# 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
HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN

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

**1c** Effective date of plan 01/01/1964

**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)
HAHN & CLAY HOLDING COMPANY

PO BOX 15521
HOUSTON, TX 77220

**2b** Employer Identification Number (EIN) 74-1082492

**2c** Plan Sponsor's telephone number 713-980-1301

**2d** Business code (see instructions) 332300

**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. | 09/19/2016 | DON B SHEFFIELD |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number

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

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 120 |
| **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)** | 99 |
| **a(2)** | Total number of active participants at the end of the plan year | **6a(2)** | 90 |
| **b** | Retired or separated participants receiving benefits | **6b** | 3 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 23 |
| **d** | Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 116 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 116 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 88 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 4 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | [X] | 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)** | [X] | Insurance |
| **(2)** | [ ] | Code section 412(e)(3) insurance contracts |
| **(3)** | [ ] | Trust |
| **(4)** | [ ] | General assets of the sponsor |

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

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | [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)** | [X] | 1 | **A** (Insurance Information) |
| **(4)** | [X] | | **C** (Service Provider Information) |
| **(5)** | [X] | | **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 A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
HAHN & CLAY HOLDING COMPANY

**D** Employer Identification Number (EIN)
74-1082492

## Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1** Coverage Information:

**(a)** Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 06-0974148 | 88072 | GA-710188 | 88 | 01/01/2015 | 12/31/2015 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 13028 | 0 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

MERRILL LYNCH LIFE AGENCY INC
1400 MERRILL LYNCH DR BANK OF AMERI
PENNINGTON, NJ 08534

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 13028 | | | 3 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

| **(b)** Amount of sales and base commissions paid | Fees and other commissions paid | | **(e)** Organization code |
|---|---|---|---|
| | **(c)** Amount | **(d)** Purpose | |
| | | | |

## Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 2074631 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 2445741 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| b | Premiums paid to carrier | 6b | |
| c | Premiums due but unpaid at the end of the year | 6c | |
| d | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. | 6d | |

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP FUNDING AGREEMENT

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 1969530 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 150965 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 59857 | | |
| | (4) Transferred from separate account | 7c(4) | 66139 | | |
| | (5) Other (specify below) | 7c(5) | 459 | | |
| | ▶ ROLLOVER | | | | |
| | (6) Total additions | | | 7c(6) | 277420 |
| d | Total of balance and additions (add lines **7b** and **7c(6)**). | | | 7d | 2246950 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 167540 | | |
| | (2) Administration charge made by carrier | 7e(2) | 4779 | | |
| | (3) Transferred to separate account | 7e(3) | 0 | | |
| | (4) Other (specify below) | 7e(4) | 0 | | |
| | ▶ | | | | |
| | (5) Total deductions | | | 7e(5) | 172319 |
| f | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 2074631 |

## Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

**a** ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

**e** ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

**i** ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

**m** ☐ Other (specify) ▶

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. | | | **10b** | |

Specify nature of costs ▶

## Part IV Provision of Information

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

| 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
HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
HAHN & CLAY HOLDING COMPANY

**D** Employer Identification Number (EIN)
74-1082492

## 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).. . . . . ☐ 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

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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)

MASSMUTUAL LIFE INSURANCE CO.

04-1590850

| (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 23 37 38 50 54 55 59 60 62 63 64 65 66 99 | NONE | 5098 | Yes [X] No [ ] | Yes [ ] No [X] | 70 | Yes [ ] No [X] |

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

MESIROW FINANCIAL INVESTMENT MGT

36-3429599

| (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? |
|---|---|---|---|---|---|---|
| 49 | NONE | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 18 | Yes [ ] No [X] |

**(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 |
|---|---|---|
| MASSMUTUAL LIFE INSURANCE CO. | 15 23 37 38 50 54 55 59 60 62 63 64 65 66 99 | 70 |
| **(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. | |
| SEE ATTACHED<br><br>04-1590850 | SEE ATTACHED | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MESIROW FINANCIAL INVESTMENT MGT | 49 | 18 |
| **(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. | |
| SEE ATTACHED<br><br>04-1590850 | SEE ATTACHED | |

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

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

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

**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
HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN

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

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
HAHN & CLAY HOLDING COMPANY

**D** Employer Identification Number (EIN)
74-1082492

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 401

**b** Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 06-0974148-000 | P | 2445741 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# 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
HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
HAHN & CLAY HOLDING COMPANY

**D** Employer Identification Number (EIN)
74-1082492

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 0 | 0 |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | 0 | 0 |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | 0 | 0 |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 0 | 0 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 0 | 0 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 0 | 0 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(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) | 2485955 | 2445741 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 1969530 | 2074631 |
| **(15)** Other | 1c(15) | 0 | 0 |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | 0 | 0 |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 4455485 | 4520372 |
| | **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 | 4455485 | 4520372 |

## 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) | 23410 | |
| | **(B)** Participants | 2a(1)(B) | 310359 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 459 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 334228 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 0 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 0 | |
| | **(F)** Other | 2b(1)(F) | 59856 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 59856 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | 0 | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | 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) | | -19639 |
| (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) | | 0 |
| c Other income | 2c | | 0 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 374445 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 299378 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 299378 |
| f Corrective distributions (see instructions) | 2f | | 5082 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 0 |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 5098 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 5098 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 309558 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 64887 |
| 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: BRIGGS & VESELKA CO. **(2)** EIN: 74-1769118

**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 | | | 1000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 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
HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
HAHN & CLAY HOLDING COMPANY

**D** Employer Identification Number (EIN)
74-1082492

## 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): 04-1590850

**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 |

# Hahn & Clay Employees Profit Sharing Plan

Financial Statements and Supplemental Schedule
As of December 31, 2015 and 2014,
and for the Year Ended December 31, 2015

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*Schedules other than those listed above are omitted because of the conditions under which they are required.*

Briggs & Veselka Co.
A PROFESSIONAL CORPORATION
Certified Public Accountants and Business Advisors

# INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Hahn & Clay Employees Profit Sharing Plan
Houston, Texas

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Hahn & Clay Employees Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

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

## Auditors' 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 4*, which was certified by Massachusetts Mutual Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2015 and 2014, that the information provided to the plan administrator by the custodian is complete and accurate.

