# 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
GREEN HILLS SOFTWARE 401(K) PLAN

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

**1c** Effective date of plan 04/01/1985

**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)
GREEN HILLS SOFTWARE, INC.

30 WEST SOLA STREET
SANTA BARBARA, CA 93101

**2b** Employer Identification Number (EIN)
95-4079433

**2c** Plan Sponsor's telephone number
805-965-6044

**2d** Business code (see instructions)
511210

**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. | 09/16/2016 | ROBERT HULL |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 09/16/2016 | JEFFREY HAZARIAN |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number

| | | |
|---|---|---|
| **3a** Plan administrator's name and address [X] Same as Plan Sponsor | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: | **4b** EIN | |
| **a** Sponsor's name | **4c** PN | |
| **5** Total number of participants at the beginning of the plan year | **5** | 273 |
| **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)** | 217 |
| **a(2)** Total number of active participants at the end of the plan year | **6a(2)** | 239 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 58 |
| **d** Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 297 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e**. | **6f** | 297 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 262 |
| **h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2R 2T 3D 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)** [X] 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)** [X] 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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

**b General Schedules**

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

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

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

**A** Name of plan
GREEN HILLS SOFTWARE 401(K) PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
GREEN HILLS SOFTWARE, INC.

**D** Employer Identification Number (EIN)
95-4079433

## 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

BARTLETT PRINGLE & WOLF, LLP
1123 CHAPALA STREET
SANTA BARBARA, CA 93190

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

GREEN HILLS SOFTWARE INC

95-2089835

**(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)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

| (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 52 59 60 62 63 71 72 | RECORDKEEPER | 505 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [ ] |

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

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

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE 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
GREEN HILLS SOFTWARE 401(K) PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
GREEN HILLS SOFTWARE, INC.

**D** Employer Identification Number (EIN)
95-4079433

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | 0 | 0 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 3044430 | 3251675 |
| **(2)** U.S. Government securities | 1c(2) | 0 | 0 |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | 0 | 0 |
| **(B)** All other | 1c(3)(B) | 0 | 0 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | 0 | 0 |
| **(B)** Common | 1c(4)(B) | 0 | 0 |
| **(5)** Partnership/joint venture interests | 1c(5) | 0 | 0 |
| **(6)** Real estate (other than employer real property) | 1c(6) | 0 | 0 |
| **(7)** Loans (other than to participants) | 1c(7) | 0 | 0 |
| **(8)** Participant loans | 1c(8) | 286507 | 298752 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 0 | 0 |
| **(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) | 35282203 | 36210100 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 0 | 153355 |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | 0 | 0 |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 38613140 | 39913882 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 38613140 | 39913882 |

## 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) | 0 | |
| | **(B)** Participants | 2a(1)(B) | 2649892 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 212 | |
| | **(2)** Noncash contributions | 2a(2) | 0 | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 2650104 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 133 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 13816 | |
| | **(F)** Other | 2b(1)(F) | 11082 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 25031 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| | **(B)** Common stock | 2b(2)(B) | 0 | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 1776638 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 1776638 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 0 | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | 0 | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 0 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 0 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (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) | | -1913117 |
| c Other income | 2c | | 13038 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 2551694 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1250852 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 1250852 |
| f Corrective distributions (see instructions) | 2f | | 0 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | 0 |
| 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) | 100 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 100 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1250952 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 1300742 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 0 |
| (2) From this plan | 2l(2) | | 0 |

## 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: BARTLETT, PRINGLE & WOLF, LLP **(2)** EIN: 95-2089835

**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 | | | 500000 |
| 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
GREEN HILLS SOFTWARE 401(K) PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
GREEN HILLS SOFTWARE, INC.

**D** Employer Identification Number (EIN)
95-4079433

## 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): 94-1687665

**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 |

# GREEN HILLS SOFTWARE

# 401(K) PLAN

# DECEMBER 31, 2015 AND 2014

# FINANCIAL STATEMENTS




BARTLETT, PRINGLE & WOLF, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

# Green Hills Software 401(k) Plan

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# INDEPENDENT AUDITOR'S REPORT

**To the Plan Administrator/Trustees**
**Green Hills Software 401(k) Plan:**

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Green Hills Software 401(k) Plan (the "Plan"), which comprise the statement of net assets available for plan benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for plan 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 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, any auditing procedures with respect to the information summarized in Note 3, which was certified by Bank of America N.A., the Trustee of the Plan, except for comparing this 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 assets and executes investment transactions. The Plan Administrator has obtained certifications 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.



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**Disclaimer of Opinion**

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

**Other Matter**

The supplemental schedule of assets held for investment purposes as of December 31, 2015, 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 purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the 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 or provided 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.

Bartlett, Pringle & Wolf, LLP

Santa Barbara, California
August 29, 2016

**GREEN HILLS SOFTWARE 401(K) PLAN**

**STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS**

**December 31, 2015 and 2014**

## ASSETS

| | 2015 | 2014 |
|---|---|---|
| Cash and investments, at fair market value | $ 39,615,130 | $ 38,326,633 |
| Receivables: | | |
| Notes receivable from participants | 298,752 | 286,507 |
| Participant contributions | 82,579 | 60,413 |
| Total receivables | 381,331 | 346,920 |
| Total assets | $ 39,996,461 | $ 38,673,553 |

## NET ASSETS

| | | |
|---|---|---|
| Net assets available for plan benefits | $ 39,996,461 | $ 38,673,553 |

