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
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP EMPLOYEES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 10/01/1987

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)
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

1251 AVENUE OF THE AMERICAS
44TH FLOOR
NEW YORK, NY 10020

2b Employer Identification Number (EIN)
13-3165559

2c Plan Sponsor's telephone number
212-554-1400

2d Business code (see instructions)
541110

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.	09/30/2016	EDWARD GROSSMANN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

1251 AVENUE OF THE AMERICAS
44TH FLOOR
NEW YORK, NY 10020

3b Administrator's EIN: 13-3165559

3c Administrator's telephone number: 212-554-1400

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	232
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)**	192
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	164
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	46
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	210
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	210
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	159
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 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)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	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
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP EMPLOYEES 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

D Employer Identification Number (EIN)
13-3165559

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
VOYA RETIREMENT INSURANCE AND ANNUITY 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
71-0294708	86509	877080	159	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
85697	5657

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

NATIONAL PLANNING CORPORATION
401 WILSHIRE BOULEVARD
SUITE 1100
SANTA MONICA, CA 90401

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
85697			3

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

ASSOCIATED PENSION CONSULTANTS, INC
6800 JERICHO TURNPIKE
SUITE 200W
SYOSSET, NY 11791

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
	5657	TPA PARTNERSHIP PROGRAM	5

(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	267387
5	Current value of plan's interest under this contract in separate accounts at year end	5	11214065

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ AS PER RULES OF INSURANCE COMPANY

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. Specify nature of costs ▶	6d	

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 PENSION FUNDING

b	Balance at the end of the previous year			7b	248832
c	Additions: (1) Contributions deposited during the year	7c(1)	18361		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	5123		
	(4) Transferred from separate account	7c(4)	1681		
	(5) Other (specify below)	7c(5)	1076		
	▶ LOAN REPAYMENTS				
	(6) Total additions			7c(6)	26241
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	275073
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	7500		
	(2) Administration charge made by carrier	7e(2)	85		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	101		
	▶ FEES				
	(5) Total deductions			7e(5)	7686
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	267387

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)**	0
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)**	0
(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)**	0
(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 Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2015** **This Form is Open to Public Inspection.**

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

A Name of plan BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP EMPLOYEES 401(K) PLAN	**B** Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP	**D** Employer Identification Number (EIN) 13-3165559

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

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)

VOYA RETIREMENT AND INSURANCE CO

71-0294708

(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?
27	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	5731	Yes [ ] No [X]

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

MORNINGSTAR

36-3297908

(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?
27	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	5731	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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP EMPLOYEES 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

D Employer Identification Number (EIN)
13-3165559

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: MAP CONTRACT SEPARATE ACCOUNT D

b Name of sponsor of entity listed in (a): VOYA RETIREMENT INSURANCE AND ANNUITY 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)
71-0294708-000	P	11214065

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
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP EMPLOYEES 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

D Employer Identification Number (EIN)
13-3165559

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	152374	242612
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	10801297	11214065
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	248832	267387
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	11202503	11724064
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	11	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	11	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11202492	11724064

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	1161387	
(C) Others (including rollovers)	2a(1)(C)	53161	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1214548
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)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	11972	
(F) Other	2b(1)(F)	5123	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		17095
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-207616
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		11
d Total income. Add all **income** amounts in column (b) and enter total	2d		1024038
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	499606	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		499606
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2860	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2860
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		502466
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		521572
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PERELSON WEINER LLP **(2)** EIN: 13-3791592

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			2000000
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
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP EMPLOYEES 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP

D Employer Identification Number (EIN)
13-3165559

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): 71-0294708

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: 0.0% 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

PERELSON
WEINER LLP

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
EMPLOYEES 401(K) PLAN

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2015

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
EMPLOYEES 401(K) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2015

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PERELSON WEINER LLP

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INDEPENDENT AUDITORS' REPORT

To the Plan Sponsor
Bernstein Litowitz Berger & Grossmann LLP
Employees 401(k) Plan

We were engaged to audit the accompanying financial statements of Bernstein Litowitz Berger & Grossmann LLP Employees 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information referred to in Note 3, which was certified by The Voya Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that The Voya Retirement Insurance and Annuity Company holds the Plan's assets and executes transactions therein. The Plan Administrator has obtained a certification from the custodian as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2015 is required by the DOL 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 DOL Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Perelson Weiner LLP

New York, New York
September 27, 2016

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
EMPLOYEES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2015	2014
Assets		
Investments (at fair value)		
Pooled separate accounts		
Target Date Funds	**$ 7,146,952**	$ 6,982,062
Growth Stock Funds	**1,397,019**	1,292,085
Blended Funds	**1,330,468**	1,237,818
Bond Funds	**374,372**	331,241
Value Stock Funds	**369,205**	318,833
Global Equity Fund	**235,092**	297,333
Money Market Fund	**114,011**	104,526
Other Funds	**246,946**	237,399
Investment contract with insurance company	**268,352**	249,345
	11,482,417	11,050,642
Notes receivable from participants	**242,612**	152,374
	11,725,029	11,203,016
Liabilities		
Excess contributions payable	**-**	1,400
Other	**-**	11
	-	1,411
Net assets available for benefits	**$ 11,725,029**	$ 11,201,605

See notes to financial statements and independent auditors' report.