To the Plan Administrator of
Hahn & Clay Employees Profit Sharing Plan
Re: Independent Auditors' Report

**Disclaimer of Opinion**

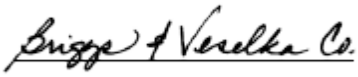
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 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 purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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.



Briggs & Veselka Co.
Houston, Texas

September 15, 2016

**HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN**
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2015 AND 2014

| | **2015** | 2014 |
|---|---|---|
| **ASSETS** | | |
| Investments at fair value: | | |
| Guaranteed investment contract | **$ 2,180,206** | $ 2,097,404 |
| Pooled separate accounts | **2,445,741** | 2,485,955 |
| Total investments at fair value | **4,625,947** | 4,583,359 |
| Total assets | **4,625,947** | 4,583,359 |
| **LIABILITIES** | | |
| Excess participant contributions payable | **-** | 5,144 |
| Total liabilities | **-** | 5,144 |
| Net assets reflecting investments at fair value | **4,625,947** | 4,578,215 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | **(105,575)** | (127,874) |
| NET ASSETS AVAILABLE FOR BENEFITS | **$ 4,520,372** | $ 4,450,341 |

*The accompanying notes are an integral part of these financial statements.*

**HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN**
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2015

| | |
|---|---|
| **ADDITIONS** | |
| Investment income (loss): | |
| Net depreciation in fair value of investments | $ (19,639) |
| Interest | 59,856 |
| Total investment income | 40,217 |
| Contributions: | |
| Participants | 310,359 |
| Employer | 23,410 |
| Rollovers | 459 |
| Total contributions | 334,228 |
| Total additions | 374,445 |
| **DEDUCTIONS** | |
| Benefits paid to participants or beneficiaries | 299,316 |
| Administrative expenses | 5,098 |
| Total deductions | 304,414 |
| Net increase | 70,031 |
| Net assets available for benefits, beginning of year | 4,450,341 |
| NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR | $ 4,520,372 |

*The accompanying notes are an integral part of these financial statements.*

## NOTE 1 – DESCRIPTION OF PLAN

The following description of the Hahn & Clay Employees Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the formal plan document for a more complete description of the Plan's provisions.

**General** – The Plan was established January 1, 1964, as a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) to help employees save for retirement. The Plan was restated effective as of January 1, 2015, to comply with current law.

The Plan covers all employees of Hahn & Clay Holding Company and related employers (the Company), except for leased employees and self-employed individuals. Qualifying employees may enter the Plan on the first day of each month following the completion of three months of eligibility service.

**Contributions** – Each year, participants may elect to contribute a percentage of their compensation or a dollar amount up to the maximum allowed under law. Unless a participant elects otherwise, the Company will automatically withhold 2% of compensation each payroll period and increase that deferral amount by 1% each year up to a maximum of 6%. Participants can increase or decrease their elective deferral amount or revoke and stop their contributions at any pay date. Participants at least age 50 by the end of the calendar year may make special catch-up contributions to the Plan.

The Company may make a matching contribution on behalf of each eligible participant. During 2015, employer matching contributions were equal to 10% of a participant's contribution up to a maximum of 6% of their compensation.

Participants with an account balance in another qualified retirement plan or an IRA may move those amounts into this Plan by means of a rollover contribution.

**Participant Accounts** – Each participant's account is credited with the participant's contributions, employer contributions, rollovers, and Plan earnings or losses. 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. 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 and rollovers plus actual earnings or losses thereon. Vesting in the employer contribution portion of their accounts plus actual earnings or losses thereon is based on years of vesting service, according to the graded vesting scale below. Participants vest as follows:

| Years of Vesting Services | Percentage |
|---|---|
| Less than 2 | -0-% |
| Less than 3 | 20% |
| Less than 4 | 40% |
| Less than 5 | 60% |
| Less than 6 | 80% |
| 6 or more | 100% |

**Investment Options** – Participants direct the investment of Plan assets into various investment securities offered by the Plan. The Plan currently offers a guaranteed investment contract and various mutual funds in pooled separate accounts as investment elections for participants.

Participants may change investment elections, transfer existing account balances, and obtain information regarding their investments each business day.

**Payment of Benefits** – Upon termination of employment, death, disability, or retirement, the Plan permits distribution of all or a portion of the vested interest of a participant's account at the election of the participant or beneficiary. Forms of payment include a single lump sum payment or a direct rollover into an IRA or other eligible retirement plan as permitted by federal law with an additional option of installment payments if the total vested balance exceeds $5,000. However, participants with a vested interest in their accounts of $1,000 or less are cashed out by a single sum payment as soon as reasonably practicable.

Hardship withdrawals are governed by Internal Revenue Service (IRS) regulations and are permitted by the Plan if a participant incurs and demonstrates an immediate and heavy financial need. In-service distributions are also permitted at normal retirement date or disability.