*See accompanying notes*

**GREEN HILLS SOFTWARE 401(K) PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS**

**For the Years Ended December 31, 2015 and 2014**

| | 2015 | 2014 |
|---|---|---|
| Additions to net assets attributed to: | | |
| Investment income: | | |
| Interest | $ 133 | $ 258 |
| Other investment income | 11,082 | - |
| Dividends | 1,776,638 | 2,037,166 |
| Realized gain | 7,011 | 46,423 |
| Net appreciation (depreciation) in fair value of investments | (1,920,128) | 524,803 |
| Total investment income (loss) | (125,264) | 2,608,650 |
| Interest income on notes receivable from participants | 13,816 | 15,205 |
| Other income (expenses) | 13,038 | (2,696) |
| Contributions: | | |
| Participants | 2,672,058 | 2,373,369 |
| Rollovers | 212 | 33,103 |
| Total contributions | 2,672,270 | 2,406,472 |
| Total additions | 2,573,860 | 5,027,631 |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | 1,250,852 | 795,205 |
| Distributions of participant loans | - | 1,879 |
| Administrative expenses | 100 | 50 |
| Total deductions | 1,250,952 | 797,134 |
| Net increase | 1,322,908 | 4,230,497 |
| Net assets available for benefits – beginning of year | 38,673,553 | 34,443,056 |
| Net assets available for benefits – end of year | $ 39,996,461 | $ 38,673,553 |

*See accompanying notes*

## Note 1 - Description of the Plan

The following description of the Green Hills Software 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution plan covering all employees of Green Hills Software, Inc. (the Company) and Integrity Security Services, Inc. Employees are eligible to participate in the Plan upon attaining age 21. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was restated and amended in its entirety effective January 1, 2015.

### Contributions

Each year, participants may contribute up to 70 percent of annual compensation, as defined in the Plan document. These contributions are limited to a maximum, subject to IRS regulations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan or through a self-directed brokerage account. The Company does not contribute to the Plan.

### Participant Accounts

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

### Vesting

Participants are immediately vested in their contributions plus actual earnings thereon.

### Notes Receivable from Participants

Participants may borrow from their fund accounts up to a maximum of the lesser of (a) 50% of the participant's vested interest under the Plan, as determined on the date of the loan, or (b) $50,000 reduced by the highest outstanding loan balance during the prior twelve months. The loans are secured by the balance in the participant's account. The loan interest rate, determined monthly, is set at the prime rate plus one percent, as defined; interest rates range from 4.25% to 8.75%. Principal and interest is paid ratably through monthly payroll deductions. There may be no more than two loans per person at any time.

**Note 1 - Description of the Plan (continued)**

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. Participants with vested account balances less than $5,000 will be automatically distributed in accordance with provisions under the Internal Revenue Code (IRC) section 401(a)(31)(B) and EGTRRA section 657.

Administrative Expenses

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

**Note 2 - Summary of Accounting Policies**

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value less costs to sell, if significant. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. See Note 6 for discussion of fair value measurement.

Purchases and sales of investments are recorded on a trade date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Note 2 - Summary of Accounting Policies (continued)**

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses when they are incurred. No allowance for credit losses has been recorded as of December 31, 2015 and 2014.

Payment of Benefits

Benefits are recorded when paid.

Effects of New Accounting Pronouncements

In June 2015, the FASB issued ASU 2015-10, Technical Corrections and Improvements. The amendments in this Update cover a wide range of topics in the Accounting Standards Codification, including plan accounting. These amendments consist of guidance clarification, reference corrections, simplification of Codification, and some minor improvements. The amendments in this update are generally effective for fiscal periods beginning after December 15, 2015, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The Plan early adopted this ASU on December 31, 2015 with retrospective application to the prior period. Adoption of this standard had no material impact on the financial statements.

In July 2015 the FASB issued ASU No. 2015-12 Defined Contribution Pension Plans (Topic 962.) ASU No. 2015-12 (Part I) "Fully Benefit- Responsive Investment Contracts" designates contract value as the only required measure for fully benefit-responsive investment contracts. ASU No. 2015-12 (Part II) "Plan Investment Disclosures" addressed existing GAAP, which required plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type. The amendments in Part II of this update will eliminate those requirements for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will be required to be presented in the aggregate, but will no longer be required to be disaggregated and disclosed by general type. The amendments in this update are effective for fiscal years beginning after December 15, 2015. Adoption of this standard will only impact certain investment disclosures and have no impact on net assets available for plan benefits.

**Note 3 - Information Certified by the Trustee**

The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate. Accordingly, 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, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Bank of America N.A., the Trustee of the Plan, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

The following table presents the assets in the Plan that were certified by Bank of America N.A. as of December 31, 2015 and 2014. Single investments representing more than 5% of the Plan's net assets as of December 31, 2015 and 2014 are separately identified.

| | 2015 | 2014 |
|---|---|---|
| Investments held by Bank of America Merrill Lynch, at fair value: | | |
| Registered Investment Companies: | | |
| Merrill Lynch Retirement Reserves | $ 3,251,120 | $ 3,043,875 |
| PIMCO Total Return Fund A | 4,328,820 | 4,043,354 |
| Blackrock S&P 500 Stock Fund | 10,810,668 | 10,207,335 |
| Invesco Growth and Income A | 5,550,370 | 5,734,562 |
| Invesco American Franchise A | - | 2,019,993 |
| Other Registered Investment Companies | 15,520,242 | 13,276,959 |
| Total registered investment companies | 39,461,220 | 38,326,078 |
| Self-directed accounts | 153,355 | - |
| Total investments | 39,614,575 | 38,326,078 |
| Cash and equivalents | 555 | 555 |
| Total cash and investments | 39,615,130 | 38,326,633 |
| Notes receivable from participants | 298,752 | 286,507 |
| Total assets held by Bank of America Merrill Lynch | $ 39,913,882 | $ 38,613,140 |

Bank of America, N.A. also certified to the completeness and accuracy of ($1,920,128) and $524,803 of appreciation (depreciation) in fair value of investments, $7,011 and $46,423 of realized gains, and $1,801,669 and $2,052,629 of interest and dividend income related to the aforementioned assets for the years ended December 31, 2015 and 2014, respectively.

**Note 4 - 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Plan Benefits and the Statement of Changes in Net Assets Available for Plan Benefits.

**Note 5 - Related Party Transactions and Party in Interest Transactions**

Certain Plan investments are shares of mutual funds managed by Bank of America Merrill Lynch. Bank of America Merrill Lynch is the custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Bank of America Merrill Lynch provides certain administrative services to the Plan and receives indirect revenue from mutual fund service providers.

