account to hold amounts returned to the Plan as a result of revenue sharing. Such amounts, if any, will be temporarily held in a spending account. The spending account may be used to pay the reasonable expenses of administering the Plan. Any amounts remaining in the spending account will be allocated annually to participant accounts on a pro-rata basis (determined as of the last business day of each Plan year).

Leprino Foods Company Matched Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 1 – Description of the Plan (continued)

Plan Termination. The Committee anticipates that this Plan will continue indefinitely. However, the right to amend or modify the Plan in any manner or to terminate the Plan is specifically reserved. If the Plan is terminated, the amounts allocated to participants' accounts will be 100% vested and non-forfeitable

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting. The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition. The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Benefit Plan Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and trustee. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Interest is recorded when earned. 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. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2015 or 2014. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Excess Contributions Payable. Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as a liability with a corresponding reduction to contributions. The Plan distributes excess contributions to the applicable participants subsequent to the Plan's year end.

Administrative Expenses. Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Administrative expenses paid by the Plan also include fees paid for consulting, accounting, legal, and redemption fees. Certain investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Leprino Foods Company Matched Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 2 – Summary of Significant Accounting Policies (continued)

Benefit Payments. Benefits are recorded when paid.

Note 3– Investments

The following presents investments that exceed 5% of net assets available for benefits as of December 31, 2015 and 2014:

	2015		2014	
	Shares / Units	Fair Value	Shares / Units	Fair Value
Mutual Funds:				
TRP Balanced	**345,600**	**$ 7,416,567**	343,832	$ 7,870,325
TRP Equity Income	**369,750**	**10,523,090**	372,935	12,232,280
TRP Mid-Cap Growth	**185,074**	**13,569,656**	174,727	13,181,408
New Horizon Fund	**458,865**	**19,483,402**	448,087	19,617,240
TRP Retirement 2020	**416,199**	**8,194,967**	*	*
TRP Retirement 2030	**393,462**	**8,581,415**	387,128	8,911,693
TRP Retirement 2040	**362,508**	**8,185,421**	310,458	7,426,161
TRP Retirement 2045	**743,402**	**11,269,979**	613,991	9,823,849

* Does not exceed 5% of net assets available for benefits as of the respective date

During 2015 and 2014, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $(7,145,797) and $37,863, respectively.

Note 4 – Fair Value Measurements

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures* , provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Leprino Foods Company Matched Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 4 – Fair Value Measurements (continued)

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

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

There have been no changes in the methodologies used at December 31, 2015 and 2014. The following is a description of the valuation methodologies used for assets measured at fair value:

- Money Market Funds and Mutual Funds are valued at the quoted net asset value ("NAV") of shares held by the Plan at year end.

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

The Plan also holds other assets and liabilities not measured at fair value on a recurring basis, including contributions receivable and excess contributions payable. The fair value of these assets and liabilities approximates the carrying amounts in the accompanying financial statements due to the short maturity of these instruments.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015 and 2014:

	Fair Value Measurements at December 31, 2015			
	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Mutual Funds: *				
Bond Funds	**$ 6,230,324**	**$ -**	**$ -**	**$ 6,230,324**
Target Date Funds	**52,208,588**	**-**	**-**	**52,208,588**
Value Funds	**17,453,334**	**-**	**-**	**17,453,334**
Index Funds	**5,556,697**	**-**	**-**	**5,556,697**
Balanced Funds	**7,471,417**	**-**	**-**	**7,471,417**
Blend Funds	**4,546,881**	**-**	**-**	**4,546,881**
Growth Funds	**38,930,430**	**-**	**-**	**38,930,430**
Other Funds	**469,953**	**-**	**-**	**469,953**
Total Mutual Funds	**132,867,624**	**-**	**-**	**132,867,624**
Money Market Funds*	**6,308,991**	**-**	**-**	**6,308,991**
Total Assets at Fair Value	**$ 139,176,615**	**$ -**	**$ -**	**$ 139,176,615**

Leprino Foods Company Matched Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 4 – Fair Value Measurements (continued)

	Fair Value Measurements at December 31, 2014			
	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Mutual Funds: *				
Bond Funds	$ 6,012,354	$ -	$ -	$ 6,012,354
Target Date Funds	47,407,306	-	-	47,407,306
Value Funds	20,160,290	-	-	20,160,290
Index Funds	5,896,615	-	-	5,896,615
Balanced Funds	7,923,168	-	-	7,923,168
Blend Funds	5,057,703	-	-	5,057,703
Growth Funds	38,139,605	-	-	38,139,605
Other Funds	435,872	-	-	435,872
Total Mutual Funds	131,032,913	-	-	131,032,913
Money Market Funds*	7,116,876	-	-	7,116,876
Total Assets at Fair Value	$ 138,149,789	$ -	$ -	$ 138,149,789

* Includes funds held in self-directed individual brokerage accounts.

Changes in Fair Value Levels. The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Company evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2015 and 2014, there were no significant transfers in or out of levels 1, 2 or 3.