**Forfeited Accounts** – At December 31, 2015 and 2014, forfeited non-vested accounts totaled $486 and $3,564, respectively. These accounts may be used to pay any Plan expenses or offset employer contributions. In 2015, $3,310 of administrative expenses were paid from forfeited non-vested accounts.

## NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

**Basis of Accounting –** The financial statements of the Plan are prepared on the accrual basis of accounting.

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

**Use of Estimates –** The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires the Company 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 –** Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See *Note 3* for discussion of fair value measurements.

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

**Excess Participant Contributions Payable –** Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

**Benefits Paid to Participants –** Benefits are recorded when paid.

**Administrative Expenses –** Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Investment related expenses are included in net depreciation in fair value of investments.

**Recent Accounting Pronouncements –** In May 2015, FASB issued ASU No. 2015-07, *Fair Value Measurement* (*Topic 820*) *– Disclosures for Investments in Certain Entities That Calculate Net Asset Value* (*NAV*) *per Share* (*or its Equivalent*). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using NAV per share as a practical expedient and also removes the requirement to make certain disclosures. This update is effective for fiscal years beginning after December 15, 2016 and must be applied retrospectively.

In July 2015, the FASB released ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans* (*Topic 960*) *Defined Contribution Pension Plans* (*Topic 962*) *Health and Welfare Benefit Plans* (*Topic 965*)*:* (*Part I*) *Fully Benefit-Responsive Investment Contracts,* (*Part II*) *Plan Investment Disclosures,* (*Part III*) *Measurement Date Practical Expedient.* ASU 2015-12 removes the requirement to report fully benefit-responsive investment contracts at fair value with an adjustment to contract value and also simplifies the investment disclosures required for employee benefit plans. This update is effective for fiscal years beginning after December 15, 2015. Parts I and II should be applied retrospectively, while Part III should be applied prospectively.

**Subsequent Events –** The Plan has evaluated subsequent events through September 15, 2016, the date the financial statements were available to be issued.

## NOTE 3 – FAIR VALUE MEASUREMENTS

The framework of measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

- **Level 2** – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for sustainability the full term of the asset or liability.

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

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

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.

**Guaranteed Investment Contract** – Valued at fair value by the custodian by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Company evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms while others are substantiated utilizing available market data.

**Pooled Separate Accounts –** Valued at the NAV of units of a pooled separate account. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the account less its liabilities. The practical expedient is not used when it is determined to be probable that the account will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

| | 2015 | | | |
|---|---|---|---|---|
| | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Guaranteed investment contract | **$ -** | **$ 2,180,206** | **$ -** | **$ 2,180,206** |
| Pooled separate accounts: | | | | |
| Bonds | **-** | **261,612** | **-** | **261,612** |
| Asset allocation/balanced | **-** | **548,515** | **-** | **548,515** |
| Large cap | **-** | **527,868** | **-** | **527,868** |
| Mid cap | **-** | **677,758** | **-** | **677,758** |
| Small cap | **-** | **197,158** | **-** | **197,158** |
| International/global | **-** | **169,447** | **-** | **169,447** |
| Specialty | **-** | **63,383** | **-** | **63,383** |
| Total assets at fair value | **$ -** | **$ 4,625,947** | **$ -** | **$ 4,625,947** |

| | 2014 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Guaranteed investment contract | $ - | $ 2,097,404 | $ - | $ 2,097,404 |
| Pooled separate accounts: | | | | |
| Bonds | - | 260,684 | - | 260,684 |
| Asset allocation/balanced | - | 597,419 | - | 597,419 |
| Large cap | - | 535,548 | - | 535,548 |
| Mid cap | - | 643,783 | - | 643,783 |
| Small cap | - | 228,510 | - | 228,510 |
| International/global | - | 158,377 | - | 158,377 |
| Specialty | - | 61,634 | - | 61,634 |
| Total assets at fair value | $ - | $ 4,583,359 | $ - | $ 4,583,359 |

## NOTE 4 – INFORMATION CERTIFIED BY THE CUSTODIAN

All investments and investment activities included in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014, the statement of changes in net assets available for benefits for the year ended December 31, 2015, *Note 5*, and the supplemental schedule as of December 31, 2015, have been certified as complete and accurate by Massachusetts Mutual Life Insurance Company (Mass Mutual), the custodian, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Accordingly, as permitted under such election, the Company instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by the custodian except for comparing the information to information included in the Plan's financial statements and supplemental schedule.

## NOTE 5 – INVESTMENTS (UNAUDITED)

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

| | **2015** | 2014 |
|---|---|---|
| Fixed Account* | **$ 2,074,631** | $ 2,097,404 |
| American Century Mid Cap Value | **406,010** | 397,687 |
| BlackRock Global Allocation | **364,600** | 411,875 |
| JP Morgan U.S. Equity | **287,928** | 279,687 |

* Indicates party in interest

During 2015, the Plan's investments in pooled separate accounts (including investments bought and sold, as well as held during the year) depreciated in value by $19,639.

## NOTE 6 – GUARANTEED INVESTMENT CONTRACT

The Plan entered into a fully benefit-responsive guaranteed investment contract with Mass Mutual. Mass Mutual maintains the contributions in a general account. The account is credited with earnings of the underlying investments and charged for participant withdrawals and administrative expenses. Mass Mutual is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value represents contributions plus credited interest less participant withdrawals and fees. Participants may direct permitted withdrawal and/or transfer transactions of all or a portion of their account balance at contract value.

There are no reserves against contract value for credit risk of Mass Mutual or otherwise. The fair value of the guaranteed investment contract at December 31, 2015 and 2014 was $2,180,206 and $2,097,404, respectively. The declared interest rate as of December 31, 2015 and 2014 was 3.00%.