**Note 6 - Fair Value Measurements**

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). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. 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;
- 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.

**Note 6 - Fair Value Measurements (continued)**

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

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

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

*Common Stocks:* Valued at the closing price reported on the active market on which the individual securities are traded.

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 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. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

**Note 6 - Fair Value Measurements (continued)**

| | December 31, 2015 | | | |
|---|---|---|---|---|
| | Total Fair Value | Level 1 | Level 2 | Level 3 |
| Money Market | $ 3,251,120 | $ 3,251,120 | $ | $ |
| Mutual Funds: | | | | |
| Index Funds | 1,122,386 | 1,122,386 | | |
| Blend Funds | 13,288,950 | 13,288,950 | | |
| Growth Funds | 6,101,231 | 6,101,231 | | |
| Bond Funds | 5,881,030 | 5,881,030 | | |
| Value Funds | 9,553,521 | 9,553,521 | | |
| Other Funds | 55,510 | 55,510 | | |
| Government Funds | 207,472 | 207,472 | | |
| Self-Directed Brokerage Accounts: | | | | |
| Money Market | 4,488 | 4,488 | | |
| Common Stocks | 148,867 | 148,867 | | |
| Total | $ 39,614,575 | $ 39,614,575 | $ | $ |

| | December 31, 2014 | | | |
|---|---|---|---|---|
| | Total Fair Value | Level 1 | Level 2 | Level 3 |
| Money Market | $ 3,043,875 | $ 3,043,875 | $ | $ |
| Mutual Funds: | | | | |
| Index Funds | 948,092 | 948,092 | | |
| Blend Funds | 12,717,579 | 12,717,579 | | |
| Growth Funds | 6,194,733 | 6,194,733 | | |
| Bond Funds | 5,563,970 | 5,563,970 | | |
| Value Funds | 9,620,360 | 9,620,360 | | |
| Other Funds | 64,385 | 64,385 | | |
| Government Funds | 173,084 | 173,084 | | |
| Total | $ 38,326,078 | $ 38,326,078 | $ | $ |

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the year ended December 31, 2015, there were no significant transfers in or out of Levels 1, 2, or 3.

**Note 7 - Reconciliation to Form 5500**

The following are reconciliations of individual line items of the Statement of Changes in Net Assets Available for Plan Benefits per the financial statements to the Form 5500 as of December 31, 2015:

| | |
|---|---|
| Net assets available for benefits per financial statements | $ 39,996,461 |
| Participant contributions receivable | (82,579) |
| Net assets per the Form 5500 | $ 39,913,882 |
| | |
| Participant contributions per the financial statements | $ 2,672,058 |
| Prior year receivable per the financial statements | 60,413 |
| Current year receivable per the financial statements | (82,579) |
| Participant contributions per the Form 5500 | $ 2,649,892 |
| | |
| Realized gain per the financial statements | $ 7,011 |
| Net depreciation per the financial statements | (1,920,128) |
| Net investment gain per the Form 5500 | $ (1,913,117) |
| | |
| Net increase in plan assets per the financial statements | $ 1,322,908 |
| Prior year receivable per the financial statements | 60,413 |
| Current year receivable per the financial statements | (82,579) |
| Net income per the Form 5500 | $ 1,300,742 |

The following are reconciliations of individual line items of the Statement of Changes in Net Assets Available for Plan Benefits per the financial statements to the Form 5500 as of December 31, 2014:

| | |
|---|---|
| Net assets available for benefits per financial statements | $ 38,673,553 |
| Participant contributions receivable | (60,413) |
| Net assets per the Form 5500 | $ 38,613,140 |
| | |
| Participant contributions per the financial statements | $ 2,373,369 |
| Participant contribution receivable per the financial statements | (60,413) |
| Participant contributions per the Form 5500 | $ 2,312,956 |
| | |
| Realized gain per the financial statements | $ 46,423 |
| Net appreciation per the financial statements | 524,803 |
| Net investment gain per the Form 5500 | $ 571,226 |
| | |
| Net increase in plan assets per the financial statements | $ 4,230,497 |
| Participant contribution receivable per the financial statements | (60,413) |
| Net income per the Form 5500 | $ 4,170,084 |

**Note 8 - Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan document to terminate the Plan subject to the provisions of ERISA.

**Note 9 - Tax Status**

The Plan has adopted a non-standardized form of a prototype plan sponsored by Bank of America Merrill Lynch Retirement Group. The prototype plan has received an opinion letter dated March 31, 2014 from the Internal Revenue Service (IRS) as to the prototype plan's qualified status. Although, the Plan has been amended since receiving the determination letter, the Plan Administrator and the plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

The Plan 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 tax 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, 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 periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2012.

**Note 10 - Subsequent Events**

Subsequent events have been evaluated through August 29, 2016, the date that the financial statements were available to be issued**.**

Effective February 1, 2016, the Plan was amended to transfer all account balances of participants of the Valicore Technologies, Inc. 401(k) Profit Sharing Plan to the Green Hills Software 401(k) Plan.