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
EMPLOYEES 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2015

Additions to net assets attributed to:	
Investment (loss) income:	
Net depreciation in fair value of investments	$ (207,164)
Interest income - investment contract with insurance company	5,123
Interest income - notes receivable from participants	11,973
	(190,068)
Participant contributions, including rollover contributions of $53,161	1,214,559
Total additions	1,024,491
Deductions from net assets attributed to:	
Benefits paid to participants	498,207
Expenses	2,860
Total deductions	501,067
Net increase	523,424
Net assets available for benefits:	
January 1, 2015	11,201,605
December 31, 2015	$ 11,725,029

See notes to financial statements and independent auditors' report.

Note 1 - Plan Description

The following description of the Bernstein Litowitz Berger & Grossmann LLP Employees 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions (Note 7).

a) General

The Plan is a defined contribution plan established for the benefit of all full-time employees of Bernstein Litowitz Berger & Grossmann LLP (the "Company" or "Plan Sponsor") who have completed one year of service and are at least twenty-one years of age as of their entry date (January 1, April 1, July 1 and October 1). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan Sponsor determines the appropriateness of the Plan's investment offerings, monitors investment performance and is responsible for oversight of the Plan.

b) Contributions

Participants' contributions, which are pre-tax, may not exceed 15% of annual eligible compensation, as defined, and are subject to certain statutory limitations. Additionally, participants that have reached the age of 50 before the close of the plan year are eligible for a catch-up contribution. Participants may also contribute amounts representing distributions from other qualified plans, traditional IRA's or similar arrangement (rollover contributions).

Participants direct the investment of their contributions into various investment options (Note 4) offered by the Plan. Participants may change their investment direction at any time throughout the year.

Contributions are funded weekly.

c) Participant Accounts

Each participant's account is credited/charged with the participant's contribution, benefits paid, and an allocation of Plan earnings (losses) and administrative expenses. Earnings (by investment option) and administrative expenses are allocated based on relative participant account balances. A participant is entitled to the benefit that can be provided from the participant's account value.

Note 1 - Plan Description (Continued)

d) Vesting

Participants are immediately vested in the value of their accounts.

e) Notes Receivable from Participants

Participants may borrow from their investment fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account, bear interest at 4.75% and mature through February 2025. The interest rate on loans is fixed (at 1.5% above the prime rate at date of issue) over the loan term. Principal and interest is paid ratably through payroll deductions.

f) Payment of Benefits

Distributions are permitted upon termination of service. In-service distributions are permitted upon attaining age 59 ½ or for reasons of serious financial hardship. Benefits up to the amount of the participant's account value can be taken as a lump-sum distribution (or in installments in the event of a participant's death).

Note 2 - Summary of Significant Accounting Policies

a) Subsequent Events

Subsequent events were evaluated through September 27, 2016, which is the date the financial statements were available to be issued.

b) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Sponsor to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

c) Basis of Accounting

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

Note 2 - Summary of Significant Accounting Policies (Continued)

d) Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2015 and 2014, no allowance for credit losses has been recorded. Delinquent participant loans are reclassified as benefit payments based on the terms of the Plan document.

e) 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 (Note 5). Management determines the Plan's valuation policies utilizing information provided by the custodian.

Interest income is recorded on the accrual basis. Net (depreciation) appreciation in fair value of investments includes the Plan's gains and losses on investments sold as well as held during the year.

f) Payment of Benefits

Benefits are recorded when paid.

g) Expenses

Administrative expenses are primarily paid by the Plan Sponsor, and those expenses are excluded from these financial statements. The Plan Sponsor reserves the right to charge such future expenses to the Plan.

h) Adoption of Accounting Standards Codification (ASU) 2015-12

In 2015 the Plan adopted the provisions ASU 2015-12, *Plan Accounting: (Part II) Plan Investment Disclosures*. Adoption of these provisions has eliminated the disclosure of individual investments representing 5% or more of net assets available for benefits and has been retrospectively applied to the financial statements.

Note 3 - Unaudited Information Prepared and Certified by the Plan Custodian

The custodian, The Voya Retirement Insurance and Annuity Company, holds the Plan's assets and executes transactions therein. Financial information relating to the assets and changes therein included in the financial statements (including the notes to the financial statements) and supplemental schedule are based entirely on information provided and certified as complete and accurate by the custodian. Such information has not been audited by the independent auditors.

Note 4 - Investments

Participants have directed the investment of their contributions to the following investment options:

a) Target Date Funds

The Voya Index Solution Portfolios primarily consist of a suite of target date institutional fund of funds that are designed to meet the needs of retirement plan investors who prefer a single diversified investment option.

b) Growth and Value Stock Funds

These categories normally invest in common stocks of companies included in the S&P and Russell Indexes, ranging from large to small capitalized companies.

c) Global Equity Fund

The fund’s strategy typically is to invest in emerging and developing market stocks.

d) Investment Contract with Insurance Company

The Voya Fixed Account is intended to be a long-term investment for participants seeking stability of principal. The assets supporting it are invested by The Voya Retirement Insurance and Annuity Company, the custodian, and provides stable credited interest rates. Due to the potential of restrictions on certain transfers and withdrawals, management has determined the Voya Fixed Account is not a fully benefit-responsive contract and has reported the investment at fair value.