Certain events limit the ability of the Plan to transact at contract value with Mass Mutual. The Company believes that any events that would limit the Plan's ability to transact at contract value with participants are probable of not occurring. The guaranteed investment contract does not permit Mass Mutual to terminate the agreement prior to the scheduled maturity date.

## NOTE 7 – RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are managed by the custodian and/or affiliates, therefore, these transactions qualify as party in interest transactions.

## NOTE 8 – PLAN TERMINATION

Although the Company expects to maintain the Plan indefinitely, the Company has the ability to terminate the Plan at any time. Termination includes a complete discontinuance of contributions under the Plan or a partial termination. If the Plan is terminated, all amounts credited to participants' accounts shall become 100% vested, regardless of the Plan's current vesting schedule. Participants will be entitled to a distribution of their entire vested benefit.

## NOTE 9 – RISKS AND UNCERTAINTIES

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

## NOTE 10 – TAX STATUS

The Plan is a volume submitter profit sharing plan with CODA that has been adopted by the Company. The volume submitter plan obtained its latest opinion letter on March 31, 2014, in which the IRS stated that the volume submitter plan, as then designed, was acceptable under section 401 of the Internal Revenue Code (IRC). The Plan has not requested its own determination letter from the IRS. Although the Plan has been amended since receiving the opinion letter, the Company believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires the Company to evaluate the tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

## NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | |
|---|---|
| Net assets available for benefits per the financial statements | $ 4,450,341 |
| Excess participant contributions payable | 5,144 |
| Net assets available for benefits per the Form 5500 | $ 4,455,485 |

The following is a reconciliation of benefits paid to participants or beneficiaries per the financial statements for the year ended December 31, 2015, to Form 5500:

| | |
|---|---|
| Benefits paid to participants or beneficiaries per the financial statements | $ 299,316 |
| Add: excess participant contributions payable at December 31, 2014 * | 5,144 |
| Total benefit payments and corrective distributions per Form 5500 | $ 304,460 |

* Excess participant contributions recorded as of December 31, 2014 were obtained from the 2014 ADP/ACP testing results. Due to gains and losses on excess contributions and forfeitures related to unvested portions, actual excess contributions refunded totaled $5,082.

**HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN**
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2015

EIN: 74-1082492
Plan No. 001

| (a) Party in Interest | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fixed Account | Guaranteed investment contract | ** | $ 2,074,631 |
| | BlackRock Equity Dividend | Pooled separate account | ** | 94,689 |
| | American Funds The Growth Fund of America | Pooled separate account | ** | 145,251 |
| | American Century Mid Cap Value | Pooled separate account | ** | 406,010 |
| | BlackRock Global Allocation | Pooled separate account | ** | 364,600 |
| | Eaton Vance Atl Cap Mid Cap | Pooled separate account | ** | 128,692 |
| | Goldman Sachs Government Income | Pooled separate account | ** | 22,322 |
| * | Hartford Moderate Allocation | Pooled separate account | ** | 9,782 |
| * | The Hartford Conservative Allocation | Pooled separate account | ** | 5,156 |
| * | The Hartford Growth Allocation | Pooled separate account | ** | 168,977 |
| | JP Morgan U.S. Equity | Pooled separate account | ** | 287,928 |
| | Invesco Small Cap Equity | Pooled separate account | ** | 135,850 |
| | Lord Abbett Value Opportunities | Pooled separate account | ** | 143,056 |
| | MFS International New Discovery | Pooled separate account | ** | 53,596 |
| | MFS Research International | Pooled separate account | ** | 3,973 |
| | Franklin Mutual Global Discovery | Pooled separate account | ** | 62,749 |
| | Oppenheimer Real Estate | Pooled separate account | ** | 63,383 |
| | PIMCO Total Return | Pooled separate account | ** | 23,253 |
| | Pioneer Strategic Income | Pooled separate account | ** | 216,037 |
| | Thornburg International Value | Pooled separate account | ** | 49,129 |
| | Victory Sycamore Small Company Opp | Pooled separate account | ** | 61,308 |
| | Total assets held for investment purposes | | | $ 4,520,372 |

* Indicates party in interest as defined by ERISA.
** All investment transactions are participant-directed, therefore, information is not required.

*See independent auditors' report.*

# Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in completing the Form 5500 Schedule C[1] by identifying different types of compensation paid with respect to the product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

**Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2015 - 12/31/2015 and indirect compensation is presented on a calendar year basis ending 12/31/2015.**

This report includes compensation actually paid to or by MassMutual within the indicated plan year as part of your MassMutual-serviced product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your MassMutual customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than MassMutual). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because, among other potential considerations, plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

**Please contact your MassMutual Service Team should you require additional information regarding the compensation paid to or by MassMutual with respect to your plan.**

*********

**Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan's service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.**

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[1]Please refer to the Schedule C of the Form 5500 and its instructions (available at: http://www.dol.gov/ebsa/5500main.html), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

# FORM 5500 SCHEDULE C REPORT
# SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

## HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN (710188)
## EIN #: 74-1082492

***Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2015 - 12/31/2015 and indirect compensation is presented on a calendar year basis ending 12/31/2015.***

***For use with lines 2(h), 3(c), 3(d), 3(e)***

***Total Direct Compensation Paid*** **$5,098.06**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

***Recipient: Massachusetts Mutual Life Insurance Company EIN: 04-1590850***

**Service Codes: 15, 23, 37, 38, 54, 55, 59, 60, 62, 63, 64, 65, 66, 99, 50 (if direct compensation amount reflected below)**