Note 5 – Information Certified by the Trustee

The Plan Administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee of the Plan has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014, and Note 3;
- Notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014;
- Investment amounts within the fair value tables as shown in Note 4;

Leprino Foods Company Matched Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 5 – Information Certified by the Trustee (continued)

- Investment income (loss), as shown in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2015 and 2014, and Note 3;
- Interest income on 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; and
- The information presented in the Schedule of Assets (Held at End of Year) as of December 31, 2015, as shown in the supplemental schedule.

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 6 – Tax Status

The Plan received a favorable determination letter from the Internal Revenue Service ("IRS") on May 5, 2014, which stated that the Plan is qualified under the applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the IRS determination letter, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Plan administrator believes the Plan is qualified under Section 401(a) of the IRC and the related Trust is tax-exempt as of December 31, 2015 and 2014. Therefore, no provision for income taxes has been included in the Plan's financial statements.

On December 13, 2011, Plan management was notified by T. Rowe Price Retirement Plan Services, Inc. ("TRP"), the Plan's record keeper, that TRP had filed a Group Voluntary Correction Program ("Group VCP") with the IRS on September 1, 2011, to request relief for certain of their client's participant loans that were subject to loan delinquency reporting failures and/or loan conversion issue failures prior to August 15, 2011. On April 1, 2014, TRP notified Plan management that the IRS had approved their proposed correction methods in the Group VCP. Plan management had previously decided to participate in the Group VCP and they have corrected the Plan's loan processing issues.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2012.

Leprino Foods Company Matched Retirement Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Note 7 – Party-In-Interest Transactions

Certain Plan investments are shares/units of a money market fund and mutual funds managed by T. Rowe Price. As T. Rowe Price is the trustee as defined by the Plan, these transactions qualify as party-in-interest transactions. Additionally, the Plan maintains notes receivable from participants. Fees paid for services rendered by parties-in-interest were based on customary and reasonable rates for such services.

Note 8 – Risks and Uncertainties

The Plan currently provides for various investment options in a money market fund and mutual funds. Investment securities, in general, are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts presented in the statements of net assets available for benefits.

Note 9 – Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through June 17, 2016, which is the date the financial statements were available to be issued.

On December 17, 2015, the Company authorized the creation of Leprino Performance Brands, LLC (“LPB”), a new wholly-owned subsidiary of the Company. Effective January 1, 2016, the Company’s Board of Directors authorized the participation of LPB and its employees in the Plan.

Leprino Foods Company Matched Retirement Savings Plan

Schedule H, Line 4i: Schedule of Assets (Held at End of Year) EIN: 84-0500292 PN: 002

December 31, 2015

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Units/ Shares	Current Value
T. Rowe Price Trust Company	**Money Market Fund:**		
	* TRP Summit Cash Reserves	6,049,431	**$ 6,049,431**
	Mutual Funds:		
	Amer Beac Small Cap Val Inst	248,989	**5,592,290**
	Artisan Mid-Cap Value Inst	54,124	**1,013,207**
	* TRP Balanced	345,600	**7,416,567**
	* TRP Equity Income	369,750	**10,523,090**
	* TRP Growth Stock	67,134	**3,602,416**
	Harbor International Fund	71,187	**4,230,662**
	* TRP Mid-Cap Growth	185,074	**13,569,656**
	Met West Total Return Bond Pln	298,672	**2,986,724**
	New Horizons Fund	458,865	**19,483,402**
	* TRP Real Estate	63,173	**1,736,615**
	* TRP Retirement 2005	30,394	**377,800**
	* TRP Retirement 2010	54,193	**914,781**
	* TRP Retirement 2015	152,728	**2,089,320**
	* TRP Retirement 2020	416,199	**8,194,967**
	* TRP Retirement 2025	384,448	**5,747,502**
	* TRP Retirement 2030	393,462	**8,581,415**
	* TRP Retirement 2035	335,873	**5,303,435**
	* TRP Retirement 2040	362,508	**8,185,421**
	* TRP Retirement 2045	743,402	**11,269,979**
	* TRP Retirement 2050	44,733	**569,901**
	* TRP Retirement 2055	75,263	**956,587**
	* TRP Retirement 2060	1,806	**17,480**
	PIMCO High Yield, Instl.	262,881	**2,171,396**
	Vanguard Inst Index	29,304	**5,468,796**
	Vanguard Inf Protected Sec	10,559	**266,184**
	Vanguard Shrt Term Bnd In Adm	43,084	**449,370**
	Total Mutual Funds		**130,718,963**
	Self-directed Individual Brokerage Accounts		
	Trade Link	2,408,221	**2,408,221**
*	**Loans to Participants** (interest rates ranging from 3.25% to 7.75%, various maturity dates)		**5,506,944**
	Total Assets (Held at End of Year)		**$ 144,683,559**

* Represents a party-in-interest

Plan Name	**Leprino Foods Company Matched Retirement Savings Plan**
Plan Sponsor EIN	**84-0500292**
ERISA Plan #	**002**
Plan Year Ending	**December 31, 2015**

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	**Leprino Foods Company Matched Retirement Savings Plan**
Plan Sponsor EIN	**84-0500292**
ERISA Plan #	**002**
Plan Year Ending	**December 31, 2015**

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	