Note 4 - Investments (Continued)

e) Blended and Bond Funds

The funds primarily invest in income producing bonds and equity securities of large capitalized companies.

f) Money Market Fund

The fund seeks current income consistent with maintaining liquidity and preserving capital by investing in high quality, short term investments.

g) Other Funds

This category consists of a fund investing in stocks of mid capitalized U.S and foreign companies and a fund that invests primarily in companies that own, operate, develop or manage real estate.

Note 5 - Fair Value Measurements

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

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

Note 5 - Fair Value Measurements (Continued)

The Plan's policy is to recognize transfers into and out of the various levels as of the end of the reporting period during which the event or change in circumstances causing the transfer occurred. For the year ended December 31, 2015, there were no transfers between the levels.

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

a) Level 2 Fair Value Measurements

The fair value of each unit of the Plan's investments in pooled separate accounts are calculated based on the observable quoted net asset value of the underlying investments (market approach).

b) Level 3 Fair Value Measurements

The Voya Fixed Account is an investment contract issued by an insurance company (the custodian - Note 3). The Voya Fixed Account is not traded, and significant other observable inputs are not available. Amounts invested are held in the custodian's general account. The Voya Fixed Account is valued based on the terms of the contract, plus or minus market value adjustment for potential surrender charges and other adjustments.

The following table sets forth a summary of changes in the fair value of the Plan's investment contract with insurance company for the year ended December 31, 2015:

Balance - January 1, 2015	$ 249,345
Unrealized gain included in net depreciation in fair value of investments	452
Interest income	5,123
Expenses	(186)
Purchases	21,118
Sales and settlements	(7,500)
Balance - December 31, 2015	$ 268,352

Note 5 - Fair Value Measurements (Continued)

For those assets with fair value measured using Level 3 inputs, the Plan Sponsor determines the fair value measurement policies and procedures in consultation with the custodian. Those policies and procedures are reassessed at least annually to determine if the current valuation techniques are still appropriate. At that time, the unobservable inputs used in the fair value measurements are evaluated and adjusted as necessary, based on current market conditions and other third party information.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value in the accompanying statements of net assets available for benefits:

			Fair Value Measurements as of December 31 Using			
	Totals		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)	
	2015	2014	2015	2014	2015	2014
Pooled separate accounts	**$ 11,214,065**	$ 10,801,297	**$ 11,214,065**	$ 10,801,297		
Investment contract with insurance company	**268,352**	249,345			**$ 268,352**	$ 249,345
	$ 11,482,417	$ 11,050,642	**$ 11,214,065**	$ 10,801,297	**$ 268,352**	$ 249,345

Note 6 - Related Party Transactions

Certain investments are managed by the custodian and/or affiliates and, therefore, qualify as party-in-interest transactions. All administrative expenses were paid to the custodian and/or affiliates. These transactions are exempt from the prohibited transaction rules of ERISA.

Note 7 - Tax Status

The Plan was formed based on a prototype plan document offered by a consultant, which received an opinion letter dated March 31, 2014 from the Internal Revenue Service (IRS) which stated the prototype Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC) and thus exempt from income taxes. While management did not elect to obtain an individual determination letter from IRS, it believes the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, management believes the Plan is qualified and the related trust is tax exempt, and has not included a provision for income taxes in the financial statements.

The Plan has determined all benefits associated with positions taken for tax purposes would, more likely than not, be sustained upon review by the taxing authorities and therefore has not recognized a liability for unrecognized tax benefits. Tax returns (Form 5500) are filed in the U.S. Federal jurisdiction. The Plan Sponsor believes the Plan is no longer subject to tax examinations for years prior to 2012, and there are currently no examinations in progress.

Note 8 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants would become 100% vested in any employer contributions (none of which have been made) in addition to their own contributions and earnings thereon.

Note 9 - Risks and Uncertainties

The Plan invests in various investment securities which are exposed to risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments 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 - Excess Contributions Payable

To comply with the relevant nondiscrimination provisions of the IRC, certain contributions received from participants during 2013 were subsequently returned to them during 2014 and 2015. An obligation was reflected on the Plan's statement of net assets available for benefits as excess contributions payable (Note 11) as of December 31, 2014.

Note 11 - Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits reported in the financial statements to Schedule H of Form 5500:

	December 31	
	2015	2014
Net assets available for benefits reported on the financial statements	**$11,725,029**	$11,201,605
Plus: Excess contributions payable		1,400
Less: Market value adjustment of investment contract with insurance company	**(965)**	(513)
Net assets available for benefits reported on Schedule H to Form 5500	**$11,724,064**	$11,202,492

The following is a reconciliation of the net increase in net assets reported on the financial statements for the year ended December 31, 2015 to Schedule H of Form 5500:

Net increase in net assets reported on the financial statements	$ 523,424
Less: Change in market value adjustment of investment contract with insurance company	(452)
Less: Return of 2013 excess contributions	(1,400)
Net increase in net assets reported on Schedule H to Form 5500	$ 521,572

Note 12 - Subsequent Event - Change of Plan Custodian

The Plan Sponsor has replaced Voya with John Hancock as the Plan custodian. The Plan's net assets will be transferred to John Hancock during October 2016.