# Supplemental Schedule

**GREEN HILLS SOFTWARE 401(K) PLAN**

**SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES**

**December 31, 2015**

| (a) (b) Identity of Issue | (c) Description of Investment | (e) Current Value |
|---|---|---|
| Merrill Lynch Retirement Reserves * | Money Market | $ 3,234,629 |
| Merrill Lynch Retirement Reserves GM* | Money Market | 16,491 |
| Dreyfus Premier Tech Growth Fund | Mutual Fund | 145,155 |
| Hotchkis & Wiley Small Capital Value Fund | Mutual Fund | 724,330 |
| Prudential Jennison Natural Resources FD | Mutual Fund | 63,943 |
| JP Morgan Mid-Cap Val A | Mutual Fund | 243,129 |
| UBS U.S. Small Capital Growth Fund | Mutual Fund | 365,405 |
| Invesco Diversified Dividend Fund CL A | Mutual Fund | 310,361 |
| INVESCO American Franchise A | Mutual Fund | 1,827,897 |
| INVESCO Growth & Income Fund A | Mutual Fund | 3,322,949 |
| INVESCO Growth & Income Fund A GM | Mutual Fund | 2,227,421 |
| Dreyfus Premium GNMA Fund A | Mutual Fund | 55,510 |
| Blackrock Global Small Cap Fund A | Mutual Fund | 518,662 |
| Blackrock Global Small Cap Fund A GM | Mutual Fund | 898,787 |
| Blackrock S&P 500 Stock Fund | Mutual Fund | 8,381,499 |
| Blackrock S&P 500 Stock GM | Mutual Fund | 2,429,169 |
| Voya Global Value Advantage A | Mutual Fund | 149,966 |
| Blackrock Euro Fund A | Mutual Fund | 217,767 |
| Blackrock Global Allocation A | Mutual Fund | 92,458 |
| Voya Intl Small Cap Fund CL A | Mutual Fund | 1,860,071 |
| PIMCO Real Return BD Fund A | Mutual Fund | 822,755 |
| Virtus Real Estate Fund A | Mutual Fund | 843,961 |
| Oppenheimer Intl BD FD CL A | Mutual Fund | 144,492 |
| Fidelity Adv. Stock Selector Mid CL T | Mutual Fund | 1,653,735 |
| Oppenheimer Intl Growth F CL A | Mutual Fund | 212,931 |
| Federated Emerging Market Debt CL A | Mutual Fund | 392,226 |
| EV Worldwide Health Sciences Fund | Mutual Fund | 580,328 |
| Oppenheimer Developing Markets FD CL A | Mutual Fund | 192,736 |
| PIMCO Total Return Fund A | Mutual Fund | 1,728,886 |
| PIMCO Total Return Fund A GM | Mutual Fund | 2,599,934 |
| Blackrock SM Cap Index A | Mutual Fund | 583,611 |
| Blackrock Intern Index A | Mutual Fund | 538,775 |
| Allianz NFJ SM Cap Value CL A | Mutual Fund | 241,434 |
| Goldman Sachs Short Dur Gov A | Mutual Fund | 207,472 |
| Blackrock US Opp A | Mutual Fund | 124,417 |
| Voya Mid-Cap Opportunities CL A | Mutual Fund | 933,720 |
| Calvert Equity Portfolio A | Mutual Fund | 318,117 |
| Eaton Vance LG-Cap Value FD A | Mutual Fund | 77,217 |
| Allianz NJF Mid-Cap Value CL A | Mutual Fund | 178,874 |
| | | 39,461,220 |

**GREEN HILLS SOFTWARE 401(K) PLAN**

**SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES**

**December 31, 2015**

| (a) (b) Identity of Issue | (c) Description of Investment | (e) Current Value |
|---|---|---|
| Self-Directed Accounts | | $ 153,355 |
| Participant Loans * | Interest rates 4.25 to 8.75% | 298,752 |
| Cash and cash equivalents | | 555 |
| | | $ 39,913,882 |

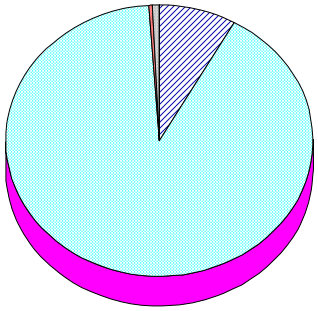
* Investments with a party–in–interest.

# STATEMENT OF ASSETS

**FOR THE PERIOD 01/01/2015 - 12/31/2015**

**GREEN HILLS SOFTWARE, INC.**
**401(K) PLAN**
**CONSOLIDATION**

## ALLOCATION OF PLAN ASSETS



- 8.15% MONEY MARKET
- 0.38% OTHER ASSETS
- 0.00% ACCRUED INCOME
- 90.72% MUTUAL FUNDS
- 0.75% LOANS

| Investment Category | Shares/ Units | Price/ NAV | Cost/Book Value | Market Value | % Total Value |
|---|---|---|---|---|---|
| **MONEY MARKET** | | | | | |
| RETIREMENT RESERVES MONEY FUND | 3,320,516.0500 | 1.000 | 3,320,516.05 | 3,320,516.05 | 8.32% |
| RETIREMENT RESERVE MONEY FD GM | 16,491.0181 | 1.000 | 16,491.02 | 16,491.02 | 0.04% |
| BIF MONEY FUND | | 1.000 | (85,886.76) | (85,886.76) | -0.22% |
| **TOTAL MONEY MARKET** | | | **3,251,120.31** | **3,251,120.31** | **8.15%** |
| **MUTUAL FUNDS** | | | | | |
| DREYFUS TECH GR CL A | 3,663.6703 | 39.620 | 118,308.58 | 145,154.62 | 0.36% |
| HOTCHKIS&WILEY SM CP VAL A | 14,794.3238 | 48.960 | 698,634.38 | 724,330.09 | 1.81% |
| PRUDENTIAL JENNISON NATURAL RE | 2,286.1400 | 27.970 | 102,149.87 | 63,943.34 | 0.16% |
| JP MORGAN MID-CAP VAL A | 7,296.7985 | 33.320 | 244,231.90 | 243,129.33 | 0.61% |
| UBS U.S. SMALL CAP GROWTH FUND | 19,252.1139 | 18.980 | 357,099.75 | 365,405.12 | 0.92% |