*Direct Compensation* **$5,098.06**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2015 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Massachusetts Mutual Life Insurance Company ("MMLIC") are the net result of aggregating direct compensation after the effects of adjustments processed in 2015, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

*Indirect Compensation*

**Float compensation** **$70.31**

Bank accounts and investments associated with short-term investment pool

This is an estimate based on the annual average rate of float (0.573% for 2015) earned on the bank accounts and investments associated with the short-term investment pool for the 2015 calendar year multiplied by an estimate of the assets related to uncashed checks.* This estimate does not include float earned for any other reason (e.g., if amounts remitted cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

* A complete listing of distribution checks that remain outstanding for your plan is available on the Retirement Plan Access web site under the Standard Reports section (Report R03998-Outstanding Distribution Checks). Uncashed check assets will continue to remain in a float-earning bank account until such time direction is received from the Plan Sponsor, subject to applicable regulation. The Plan Sponsor should consult with the Plan's/Plan Sponsor's tax advisor or benefits counsel to determine if assets attributable to uncashed checks should be included on the Form 5500 filing.

**Non Monetary Compensation**

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

**Compensation paid with respect to Funds**

| *Investment Option Name* | *EIN* | *Revenue Sharing Rate (%) Paid to MassMutual (rates as of 12/31/2015)* | *Underlying Fund Gross Expense Ratio as of the Fund's Year End*[*] |
|---|---|---|---|
| AMERICAN CENTURY MID CAP VALUE R | 43-1646043 | 0.85% x assets | 1.51% |
| AMERICAN FUNDS GR FD OF AMER R1 | 52-0792143 | 1.10% x assets | 1.42% |
| BLACKROCK EQUITY DIVIDEND R | 13-3806694 | 0.80% x assets | 1.28% |
| BLACKROCK GLOBAL ALLOCATION R | 22-2937779 | 0.80% x assets | 1.47% |
| EATON VANCE ATL CAP SMID CAP R | 04-2325690 | 0.80% x assets | 1.48% |
| FIXED ACCOUNT | 06-0974148 | 0.00% x assets | 0.00% |
| FRANKLIN MUTUAL GLOBAL DISC R | 22-2894171 | 0.60% x assets plus $12/participant | 1.49% |
| GOLDMAN SACHS GOV INCOME SVC | 13-4166989 | 0.65% x assets | 1.21% |
| HARTFORD MODERATE ALLOC-A | 22-2937447 | 0.65% x assets | 1.26% |
| INVESCO SMALL CAP EQUITY R | 06-0841973 | 0.80% x assets | 1.54% |
| JPMORGAN US EQUITY R2 | 33-1043149 | 0.80% x assets | 1.42% |
| LORD ABBETT VALUE OPPS R3 | 13-3712440 | 0.75% x assets | 1.42% |
| MFS INTERNAT'L NEW DISCOVERY R2 | 04-2468583 | 0.80% x assets | 1.61% |
| MFS RESEARCH INTERNATIONAL R2 | 04-3158862 | 0.80% x assets | 1.39% |
| OPPENHEIMER REAL ESTATE R | 22-3849391 | 0.80% x assets | 1.67% |
| PIMCO TOTAL RETURN R | 95-2632339 | 0.65% x assets | 1.10% |
| PIONEER STRATEGIC INCOME R | 04-3453709 | 0.80% x assets | 1.42% |
| THE HARTFORD CONSERVATIVE ALL A | 22-2937447 | 0.65% x assets | 1.24% |
| THE HARTFORD GROWTH ALLOC A | 22-2937447 | 0.65% x assets | 1.41% |
| THORNBURG INTERNATIONAL VALUE R3 | 06-1158764 | 0.75% x assets | 1.61% |
| VICTORY SYCAMORE SMALL CO OPP R | 31-6364605 | 0.65% x assets plus $16/participant | 1.58% |

Under the variable investment options available through your plan's group annuity contract or funding agreement, contract values are invested in Massachusetts Mutual Life Insurance Company separate accounts that, in turn, invest in underlying registered investment companies (i.e., mutual funds) and collective investment funds.

The above list includes any investment option held by the plan on at least one month end during the 2015 calendar year. To arrive at an estimate of the dollar amount that MassMutual received from each investment option, multiply the rate of fees received from each investment option by your plan's year-end balance (or if the investment option was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the investment option at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

In addition, please note that some of the funds available through your service contract or arrangement are funds from the Oppenheimer family of mutual funds, which are affiliated with MassMutual (The Oppenheimer Funds). These affiliated mutual funds have contracts for services with companies that are affiliated with MassMutual. The MassMutual-affiliated companies that provide these services, and are compensated in connection with those services, are listed below. For more information about these affiliated mutual funds, see the applicable fund prospectus.

| MassMutual Affiliate | Services | Compensation |
|---|---|---|
| OppenheimerFunds Distributor, Inc. | Principal Underwriter to The Oppenheimer Funds | As Principal Underwriter paid by the Fund in the form of dealer concessions |
| OFI Global Asset Management, Inc. | Transfer Agent to The Oppenheimer Funds | Paid by the Fund in the form of fees for services |
| Shareholder Services, Inc. (doing business as OppenheimerFunds Services) | Sub-Transfer Agent to The Oppenheimer Funds | Paid by the Transfer Agent in the form of fees for services |
| OFI Global Asset Management, Inc. | Investment Adviser to The Oppenheimer Funds | Paid by the Fund in the form of investment advisory fees based on assets under management |
| OppenheimerFunds, Inc. | Sub-Adviser to The Oppenheimer Funds | Paid by the Investment Adviser in the form of investment advisory fees based on assets under management |

## *Recipient: MERRILL LYNCH LIFE AGENCY EIN: 13-2808480*

**Service Codes:**

Please contact your Service Provider for the list of applicable services performed and Service Codes.