SUPPLEMENTAL SCHEDULE

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
EMPLOYEES 401(K) PLAN
EIN#:13-3165559
PLAN NUMBER: 003
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2015

Supplementary Information

	(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Voya Retirement Insurance and Annuity Co	OPPENHEIMER DEVELOPING MARKETS FUND - CLASS A		$ 235,092
*		Voya Retirement Insurance and Annuity Co	VOYA INVESCO EQUITY AND INCOME PORTFOLIO - INITIAL CLASS		35,220
		Voya Retirement Insurance and Annuity Co	AMERICAN FUNDS THE GROWTH FUND OF AMERICA - CLASS R-3		409,939
		Voya Retirement Insurance and Annuity Co	AMERICAN FUNDS EUROPACIFIC GROWTH FUND - CLASS R-3		213,355
*		Voya Retirement Insurance and Annuity Co	VOYA FMR DIVERSIFIED MID CAP PORTFOLIO - SERVICE CLASS		108,935
*		Voya Retirement Insurance and Annuity Co	VOYA GLOBAL REAL ESTATE FUND - CLASS A		138,011
*		Voya Retirement Insurance and Annuity Co	VOYA U.S. STOCK INDEX PORTFOLIO - INSTITUTIONAL CLASS		88,696
		Voya Retirement Insurance and Annuity Co	PIONEER EQUITY INCOME FUND - CLASS Y SHARES		119,653
*		Voya Retirement Insurance and Annuity Co	VOYA INDEX SOLUTION 2025 PORTFOLIO - ADVISER CLASS		1,995,103
*		Voya Retirement Insurance and Annuity Co	VOYA INDEX SOLUTION 2030 PORTFOLIO - ADVISER CLASS		1,939
*		Voya Retirement Insurance and Annuity Co	VOYA INDEX SOLUTION 2035 PORTFOLIO - ADVISER CLASS		1,752,653
*		Voya Retirement Insurance and Annuity Co	VOYA INDEX SOLUTION 2045 PORTFOLIO - ADVISER CLASS		2,249,763
*		Voya Retirement Insurance and Annuity Co	VOYA INDEX SOLUTION 2050 PORTFOLIO - ADVISER CLASS		19,488
*		Voya Retirement Insurance and Annuity Co	VOYA INDEX SOLUTION 2055 PORTFOLIO - ADVISER CLASS		86,757
*		Voya Retirement Insurance and Annuity Co	VOYA RUSSELL LARGE CAP INDEX PORTFOLIO - CLASS I		580,432
*		Voya Retirement Insurance and Annuity Co	VOYA RUSSELL SMALL CAP INDEX PORTFOLIO - CLASS I		329,891
*		Voya Retirement Insurance and Annuity Co	VOYA GOVERNMENT MONEY MARKET PORTFOLIO - CLASS I		114,011
		Voya Retirement Insurance and Annuity Co	FRANKLIN SMALL CAP VALUE VIP FUND - CLASS 2		97,427

* Indicates a party-in-interest to the Plan

Cost information not required for participant directed plans. Cost associated with participant loans is zero.

See independent auditors' report.

BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
EMPLOYEES 401(K) PLAN
EIN#:13-3165559
PLAN NUMBER: 003
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2015

Supplementary Information

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value	
	Voya Retirement Insurance and Annuity Co	CRM MIDCAP VALUE FUND - INVESTOR SHARES		123,755	
	Voya Retirement Insurance and Annuity Co	AMERICAN FUNDS WASHINGTON MUTUAL INVESTORS FUND - CLASS R-3		156,250	
*	Voya Retirement Insurance and Annuity Co	VOYA INDEX SOLUTION INCOME PORTFOLIO - ADVISER CLASS		1,041,249	
	Voya Retirement Insurance and Annuity Co	PIMCO REAL RETURN FUND - CLASS R		3,540	
	Voya Retirement Insurance and Annuity Co	PIONEER STRATEGIC INCOME FUND - CLASS Y SHARES		144,828	
*	Voya Retirement Insurance and Annuity Co	VOYA HIGH YIELD PORTFOLIO - SERVICE CLASS		20,776	
	Voya Retirement Insurance and Annuity Co	AMERICAN FUNDS NEW PERSPECTIVE FUND - CLASS R-3		163,747	
	Voya Retirement Insurance and Annuity Co	AMERICAN FUNDS AMERICAN BALANCED FUND - CLASS R-3		296,229	
*	Voya Retirement Insurance and Annuity Co	VOYA FIXED ACCOUNT		267,387	**
*	Voya Retirement Insurance and Annuity Co	VOYA LARGE CAP GROWTH PORTFOLIO - SERVICE CLASS		330,963	
*	Voya Retirement Insurance and Annuity Co	VOYA INTERMEDIATE BOND PORTFOIO - CLASS I		205,228	
	Voya Retirement Insurance and Annuity Co	VICTORY SYCAMORE ESTABLISHED VALUE FUND - CLASS R		28,370	
	Voya Retirement Insurance and Annuity Co	EAGLE SMALL CAP GROWTH FUND - CLASS R-3		122,765	
*	Participant Loans	Maturing through February 2025 at an interest rate of 4.75%		242,612	
	Total			$ 11,724,064	

** Valued at contract value.

See independent auditors' report.