**Balances include pending activity**

# STATEMENT OF ASSETS

**FOR THE PERIOD 01/01/2015 - 12/31/2015**

**GREEN HILLS SOFTWARE, INC.**
**401(K) PLAN**
**CONSOLIDATION**

| Investment Category | Shares/ Units | Price/ NAV | Cost/Book Value | Market Value | % Total Value |
|---|---|---|---|---|---|
| INVESCO DIVERSIFIED DIV FD CLA | 17,654.2250 | 17.580 | 266,616.97 | 310,361.28 | 0.78% |
| INVESCO AMERICAN FRANCHISE A | 109,717.7073 | 16.660 | 1,266,847.15 | 1,827,897.00 | 4.58% |
| INVESCO GRWTH AND INCOME CL A | 140,982.1560 | 23.570 | 2,878,833.75 | 3,322,949.42 | 8.33% |
| INVESCO GRWTH AND INC CL A GM | 94,502.3941 | 23.570 | 2,053,057.87 | 2,227,421.43 | 5.58% |
| DREYFUS GNMA FD A | 3,668.8806 | 15.130 | 55,855.73 | 55,510.16 | 0.14% |
| BLACKROCK S&P 500 INDEX INSTL | 34,277.3474 | 244.520 | 5,610,422.82 | 8,381,496.99 | 21.00% |
| BLACKROCK S&P 500 IDX INSTL GM | 9,934.4404 | 244.520 | 1,708,760.94 | 2,429,169.37 | 6.09% |
| VOYA GLOBAL VALUE ADVANTAGE A | 5,250.8942 | 28.560 | 171,890.59 | 149,965.54 | 0.38% |
| BLACKROCK GLBL SM CAP A | 24,407.6004 | 21.250 | 553,599.08 | 518,661.51 | 1.30% |
| BLACKROCK GLBL SM CAP A GM | 42,295.8436 | 21.250 | 959,027.69 | 898,786.68 | 2.25% |
| BLACKROCK EUROFUND A | 15,565.9310 | 13.990 | 217,775.01 | 217,767.37 | 0.55% |
| BLACKROCK GLOBAL ALLOC A | 5,182.6097 | 17.840 | 102,638.79 | 92,457.76 | 0.23% |
| VOYA INTL SMALL CAP FUND CL A | 38,257.3196 | 48.620 | 1,320,056.72 | 1,860,070.88 | 4.66% |
| PIMCO REAL RETURN BD FD CL A | 78,283.0742 | 10.510 | 886,481.93 | 822,755.11 | 2.06% |
| VIRTUS REAL ESTATE SECUR FD A | 24,749.5870 | 34.100 | 792,014.68 | 843,960.92 | 2.11% |
| OPPENHEIMER INTL BD FD CL A | 26,176.0609 | 5.520 | 160,819.75 | 144,491.86 | 0.36% |
| FIDELITY ADV STK SEL MID CL T | 53,850.0505 | 30.710 | 1,158,141.88 | 1,653,735.05 | 4.14% |
| OPPENHEIMER INTL GROWTH F CL A | 5,901.6231 | 36.080 | 197,090.91 | 212,930.56 | 0.53% |
| FEDERATED EMRG MRKT DEBT CL A | 49,965.1180 | 7.850 | 456,336.26 | 392,226.18 | 0.98% |
| EV WORLDWIDE HEALTH SCIENCES | 48,040.4114 | 12.080 | 521,707.65 | 580,328.17 | 1.45% |
| OPPENHEIMER DEV MKTS FD CL A | 6,340.0130 | 30.400 | 226,772.64 | 192,736.40 | 0.48% |

**Balances include pending activity**

# STATEMENT OF ASSETS

**FOR THE PERIOD 01/01/2015 - 12/31/2015**

**GREEN HILLS SOFTWARE, INC.**
**401(K) PLAN**
**CONSOLIDATION**

| Investment Category | Shares/ Units | Price/ NAV | Cost/Book Value | Market Value | % Total Value |
|---|---|---|---|---|---|
| PIMCO TOTAL RETURN FUND CL A | 171,686.7636 | 10.070 | 1,858,180.61 | 1,728,885.71 | 4.33% |
| PIMCO TOT RET FD CL A GM | 258,186.1292 | 10.070 | 2,775,048.85 | 2,599,934.32 | 6.51% |
| BLACKROCK SM CAP INDEX A | 38,045.0505 | 15.340 | 530,586.43 | 583,611.07 | 1.46% |
| BLACKROCK INTERN INDEX A | 45,853.1789 | 11.750 | 552,499.71 | 538,774.85 | 1.35% |
| ALLIANZGI NFJ SMALL-CAP VAL A | 12,053.6199 | 20.030 | 339,081.97 | 241,434.01 | 0.60% |
| GOLDMAN SACHS SHORT DUR GOV A | 20,705.8369 | 10.020 | 213,008.41 | 207,472.49 | 0.52% |
| BLACKROCK US OPP A | 3,805.9687 | 32.690 | 127,555.75 | 124,417.12 | 0.31% |
| VOYA MIDCAP OPPORTUNITIES CL A | 6,362.0667 | 20.780 | 144,669.76 | 132,203.75 | 0.33% |
| VOYA MIDCAP OPPORTUNITIES CL A | 38,571.5277 | 20.780 | 795,502.63 | 801,516.35 | 2.01% |
| CALVERT EQUITY PTFL A | 7,946.9595 | 40.030 | 312,700.32 | 318,116.79 | 0.80% |
| EATON VANCE LG-CAP VALUE FD A | 4,626.5537 | 16.690 | 84,749.40 | 77,217.18 | 0.19% |
| ALLIANZGI NFJ MID-CAP VAL FD A | 7,611.6585 | 23.500 | 150,837.97 | 178,873.97 | 0.45% |
| **TOTAL MUTUAL FUNDS** | | | **30,969,595.10** | **36,210,099.75** | **90.72%** |
| **OTHER ASSETS** | | | | | |
| SELF-DIRECT ACCT | 153,354.6800 | 1.000 | 153,354.68 | 153,354.68 | 0.38% |
| **LOANS** | | | | | |
| LOAN FUND | 298,752.2100 | 1.000 | 298,752.21 | 298,752.21 | 0.75% |
| **INVESTMENT TOTAL** | | | **34,672,822.30** | **39,913,326.95** | **100.00%** |

**Balances include pending activity**

# STATEMENT OF ASSETS

**FOR THE PERIOD 01/01/2015 - 12/31/2015**

**GREEN HILLS SOFTWARE, INC.**
**401(K) PLAN**
**CONSOLIDATION**

| Investment Category | Shares/ Units | Price/ NAV | Cost/Book Value | Market Value | % Total Value |
|---|---|---|---|---|---|
| UNINVESTED CASH | | | 0.00 | 0.00 | 0.00% |
| ACCRUED INCOME | | | 555.05 | 555.05 | 0.00% |
| **TOTAL ASSETS** | | | **34,673,377.35** | **39,913,882.00** | **100.00%** |

A portion of the balance displayed in the BIF Money Fund or the Merrill Lynch Bank Deposit Program (MLBD Program) may contain a pending deposit. If cash funds are invested / deposited in the BIF or MLBD Program, sweep activity details are available upon request.