### *Direct Compensation* **$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

### *Indirect Compensation*

* **Sales commission** Payor: Massachusetts Mutual Life Insurance Company EIN: 04-1590850 **$13,028.16**

* *Sales Commissions are reported on a Plan Year basis.*

**Non Monetary Compensation**

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Ethics and Business Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2015 calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

## *Recipient: Mesirow Financial Investment Management, Inc. EIN: 36-3429599*

### *Indirect Compensation*

**Annual platform package fee ("Model My Goals")** **$18.23**
**Service code: 49**

Payor: Massachusetts Mutual Life Insurance Company EIN: 04-1590850

This is an estimate based on the annual platform package fee paid to Mesirow divided by the number of plans using this feature.

# Direct Revenue Detail

**Recipient:** ***Massachusetts Mutual Life Insurance Company***

| **Fee Description** | **Dollar Amount** |
|---|---|
| Holding Account: Internal Fee | $4,250.00 |
| One-Time Distribution Fee | $848.06 |
| **Total Direct Revenue:** | **$5,098.06** |
| **Grand Total Direct Fees:** | **$5,098.06** |

# Hahn & Clay Employees Profit Sharing Plan

Financial Statements and Supplemental Schedule
As of December 31, 2015 and 2014,
and for the Year Ended December 31, 2015

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*Schedules other than those listed above are omitted because of the conditions under which they are required.*

Briggs & Veselka Co.
A PROFESSIONAL CORPORATION
Certified Public Accountants and Business Advisors

# INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Hahn & Clay Employees Profit Sharing Plan
Houston, Texas

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Hahn & Clay Employees Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

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

## Auditors' 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 4*, which was certified by Massachusetts Mutual Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2015 and 2014, that the information provided to the plan administrator by the custodian is complete and accurate.

To the Plan Administrator of
Hahn & Clay Employees Profit Sharing Plan
Re: Independent Auditors' Report

**Disclaimer of Opinion**

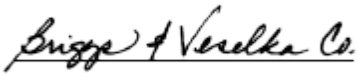
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 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 purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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.



Briggs & Veselka Co.
Houston, Texas

September 15, 2016

**HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN**
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2015 AND 2014

| | **2015** | 2014 |
|---|---|---|
| **ASSETS** | | |
| Investments at fair value: | | |
| Guaranteed investment contract | **$ 2,180,206** | $ 2,097,404 |
| Pooled separate accounts | **2,445,741** | 2,485,955 |
| Total investments at fair value | **4,625,947** | 4,583,359 |
| Total assets | **4,625,947** | 4,583,359 |
| **LIABILITIES** | | |
| Excess participant contributions payable | **-** | 5,144 |
| Total liabilities | **-** | 5,144 |
| Net assets reflecting investments at fair value | **4,625,947** | 4,578,215 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | **(105,575)** | (127,874) |
| NET ASSETS AVAILABLE FOR BENEFITS | **$ 4,520,372** | $ 4,450,341 |

*The accompanying notes are an integral part of these financial statements.*

**HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN**
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2015

| | |
|---|---|
| **ADDITIONS** | |
| Investment income (loss): | |
| Net depreciation in fair value of investments | $ (19,639) |
| Interest | 59,856 |
| Total investment income | 40,217 |
| Contributions: | |
| Participants | 310,359 |
| Employer | 23,410 |
| Rollovers | 459 |
| Total contributions | 334,228 |
| Total additions | 374,445 |
| **DEDUCTIONS** | |
| Benefits paid to participants or beneficiaries | 299,316 |
| Administrative expenses | 5,098 |
| Total deductions | 304,414 |
| Net increase | 70,031 |
| Net assets available for benefits, beginning of year | 4,450,341 |
| NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR | $ 4,520,372 |

*The accompanying notes are an integral part of these financial statements.*

## NOTE 1 – DESCRIPTION OF PLAN

The following description of the Hahn & Clay Employees Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the formal plan document for a more complete description of the Plan's provisions.

**General** – The Plan was established January 1, 1964, as a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) to help employees save for retirement. The Plan was restated effective as of January 1, 2015, to comply with current law.

The Plan covers all employees of Hahn & Clay Holding Company and related employers (the Company), except for leased employees and self-employed individuals. Qualifying employees may enter the Plan on the first day of each month following the completion of three months of eligibility service.

**Contributions** – Each year, participants may elect to contribute a percentage of their compensation or a dollar amount up to the maximum allowed under law. Unless a participant elects otherwise, the Company will automatically withhold 2% of compensation each payroll period and increase that deferral amount by 1% each year up to a maximum of 6%. Participants can increase or decrease their elective deferral amount or revoke and stop their contributions at any pay date. Participants at least age 50 by the end of the calendar year may make special catch-up contributions to the Plan.

The Company may make a matching contribution on behalf of each eligible participant. During 2015, employer matching contributions were equal to 10% of a participant's contribution up to a maximum of 6% of their compensation.

Participants with an account balance in another qualified retirement plan or an IRA may move those amounts into this Plan by means of a rollover contribution.

**Participant Accounts** – Each participant's account is credited with the participant's contributions, employer contributions, rollovers, and Plan earnings or losses. 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. 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 and rollovers plus actual earnings or losses thereon. Vesting in the employer contribution portion of their accounts plus actual earnings or losses thereon is based on years of vesting service, according to the graded vesting scale below. Participants vest as follows:

| Years of Vesting Services | Percentage |
|---|---|
| Less than 2 | -0-% |
| Less than 3 | 20% |
| Less than 4 | 40% |
| Less than 5 | 60% |
| Less than 6 | 80% |
| 6 or more | 100% |

**Investment Options** – Participants direct the investment of Plan assets into various investment securities offered by the Plan. The Plan currently offers a guaranteed investment contract and various mutual funds in pooled separate accounts as investment elections for participants.