Plan Name: BERNSTEIN LITOWITZ BERGER & GRSSMN LLP EES 401K PL
Plan ID: 877080

Summary of Investment Expenses and Indirect Compensation

The chart below summarizes the investment expenses for the funds available under your Voya Financial, Inc. (Voya) program and the revenue received by Voya from the funds in support of the recordkeeping and administrative services we provide in connection with your plan. Voya uses this revenue to maintain the investment, administrative and technological platforms and other supporting services used by your plan. Part of this revenue may also be used to compensate one or more of your plan's other service providers. Among those additional service providers are the plan's adviser and third party administrator (TPA). For informational purposes, we are providing the amounts paid to certain other providers in the summary below. Amounts shown are expressed as a percentage of program assets based on formulas in effect as of the date above, and are subject to change.

Note: The amounts shown below are not added to each other. Rather, the revenue Voya receives is paid directly or indirectly from the total investment expenses. The compensation paid by Voya is a Voya expense and is not separately charged to the plan.

Summary	
Average Annual Investment Expense of Managed Investment Options (1)	1.43%
Average Annual Managed Investment Option Revenue (2)	1.17%
Average Annual Total Investment Option Revenue (3)	1.15%
Annual compensation paid by Voya to adviser*	
- of assets	0.75%
Annual compensation paid by Voya to Third Party Administrator*	
- Partnership Program	0.05%

[1] **Average Annual Investment Expense of Managed Investment Options**: This is the weighted average of the Total Investment Expenses for the plan investment options, based on assets at the reporting date, excluding any funds for which the expenses are N/A and any self directed brokerage accounts.

[2] **Average Annual Managed Investment Option Revenue**: This is the weighted average revenue to Voya, based on assets at the reporting date, from the funds included in the Total Investment Expenses. (Paid to Voya from Total Investment Expenses)

[3] **Average Annual Total Investment Option Revenue:** This is the weighted average revenue to Voya from all plan investment options, based on assets at the reporting date, including any assets in the Voya Fixed or Guaranteed Accumulation Account.

* The annual compensation paid by Voya to your adviser and TPA reflects the compensation payable after the first year of the program and does not include compensation paid on transferred assets or any "first year" compensation. See your new business paperwork for information on first year compensation. Certain minimum criteria may apply before such payments are made. Renewal Contributions are contributions made after the first year of the contract. Increase Contributions are contributions that exceed the highest contributions in any prior year. Voya may also make payments to other plan service providers from the total revenue received by Voya.

Plan Name: BERNSTEIN LITOWITZ BERGER & GRSSMN LLP EES 401K PL
Plan ID: 877080

Investment Expenses and Indirect Compensation

The chart below shows the components of the investment expenses for the non-fixed interest funds available under your plan as well as the revenue paid to Voya Financial, Inc. (Voya) from the funds in support of the recordkeeping and administrative services we provide in connection with your plan. The revenue received by Voya from the fund is paid by the fund itself or a related party (e.g. the fund's investment manager) and is not an additional expense above the fund fees. Voya uses this revenue to maintain the investment, administrative and technological platforms and other supporting services used by your plan. Part of this revenue may also be used to compensate your advisor. Amounts shown below are based on charges in effect as of the date above and are subject to change.

Please refer to the Appendix for a description of the services provided in connection with the following fees paid by the Funds to Voya:

		Expenses Paid											Recordkeeping Revenue to Voya				
		Fund Expenses							Voya Contract Charges			Total					
Fund No	Fund Name	(A) Management Fees	(B) 12b-1 Fees	(C) Other Expenses	(D) Gross Fund Expense (A+B+C)	(E) Waivers and Adjustments	(F) Net Fund Expense (D+E)	Prospectus Date	(G) Daily Asset Charge	(H) Voya Admin Fee	(I) Total Daily Asset Charge (G+H)	(J) Total Investment Expense (F+I)	(K) Total Daily Asset Charge (From column I)	(L) Sub TA/Expense Reimbursement	(M) 12b-1 Fee	(N) Service Fee	(O) Total Revenue to Voya (K+L+M+N)
003	Voya Money Market Portfolio I	0.35%	0.00%	0.04%	0.39%	-0.05%	0.34%	05/01/2015	0.40%	0.65%	1.05%	1.39%	1.05%	0.17%	0.00%	0.00%	1.22%
004	Voya Intermediate Bond Port I	0.50%	0.00%	0.04%	0.54%	-0.05%	0.49%	05/01/2015	0.40%	0.45%	0.85%	1.34%	0.85%	0.17%	0.00%	0.00%	1.02%
073	Franklin Small Cap Value VIP Fd 2	0.60%	0.25%	0.03%	0.88%	0.00%	0.88%	05/01/2015	0.40%	0.30%	0.70%	1.58%	0.70%	0.20%	0.25%	0.00%	1.15%
1016	Voya Global Real Estate Fund A	0.81%	0.25%	0.20%	1.26%	0.00%	1.26%	02/27/2015	0.40%	0.00%	0.40%	1.66%	0.40%	0.40%	0.25%	0.00%	1.05%
1055	Victory Sycmr Established Value Fd R	0.46%	0.50%	0.24%	1.20%	0.00%	1.20%	03/01/2015	0.40%	0.00%	0.40%	1.60%	0.40%	0.25%	0.50%	0.00%	1.15%
1164	Voya Index Solution 2055 Port Adv	0.21%	0.50%	0.45%	1.16%	-0.15%	1.01%	05/01/2015	0.40%	0.00%	0.40%	1.41%	0.40%	0.30%	0.25%	0.25%	1.20%
1255	Voya Large Cap Growth Port Srv	0.64%	0.25%	0.03%	0.92%	0.00%	0.92%	05/01/2015	0.40%	0.20%	0.60%	1.52%	0.60%	0.30%	0.00%	0.25%	1.15%
1332	Pioneer Equity Income Fund Y	0.60%	0.00%	0.19%	0.79%	0.00%	0.79%	03/01/2015	0.40%	0.45%	0.85%	1.64%	0.85%	0.25%	0.00%	0.00%	1.10%
1538	Voya Index Solution 2025 Port Adv	0.23%	0.50%	0.43%	1.16%	-0.15%	1.01%	05/01/2015	0.40%	0.00%	0.40%	1.41%	0.40%	0.30%	0.25%	0.25%	1.20%
1541	Voya Index Solution 2035 Port Adv	0.22%	0.50%	0.42%	1.14%	-0.13%	1.01%	05/01/2015	0.40%	0.00%	0.40%	1.41%	0.40%	0.30%	0.25%	0.25%	1.20%
1544	Voya Index Solution 2045 Port Adv	0.21%	0.50%	0.42%	1.13%	-0.12%	1.01%	05/01/2015	0.40%	0.00%	0.40%	1.41%	0.40%	0.30%	0.25%	0.25%	1.20%
1547	Voya Index Solution Inc Port Adv	0.23%	0.50%	0.44%	1.17%	-0.16%	1.01%	05/01/2015	0.40%	0.00%	0.40%	1.41%	0.40%	0.30%	0.25%	0.25%	1.20%
1557	Voya Russell Lrg Cap Index Port I	0.35%	0.00%	0.03%	0.38%	-0.01%	0.37%	05/01/2015	0.40%	0.45%	0.85%	1.22%	0.85%	0.30%	0.00%	0.00%	1.15%
1563	Voya Russell Sm Cp Index Port I	0.43%	0.00%	0.03%	0.46%	-0.01%	0.45%	05/01/2015	0.40%	0.45%	0.85%	1.30%	0.85%	0.30%	0.00%	0.00%	1.15%
1583	Pioneer Strategic Income Fund Y	0.56%	0.00%	0.17%	0.73%	0.00%	0.73%	02/01/2015	0.40%	0.45%	0.85%	1.58%	0.85%	0.25%	0.00%	0.00%	1.10%
190	Oppenheimer Developing Markets Fnd A	0.77%	0.25%	0.29%	1.31%	-0.01%	1.30%	10/28/2015	0.40%	0.30%	0.70%	2.00%	0.70%	0.00%	0.25%	0.25%	1.20%
2253	Eagle Small Cap Growth Fund R3	0.52%	0.50%	0.40%	1.42%	0.00%	1.42%	03/01/2015	0.40%	-0.05%	0.35%	1.77%	0.35%	0.25%	0.50%	0.00%	1.10%
339	American Funds Nw Prspctv R3	0.38%	0.50%	0.22%	1.10%	0.00%	1.10%	08/29/2014	0.40%	0.00%	0.40%	1.50%	0.40%	0.15%	0.50%	0.00%	1.05%
341	American Funds Am Balancd R3	0.23%	0.50%	0.21%	0.94%	0.00%	0.94%	03/01/2015	0.40%	0.00%	0.40%	1.34%	0.40%	0.15%	0.50%	0.00%	1.05%
4000	Voya Fixed Account	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0.43%	0.43%
452	VY Invesco Eqty & Inc Port I	0.63%	0.00%	0.04%	0.67%	-0.02%	0.65%	05/01/2015	0.40%	0.35%	0.75%	1.40%	0.75%	0.36%	0.00%	0.00%	1.11%
457	CRM Mid Cap Value Fund Inv	0.70%	0.00%	0.36%	1.06%	0.00%	1.06%	10/28/2015	0.40%	0.30%	0.70%	1.76%	0.70%	0.40%	0.00%	0.00%	1.10%
482	American Funds Wash Mtual R3	0.24%	0.50%	0.20%	0.94%	0.00%	0.94%	07/01/2015	0.40%	0.00%	0.40%	1.34%	0.40%	0.15%	0.50%	0.00%	1.05%
487	American Funds Growth Fnd R3	0.27%	0.50%	0.21%	0.98%	0.00%	0.98%	11/01/2014	0.40%	0.00%	0.40%	1.38%	0.40%	0.15%	0.50%	0.00%	1.05%
496	American Funds EuroPacific R3	0.42%	0.50%	0.21%	1.13%	0.00%	1.13%	06/01/2015	0.40%	0.00%	0.40%	1.53%	0.40%	0.15%	0.50%	0.00%	1.05%
6490	Voya Index Solution 2030 Port Adv	0.22%	0.50%	65.35%	66.07%	-65.06%	1.01%	05/01/2015	0.40%	0.00%	0.40%	1.41%	0.40%	0.30%	0.25%	0.25%	1.20%