**Balances include pending activity**

# GREEN HILLS SOFTWARE

# 401(K) PLAN

# DECEMBER 31, 2015 AND 2014

# FINANCIAL STATEMENTS




BARTLETT, PRINGLE & WOLF, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

# Green Hills Software 401(k) Plan

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# INDEPENDENT AUDITOR'S REPORT

**To the Plan Administrator/Trustees**
**Green Hills Software 401(k) Plan:**

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Green Hills Software 401(k) Plan (the "Plan"), which comprise the statement of net assets available for plan benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for plan 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 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, any auditing procedures with respect to the information summarized in Note 3, which was certified by Bank of America N.A., the Trustee of the Plan, except for comparing this 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 assets and executes investment transactions. The Plan Administrator has obtained certifications 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.



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**Disclaimer of Opinion**

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

**Other Matter**

The supplemental schedule of assets held for investment purposes as of December 31, 2015, 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 purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the 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 or provided 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.

Bartlett, Pringle & Wolf, LLP

Santa Barbara, California
August 29, 2016

**GREEN HILLS SOFTWARE 401(K) PLAN**

**STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS**

**December 31, 2015 and 2014**

## ASSETS

| | 2015 | 2014 |
|---|---|---|
| Cash and investments, at fair market value | $ 39,615,130 | $ 38,326,633 |
| Receivables: | | |
| Notes receivable from participants | 298,752 | 286,507 |
| Participant contributions | 82,579 | 60,413 |
| Total receivables | 381,331 | 346,920 |
| Total assets | $ 39,996,461 | $ 38,673,553 |

## NET ASSETS

| | | |
|---|---|---|
| Net assets available for plan benefits | $ 39,996,461 | $ 38,673,553 |

*See accompanying notes*

**GREEN HILLS SOFTWARE 401(K) PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS**

**For the Years Ended December 31, 2015 and 2014**

| | 2015 | 2014 |
|---|---|---|
| Additions to net assets attributed to: | | |
| Investment income: | | |
| Interest | $ 133 | $ 258 |
| Other investment income | 11,082 | - |
| Dividends | 1,776,638 | 2,037,166 |
| Realized gain | 7,011 | 46,423 |
| Net appreciation (depreciation) in fair value of investments | (1,920,128) | 524,803 |
| Total investment income (loss) | (125,264) | 2,608,650 |
| Interest income on notes receivable from participants | 13,816 | 15,205 |
| Other income (expenses) | 13,038 | (2,696) |
| Contributions: | | |
| Participants | 2,672,058 | 2,373,369 |
| Rollovers | 212 | 33,103 |
| Total contributions | 2,672,270 | 2,406,472 |
| Total additions | 2,573,860 | 5,027,631 |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | 1,250,852 | 795,205 |
| Distributions of participant loans | - | 1,879 |
| Administrative expenses | 100 | 50 |
| Total deductions | 1,250,952 | 797,134 |
| Net increase | 1,322,908 | 4,230,497 |
| Net assets available for benefits – beginning of year | 38,673,553 | 34,443,056 |
| Net assets available for benefits – end of year | $ 39,996,461 | $ 38,673,553 |

*See accompanying notes*

## Note 1 - Description of the Plan

The following description of the Green Hills Software 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution plan covering all employees of Green Hills Software, Inc. (the Company) and Integrity Security Services, Inc. Employees are eligible to participate in the Plan upon attaining age 21. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was restated and amended in its entirety effective January 1, 2015.

### Contributions

Each year, participants may contribute up to 70 percent of annual compensation, as defined in the Plan document. These contributions are limited to a maximum, subject to IRS regulations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan or through a self-directed brokerage account. The Company does not contribute to the Plan.

### Participant Accounts

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

### Vesting

Participants are immediately vested in their contributions plus actual earnings thereon.

### Notes Receivable from Participants

Participants may borrow from their fund accounts up to a maximum of the lesser of (a) 50% of the participant's vested interest under the Plan, as determined on the date of the loan, or (b) $50,000 reduced by the highest outstanding loan balance during the prior twelve months. The loans are secured by the balance in the participant's account. The loan interest rate, determined monthly, is set at the prime rate plus one percent, as defined; interest rates range from 4.25% to 8.75%. Principal and interest is paid ratably through monthly payroll deductions. There may be no more than two loans per person at any time.

**Note 1 - Description of the Plan (continued)**

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. Participants with vested account balances less than $5,000 will be automatically distributed in accordance with provisions under the Internal Revenue Code (IRC) section 401(a)(31)(B) and EGTRRA section 657.

Administrative Expenses

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

**Note 2 - Summary of Accounting Policies**

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value less costs to sell, if significant. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. See Note 6 for discussion of fair value measurement.

Purchases and sales of investments are recorded on a trade date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Note 2 - Summary of Accounting Policies (continued)**

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses when they are incurred. No allowance for credit losses has been recorded as of December 31, 2015 and 2014.

Payment of Benefits

Benefits are recorded when paid.

Effects of New Accounting Pronouncements

In June 2015, the FASB issued ASU 2015-10, Technical Corrections and Improvements. The amendments in this Update cover a wide range of topics in the Accounting Standards Codification, including plan accounting. These amendments consist of guidance clarification, reference corrections, simplification of Codification, and some minor improvements. The amendments in this update are generally effective for fiscal periods beginning after December 15, 2015, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The Plan early adopted this ASU on December 31, 2015 with retrospective application to the prior period. Adoption of this standard had no material impact on the financial statements.