Participants may change investment elections, transfer existing account balances, and obtain information regarding their investments each business day.

**Payment of Benefits** – Upon termination of employment, death, disability, or retirement, the Plan permits distribution of all or a portion of the vested interest of a participant's account at the election of the participant or beneficiary. Forms of payment include a single lump sum payment or a direct rollover into an IRA or other eligible retirement plan as permitted by federal law with an additional option of installment payments if the total vested balance exceeds $5,000. However, participants with a vested interest in their accounts of $1,000 or less are cashed out by a single sum payment as soon as reasonably practicable.

Hardship withdrawals are governed by Internal Revenue Service (IRS) regulations and are permitted by the Plan if a participant incurs and demonstrates an immediate and heavy financial need. In-service distributions are also permitted at normal retirement date or disability.

**Forfeited Accounts** – At December 31, 2015 and 2014, forfeited non-vested accounts totaled $486 and $3,564, respectively. These accounts may be used to pay any Plan expenses or offset employer contributions. In 2015, $3,310 of administrative expenses were paid from forfeited non-vested accounts.

## NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

**Basis of Accounting –** The financial statements of the Plan are prepared on the accrual basis of accounting.

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

**Use of Estimates –** The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires the Company 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 –** Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See *Note 3* for discussion of fair value measurements.

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

**Excess Participant Contributions Payable –** Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions.

**Benefits Paid to Participants –** Benefits are recorded when paid.

**Administrative Expenses –** Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Investment related expenses are included in net depreciation in fair value of investments.

**Recent Accounting Pronouncements –** In May 2015, FASB issued ASU No. 2015-07, *Fair Value Measurement* (*Topic 820*) *– Disclosures for Investments in Certain Entities That Calculate Net Asset Value* (*NAV*) *per Share* (*or its Equivalent*). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using NAV per share as a practical expedient and also removes the requirement to make certain disclosures. This update is effective for fiscal years beginning after December 15, 2016 and must be applied retrospectively.

In July 2015, the FASB released ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans* (*Topic 960*) *Defined Contribution Pension Plans* (*Topic 962*) *Health and Welfare Benefit Plans* (*Topic 965*)*:* (*Part I*) *Fully Benefit-Responsive Investment Contracts,* (*Part II*) *Plan Investment Disclosures,* (*Part III*) *Measurement Date Practical Expedient.* ASU 2015-12 removes the requirement to report fully benefit-responsive investment contracts at fair value with an adjustment to contract value and also simplifies the investment disclosures required for employee benefit plans. This update is effective for fiscal years beginning after December 15, 2015. Parts I and II should be applied retrospectively, while Part III should be applied prospectively.

**Subsequent Events –** The Plan has evaluated subsequent events through September 15, 2016, the date the financial statements were available to be issued.

## NOTE 3 – FAIR VALUE MEASUREMENTS

The framework of measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

- **Level 2** – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for sustainability the full term of the asset or liability.

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

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

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.

**Guaranteed Investment Contract** – Valued at fair value by the custodian by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Company evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms while others are substantiated utilizing available market data.

**Pooled Separate Accounts –** Valued at the NAV of units of a pooled separate account. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the account less its liabilities. The practical expedient is not used when it is determined to be probable that the account will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

| | 2015 | | | |
|---|---|---|---|---|
| | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Guaranteed investment contract | **$ -** | **$ 2,180,206** | **$ -** | **$ 2,180,206** |
| Pooled separate accounts: | | | | |
| Bonds | **-** | **261,612** | **-** | **261,612** |
| Asset allocation/balanced | **-** | **548,515** | **-** | **548,515** |
| Large cap | **-** | **527,868** | **-** | **527,868** |
| Mid cap | **-** | **677,758** | **-** | **677,758** |
| Small cap | **-** | **197,158** | **-** | **197,158** |
| International/global | **-** | **169,447** | **-** | **169,447** |
| Specialty | **-** | **63,383** | **-** | **63,383** |
| Total assets at fair value | **$ -** | **$ 4,625,947** | **$ -** | **$ 4,625,947** |

| | 2014 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Guaranteed investment contract | $ - | $ 2,097,404 | $ - | $ 2,097,404 |
| Pooled separate accounts: | | | | |
| Bonds | - | 260,684 | - | 260,684 |
| Asset allocation/balanced | - | 597,419 | - | 597,419 |
| Large cap | - | 535,548 | - | 535,548 |
| Mid cap | - | 643,783 | - | 643,783 |
| Small cap | - | 228,510 | - | 228,510 |
| International/global | - | 158,377 | - | 158,377 |
| Specialty | - | 61,634 | - | 61,634 |
| Total assets at fair value | $ - | $ 4,583,359 | $ - | $ 4,583,359 |

## NOTE 4 – INFORMATION CERTIFIED BY THE CUSTODIAN

All investments and investment activities included in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014, the statement of changes in net assets available for benefits for the year ended December 31, 2015, *Note 5*, and the supplemental schedule as of December 31, 2015, have been certified as complete and accurate by Massachusetts Mutual Life Insurance Company (Mass Mutual), the custodian, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Accordingly, as permitted under such election, the Company instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by the custodian except for comparing the information to information included in the Plan's financial statements and supplemental schedule.