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		Expenses Paid											Recordkeeping Revenue to Voya				
		Fund Expenses							Voya Contract Charges			Total					
Fund No	Fund Name	(A) Management Fees	(B) 12b-1 Fees	(C) Other Expenses	(D) Gross Fund Expense (A+B+C)	(E) Waivers and Adjustments	(F) Net Fund Expense (D+E)	Prospectus Date	(G) Daily Asset Charge	(H) Voya Admin Fee	(I) Total Daily Asset Charge (G+H)	(J) Total Investment Expense (F+I)	(K) Total Daily Asset Charge (From column I)	(L) Sub TA/Expense Reimbursement	(M) 12b-1 Fee	(N) Service Fee	(O) Total Revenue to Voya (K+L+M+N)
6491	Voya Index Solution 2050 Port Adv	0.21%	0.50%	61.92%	62.63%	-61.62%	1.01%	05/01/2015	0.40%	0.00%	0.40%	1.41%	0.40%	0.30%	0.25%	0.25%	1.20%
778	VY FMR Diversified Md Cp Port Srv	0.63%	0.25%	0.01%	0.89%	0.00%	0.89%	05/01/2015	0.40%	0.20%	0.60%	1.49%	0.60%	0.28%	0.00%	0.25%	1.13%
787	Voya High Yield Portfolio Srv	0.49%	0.25%	0.01%	0.75%	-0.02%	0.73%	05/01/2015	0.40%	0.20%	0.60%	1.33%	0.60%	0.28%	0.00%	0.25%	1.13%
8064	PIMCO Real Return Fund R	0.60%	0.50%	0.02%	1.12%	-0.02%	1.10%	07/31/2015	0.40%	-0.05%	0.35%	1.45%	0.35%	0.25%	0.50%	0.00%	1.10%
829	Voya U.S. Stock Index Port Inst	0.26%	0.00%	0.01%	0.27%	0.00%	0.27%	05/01/2015	0.40%	0.40%	0.80%	1.07%	0.80%	0.30%	0.00%	0.00%	1.10%

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Fund Notes

Voya Money Market Portfolio - Class I: The adviser and distributor are contractually obligated to waive a portion of their advisory fees and distribution and/or shareholder servicing fees, as applicable, and to reimburse certain expenses of the Portfolio to the extent necessary to assist the Portfolio in maintaining a net yield of not less than zero through May 1, 2016. Including this waiver, Total Annual Portfolio Operating Expenses after Waivers and Reimbursements (for this Portfolio's most recent fiscal year) would have been 0.19%. There is no guarantee that the Portfolio will maintain such a yield. Any advisory fees waived or expenses reimbursed may be subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. In no event will the amount of the recoupment on any day exceed 20% of the yield (net of all expenses) of the Portfolio on that day. The adviser is contractually obligated to waive 0.045% of the management fee through January 1, 2017. Termination or modification of these obligations requires approval by the Portfolio's board.

Voya Intermediate Bond Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.55% through May 1, 2017. The limitation does not extend to interest, taxes, brokerage commissions, extraordinary expenses, and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. The adviser is contractually obligated to waive 0.045% of the management fee through January 1, 2017. Termination or modification of these obligations requires approval by the Portfolio's board.

Voya Global Real Estate Fund - Class A: The adviser is contractually obligated to limit expenses to 1.40% through March 1, 2016. The limitation does not extend to interest, taxes, brokerage commissions, extraordinary expenses, and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Fund's board.

Voya Index Solution 2055 Portfolio - Adviser Class: The adviser is contractually obligated to limit expenses to 1.01% through at least May 1, 2018. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination and such termination is approved by the Fund's board; or (ii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. The obligation does not extend to interest, taxes, brokerage commissions and extraordinary expenses.

Voya Index Solution 2025 Portfolio - Adviser Class: The adviser is contractually obligated to limit expenses to 1.01% through at least May 1, 2018. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination and such termination is approved by the Fund's board; or (ii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. The obligation does not extend to interest, taxes, brokerage commissions and extraordinary expenses.

Voya Index Solution 2035 Portfolio - Adviser Class: The adviser is contractually obligated to limit expenses to 1.01% through at least May 1, 2018. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination and such termination is approved by the Fund's board; or (ii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. The obligation does not extend to interest, taxes, brokerage commissions and extraordinary expenses.

Voya Index Solution 2045 Portfolio - Adviser Class: The adviser is contractually obligated to limit expenses to 1.01% through at least May 1, 2018. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination and such termination is approved by the Fund's board; or (ii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. The obligation does not extend to interest, taxes, brokerage commissions and extraordinary expenses.

Voya Index Solution Income Portfolio - Adviser Class: The adviser is contractually obligated to limit expenses to 1.01% through at least May 1, 2018. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination and such termination is approved by the Portfolio's board; or (ii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. The obligation does not extend to interest, taxes, brokerage commissions, and extraordinary expenses.

Voya Russell (TM) Large Cap Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.37% through May 1, 2015; the obligation does not extend to interest, taxes, brokerage commissions, extraordinary expenses, and Acquired Fund Fees and Expenses. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination and such termination is approved by the Portfolio's board; or (ii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement.

Voya Russell (TM) Small Cap Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.45% through May 1, 2015; the obligation does not extend to interest, taxes, brokerage commissions, extraordinary expenses, and Acquired Fund Fees and Expenses. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination and such termination is approved by the Portfolio's board; or (ii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within 36

months of the waiver or reimbursement.

Oppenheimer Developing Markets Fund - Class A: After discussions with the Fund's Board, the Manager has contractually agreed to waive fees and/or reimburse Fund expenses in an amount equal to the indirect management fees incurred through the Fund's investments in funds managed by the Manager or its affiliates. This fee waiver and/or expense reimbursement may not be amended or withdrawn for one year from the date of this prospectus, unless approved by the Board.