In July 2015 the FASB issued ASU No. 2015-12 Defined Contribution Pension Plans (Topic 962.) ASU No. 2015-12 (Part I) "Fully Benefit- Responsive Investment Contracts" designates contract value as the only required measure for fully benefit-responsive investment contracts. ASU No. 2015-12 (Part II) "Plan Investment Disclosures" addressed existing GAAP, which required plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type. The amendments in Part II of this update will eliminate those requirements for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will be required to be presented in the aggregate, but will no longer be required to be disaggregated and disclosed by general type. The amendments in this update are effective for fiscal years beginning after December 15, 2015. Adoption of this standard will only impact certain investment disclosures and have no impact on net assets available for plan benefits.

**Note 3 - Information Certified by the Trustee**

The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate. Accordingly, 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, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Bank of America N.A., the Trustee of the Plan, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

The following table presents the assets in the Plan that were certified by Bank of America N.A. as of December 31, 2015 and 2014. Single investments representing more than 5% of the Plan's net assets as of December 31, 2015 and 2014 are separately identified.

| | 2015 | 2014 |
|---|---|---|
| Investments held by Bank of America Merrill Lynch, at fair value: | | |
| Registered Investment Companies: | | |
| Merrill Lynch Retirement Reserves | $ 3,251,120 | $ 3,043,875 |
| PIMCO Total Return Fund A | 4,328,820 | 4,043,354 |
| Blackrock S&P 500 Stock Fund | 10,810,668 | 10,207,335 |
| Invesco Growth and Income A | 5,550,370 | 5,734,562 |
| Invesco American Franchise A | - | 2,019,993 |
| Other Registered Investment Companies | 15,520,242 | 13,276,959 |
| Total registered investment companies | 39,461,220 | 38,326,078 |
| Self-directed accounts | 153,355 | - |
| Total investments | 39,614,575 | 38,326,078 |
| Cash and equivalents | 555 | 555 |
| Total cash and investments | 39,615,130 | 38,326,633 |
| Notes receivable from participants | 298,752 | 286,507 |
| Total assets held by Bank of America Merrill Lynch | $ 39,913,882 | $ 38,613,140 |

Bank of America, N.A. also certified to the completeness and accuracy of ($1,920,128) and $524,803 of appreciation (depreciation) in fair value of investments, $7,011 and $46,423 of realized gains, and $1,801,669 and $2,052,629 of interest and dividend income related to the aforementioned assets for the years ended December 31, 2015 and 2014, respectively.

**Note 4 - 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Plan Benefits and the Statement of Changes in Net Assets Available for Plan Benefits.

**Note 5 - Related Party Transactions and Party in Interest Transactions**

Certain Plan investments are shares of mutual funds managed by Bank of America Merrill Lynch. Bank of America Merrill Lynch is the custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Bank of America Merrill Lynch provides certain administrative services to the Plan and receives indirect revenue from mutual fund service providers.

**Note 6 - Fair Value Measurements**

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). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. 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;
- 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.

**Note 6 - Fair Value Measurements (continued)**

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

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

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

*Common Stocks:* Valued at the closing price reported on the active market on which the individual securities are traded.

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 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. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

**Note 6 - Fair Value Measurements (continued)**

| | December 31, 2015 | | | |
|---|---|---|---|---|
| | Total Fair Value | Level 1 | Level 2 | Level 3 |
| Money Market | $ 3,251,120 | $ 3,251,120 | $ | $ |
| Mutual Funds: | | | | |
| Index Funds | 1,122,386 | 1,122,386 | | |
| Blend Funds | 13,288,950 | 13,288,950 | | |
| Growth Funds | 6,101,231 | 6,101,231 | | |
| Bond Funds | 5,881,030 | 5,881,030 | | |
| Value Funds | 9,553,521 | 9,553,521 | | |
| Other Funds | 55,510 | 55,510 | | |
| Government Funds | 207,472 | 207,472 | | |
| Self-Directed Brokerage Accounts: | | | | |
| Money Market | 4,488 | 4,488 | | |
| Common Stocks | 148,867 | 148,867 | | |
| Total | $ 39,614,575 | $ 39,614,575 | $ | $ |

| | December 31, 2014 | | | |
|---|---|---|---|---|
| | Total Fair Value | Level 1 | Level 2 | Level 3 |
| Money Market | $ 3,043,875 | $ 3,043,875 | $ | $ |
| Mutual Funds: | | | | |
| Index Funds | 948,092 | 948,092 | | |
| Blend Funds | 12,717,579 | 12,717,579 | | |
| Growth Funds | 6,194,733 | 6,194,733 | | |
| Bond Funds | 5,563,970 | 5,563,970 | | |
| Value Funds | 9,620,360 | 9,620,360 | | |
| Other Funds | 64,385 | 64,385 | | |
| Government Funds | 173,084 | 173,084 | | |
| Total | $ 38,326,078 | $ 38,326,078 | $ | $ |

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the year ended December 31, 2015, there were no significant transfers in or out of Levels 1, 2, or 3.