## NOTE 5 – INVESTMENTS (UNAUDITED)

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

| | **2015** | 2014 |
|---|---|---|
| Fixed Account* | **$ 2,074,631** | $ 2,097,404 |
| American Century Mid Cap Value | **406,010** | 397,687 |
| BlackRock Global Allocation | **364,600** | 411,875 |
| JP Morgan U.S. Equity | **287,928** | 279,687 |

* Indicates party in interest

During 2015, the Plan's investments in pooled separate accounts (including investments bought and sold, as well as held during the year) depreciated in value by $19,639.

## NOTE 6 – GUARANTEED INVESTMENT CONTRACT

The Plan entered into a fully benefit-responsive guaranteed investment contract with Mass Mutual. Mass Mutual maintains the contributions in a general account. The account is credited with earnings of the underlying investments and charged for participant withdrawals and administrative expenses. Mass Mutual is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value represents contributions plus credited interest less participant withdrawals and fees. Participants may direct permitted withdrawal and/or transfer transactions of all or a portion of their account balance at contract value.

There are no reserves against contract value for credit risk of Mass Mutual or otherwise. The fair value of the guaranteed investment contract at December 31, 2015 and 2014 was $2,180,206 and $2,097,404, respectively. The declared interest rate as of December 31, 2015 and 2014 was 3.00%.

Certain events limit the ability of the Plan to transact at contract value with Mass Mutual. The Company believes that any events that would limit the Plan's ability to transact at contract value with participants are probable of not occurring. The guaranteed investment contract does not permit Mass Mutual to terminate the agreement prior to the scheduled maturity date.

## NOTE 7 – RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are managed by the custodian and/or affiliates, therefore, these transactions qualify as party in interest transactions.

## NOTE 8 – PLAN TERMINATION

Although the Company expects to maintain the Plan indefinitely, the Company has the ability to terminate the Plan at any time. Termination includes a complete discontinuance of contributions under the Plan or a partial termination. If the Plan is terminated, all amounts credited to participants' accounts shall become 100% vested, regardless of the Plan's current vesting schedule. Participants will be entitled to a distribution of their entire vested benefit.

## NOTE 9 – RISKS AND UNCERTAINTIES

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

## NOTE 10 – TAX STATUS

The Plan is a volume submitter profit sharing plan with CODA that has been adopted by the Company. The volume submitter plan obtained its latest opinion letter on March 31, 2014, in which the IRS stated that the volume submitter plan, as then designed, was acceptable under section 401 of the Internal Revenue Code (IRC). The Plan has not requested its own determination letter from the IRS. Although the Plan has been amended since receiving the opinion letter, the Company believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires the Company to evaluate the tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

## NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | |
|---|---|
| Net assets available for benefits per the financial statements | $ 4,450,341 |
| Excess participant contributions payable | 5,144 |
| Net assets available for benefits per the Form 5500 | $ 4,455,485 |

The following is a reconciliation of benefits paid to participants or beneficiaries per the financial statements for the year ended December 31, 2015, to Form 5500:

| | |
|---|---|
| Benefits paid to participants or beneficiaries per the financial statements | $ 299,316 |
| Add: excess participant contributions payable at December 31, 2014 * | 5,144 |
| Total benefit payments and corrective distributions per Form 5500 | $ 304,460 |

* Excess participant contributions recorded as of December 31, 2014 were obtained from the 2014 ADP/ACP testing results. Due to gains and losses on excess contributions and forfeitures related to unvested portions, actual excess contributions refunded totaled $5,082.

**HAHN & CLAY EMPLOYEES PROFIT SHARING PLAN**
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2015

EIN: 74-1082492
Plan No. 001

| (a) Party in Interest | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Fixed Account | Guaranteed investment contract | ** | $ 2,074,631 |
| | BlackRock Equity Dividend | Pooled separate account | ** | 94,689 |
| | American Funds The Growth Fund of America | Pooled separate account | ** | 145,251 |
| | American Century Mid Cap Value | Pooled separate account | ** | 406,010 |
| | BlackRock Global Allocation | Pooled separate account | ** | 364,600 |
| | Eaton Vance Atl Cap Mid Cap | Pooled separate account | ** | 128,692 |
| | Goldman Sachs Government Income | Pooled separate account | ** | 22,322 |
| * | Hartford Moderate Allocation | Pooled separate account | ** | 9,782 |
| * | The Hartford Conservative Allocation | Pooled separate account | ** | 5,156 |
| * | The Hartford Growth Allocation | Pooled separate account | ** | 168,977 |
| | JP Morgan U.S. Equity | Pooled separate account | ** | 287,928 |
| | Invesco Small Cap Equity | Pooled separate account | ** | 135,850 |
| | Lord Abbett Value Opportunities | Pooled separate account | ** | 143,056 |
| | MFS International New Discovery | Pooled separate account | ** | 53,596 |
| | MFS Research International | Pooled separate account | ** | 3,973 |
| | Franklin Mutual Global Discovery | Pooled separate account | ** | 62,749 |
| | Oppenheimer Real Estate | Pooled separate account | ** | 63,383 |
| | PIMCO Total Return | Pooled separate account | ** | 23,253 |
| | Pioneer Strategic Income | Pooled separate account | ** | 216,037 |
| | Thornburg International Value | Pooled separate account | ** | 49,129 |
| | Victory Sycamore Small Company Opp | Pooled separate account | ** | 61,308 |
| | Total assets held for investment purposes | | | $ 4,520,372 |

* Indicates party in interest as defined by ERISA.
** All investment transactions are participant-directed, therefore, information is not required.

*See independent auditors' report.*