**Note 7 - Reconciliation to Form 5500**

The following are reconciliations of individual line items of the Statement of Changes in Net Assets Available for Plan Benefits per the financial statements to the Form 5500 as of December 31, 2015:

| | |
|---|---|
| Net assets available for benefits per financial statements | $ 39,996,461 |
| Participant contributions receivable | (82,579) |
| Net assets per the Form 5500 | $ 39,913,882 |
| | |
| Participant contributions per the financial statements | $ 2,672,058 |
| Prior year receivable per the financial statements | 60,413 |
| Current year receivable per the financial statements | (82,579) |
| Participant contributions per the Form 5500 | $ 2,649,892 |
| | |
| Realized gain per the financial statements | $ 7,011 |
| Net depreciation per the financial statements | (1,920,128) |
| Net investment gain per the Form 5500 | $ (1,913,117) |
| | |
| Net increase in plan assets per the financial statements | $ 1,322,908 |
| Prior year receivable per the financial statements | 60,413 |
| Current year receivable per the financial statements | (82,579) |
| Net income per the Form 5500 | $ 1,300,742 |

The following are reconciliations of individual line items of the Statement of Changes in Net Assets Available for Plan Benefits per the financial statements to the Form 5500 as of December 31, 2014:

| | |
|---|---|
| Net assets available for benefits per financial statements | $ 38,673,553 |
| Participant contributions receivable | (60,413) |
| Net assets per the Form 5500 | $ 38,613,140 |
| | |
| Participant contributions per the financial statements | $ 2,373,369 |
| Participant contribution receivable per the financial statements | (60,413) |
| Participant contributions per the Form 5500 | $ 2,312,956 |
| | |
| Realized gain per the financial statements | $ 46,423 |
| Net appreciation per the financial statements | 524,803 |
| Net investment gain per the Form 5500 | $ 571,226 |
| | |
| Net increase in plan assets per the financial statements | $ 4,230,497 |
| Participant contribution receivable per the financial statements | (60,413) |
| Net income per the Form 5500 | $ 4,170,084 |

**Note 8 - Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan document to terminate the Plan subject to the provisions of ERISA.

**Note 9 - Tax Status**

The Plan has adopted a non-standardized form of a prototype plan sponsored by Bank of America Merrill Lynch Retirement Group. The prototype plan has received an opinion letter dated March 31, 2014 from the Internal Revenue Service (IRS) as to the prototype plan's qualified status. Although, the Plan has been amended since receiving the determination letter, the Plan Administrator and the plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

The Plan 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 tax 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, 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 periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2012.

**Note 10 - Subsequent Events**

Subsequent events have been evaluated through August 29, 2016, the date that the financial statements were available to be issued**.**

Effective February 1, 2016, the Plan was amended to transfer all account balances of participants of the Valicore Technologies, Inc. 401(k) Profit Sharing Plan to the Green Hills Software 401(k) Plan.

# Supplemental Schedule

**GREEN HILLS SOFTWARE 401(K) PLAN**

**SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES**

**December 31, 2015**

| (a) (b) Identity of Issue | (c) Description of Investment | (e) Current Value |
|---|---|---|
| Merrill Lynch Retirement Reserves * | Money Market | $ 3,234,629 |
| Merrill Lynch Retirement Reserves GM* | Money Market | 16,491 |
| Dreyfus Premier Tech Growth Fund | Mutual Fund | 145,155 |
| Hotchkis & Wiley Small Capital Value Fund | Mutual Fund | 724,330 |
| Prudential Jennison Natural Resources FD | Mutual Fund | 63,943 |
| JP Morgan Mid-Cap Val A | Mutual Fund | 243,129 |
| UBS U.S. Small Capital Growth Fund | Mutual Fund | 365,405 |
| Invesco Diversified Dividend Fund CL A | Mutual Fund | 310,361 |
| INVESCO American Franchise A | Mutual Fund | 1,827,897 |
| INVESCO Growth & Income Fund A | Mutual Fund | 3,322,949 |
| INVESCO Growth & Income Fund A GM | Mutual Fund | 2,227,421 |
| Dreyfus Premium GNMA Fund A | Mutual Fund | 55,510 |
| Blackrock Global Small Cap Fund A | Mutual Fund | 518,662 |
| Blackrock Global Small Cap Fund A GM | Mutual Fund | 898,787 |
| Blackrock S&P 500 Stock Fund | Mutual Fund | 8,381,499 |
| Blackrock S&P 500 Stock GM | Mutual Fund | 2,429,169 |
| Voya Global Value Advantage A | Mutual Fund | 149,966 |
| Blackrock Euro Fund A | Mutual Fund | 217,767 |
| Blackrock Global Allocation A | Mutual Fund | 92,458 |
| Voya Intl Small Cap Fund CL A | Mutual Fund | 1,860,071 |
| PIMCO Real Return BD Fund A | Mutual Fund | 822,755 |
| Virtus Real Estate Fund A | Mutual Fund | 843,961 |
| Oppenheimer Intl BD FD CL A | Mutual Fund | 144,492 |
| Fidelity Adv. Stock Selector Mid CL T | Mutual Fund | 1,653,735 |
| Oppenheimer Intl Growth F CL A | Mutual Fund | 212,931 |
| Federated Emerging Market Debt CL A | Mutual Fund | 392,226 |
| EV Worldwide Health Sciences Fund | Mutual Fund | 580,328 |
| Oppenheimer Developing Markets FD CL A | Mutual Fund | 192,736 |
| PIMCO Total Return Fund A | Mutual Fund | 1,728,886 |
| PIMCO Total Return Fund A GM | Mutual Fund | 2,599,934 |
| Blackrock SM Cap Index A | Mutual Fund | 583,611 |
| Blackrock Intern Index A | Mutual Fund | 538,775 |
| Allianz NFJ SM Cap Value CL A | Mutual Fund | 241,434 |
| Goldman Sachs Short Dur Gov A | Mutual Fund | 207,472 |
| Blackrock US Opp A | Mutual Fund | 124,417 |
| Voya Mid-Cap Opportunities CL A | Mutual Fund | 933,720 |
| Calvert Equity Portfolio A | Mutual Fund | 318,117 |
| Eaton Vance LG-Cap Value FD A | Mutual Fund | 77,217 |
| Allianz NJF Mid-Cap Value CL A | Mutual Fund | 178,874 |
| | | 39,461,220 |

**GREEN HILLS SOFTWARE 401(K) PLAN**

**SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES**

**December 31, 2015**

| (a) (b) Identity of Issue | (c) Description of Investment | (e) Current Value |
|---|---|---|
| Self-Directed Accounts | | $ 153,355 |
| Participant Loans * | Interest rates 4.25 to 8.75% | 298,752 |
| Cash and cash equivalents | | 555 |
| | | $ 39,913,882 |

* Investments with a party–in–interest.