VY Invesco Equity and Income Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.65% through May 1, 2015. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination and such termination is approved by the Portfolio's board; or (ii) the management agreement has been terminated. The obligation does not extend to interest, taxes, brokerage commissions, extraordinary expenses, and Acquired Fund Fees and Expenses. This obligation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. In addition, the adviser is contractually obligated to waive (0.01)% of the management fee through May 1, 2016. The management fee waiver will renew if the adviser elects to renew it.

Voya High Yield Portfolio - Service Class: The adviser is contractually obligated to waive a portion of the management fee through May 1, 2016. The management fee waiver for the Portfolio is an estimated 0.01%. Termination or modification of this obligation requires approval by the Portfolio's board.

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Other Indirect Compensation

Float

Voya and its affiliated companies ("Voya") earn income in the form of bank service credits on contributions awaiting investment and on payments awaiting distribution from the bank accounts that Voya maintains (or "float"). The bank service credits are applied against the bank service fees that apply to the bank accounts that Voya maintains and may not be redeemed for cash. Specifically, the bank accounts have been established to receive and hold for a reasonable time:

- contributions or other amounts to be invested in your retirement plan, or
- amounts redeemed to pay a distribution or disbursement from your plan.

Your Voya service provider will receive income in the form of bank service credits (as described below) and offset such credits against bank service fees that are charged to Voya for the use of such bank accounts and for services provided by the banks for processing receipts or disbursements.

Float Generated by Contributions:

Your Voya service provider uses a bank account to receive and hold contributions or other Plan deposit amounts to be invested. Contributions or other deposit amounts are held until Authorized Instructions are received in good order. Income in the form of bank service credits are earned on the bank account during any waiting period for Authorized Instructions. For Authorized Instructions received in good order by the close of the New York Stock Exchange (normally 4:00 p.m. Eastern Time), contributions or other deposit amounts will be invested on that business day. For Authorized Instructions received in good order after the close of the New York Stock Exchange, contributions or other deposit amounts will be processed on the next business day.

Float Generated by Distributions:

Your Voya service provider and/or one or more of its corporate affiliates receives income in the form of bank service credits in connection with distributions or disbursements that Voya pays on the plan's behalf. The service credits accrue during the period beginning when an amount is redeemed from the Plan's investment to fund a distribution or disbursement check and ending when the check is presented for payment.

Additionally, from time to time, the corporate affiliate of your Voya service provider may receive money market like rates of return on other deposit or short term investment products in which distributions may be held until such time as the check is presented for payment.

Transaction Processing Errors

Voya processes your Plan's investment instructions on an "omnibus" or aggregated basis. If Voya's correction of a Voya processing error results in a loss to your Plan or its Participants, Voya will absorb the loss. If any gain results in connection with the correction of a Voya processing error, Voya will net any such gain against other losses absorbed by Voya and retain any resulting net gain as a component of its compensation for transaction processing services, including its agreement to make Plan and Participant accounts whole for losses resulting from Voya processing errors. For more information on our error correction policy, please refer to Voya Retirement Insurance and Annuity Company's Policy for Correction of Processing Errors ("VRIAC Policy"). The VRIAC policy is posted in the Sponsor Disclosure section of the Sponsor Web.

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Revenue Sharing

In addition, to the extent former or current Affiliates of Voya perform services for the Plan, such Affiliate may share any revenue received with Voya or may credit Voya for such revenue against amounts due from Voya to such Affiliate. Such revenue sharing may include, but it is not limited to, revenue sharing in connection with investment management, brokerage or trustee/custodial services.

Conference Support

Some fund families provide financial support to Voya companies in connection with training and education events attended by Voya employees and representatives. This financial support may include expenses associated with meals. For calendar year 2015 such amount was approximately $1.14 per plan. This estimate was determined by dividing the total amount received from all fund families by the number of plans for which Voya provides investment services.

Appendix: Definitions for Indirect Fees

- **Fund No:** The fund number assigned by Voya
- **Fund Name:** The name of the Fund

Please note that some of the funds available under your plan may include Voya proprietary funds. Proprietary funds are funds which are owned by Voya companies. The mutual funds listed for your plan which start with Voya's name are Voya proprietary funds.

FUND EXPENSES

- **Management Fees**: Fees paid to the Fund for investment advisory activities related to the selection and management of fund investments. These fees may include fees paid to the trustee of a collective investment trust.
- **12b-1 Fees**: Fees paid to the Fund for distribution services provided on behalf of a fund. If the fund imposes 12b-1 fees, such payments are made out of fund assets.
- **Other Expenses**: Fees paid to the Fund for other expenses associated with maintenance of a fund, such as: accounting, audit, recordkeeping, prospectus delivery, proxy support, periodic fund reports printing and/or mailing, etc.
- **Gross Fund Expense:** The sum of the management fees, 12b-1 fees and other expenses paid by the Fund.
- **Waivers and Adjustments**: An adjustment to a portion of the mutual fund fees as stated in the fund's most current prospectus. For certain funds, the investment adviser or other service provider to the fund may waive a portion of its fees or reimburse certain fund expenses, which will reduce the expense ratio of the fund for the period of the waiver or adjustment. These waivers and adjustments may not necessarily continue in the future. Please refer to the footnotes at the end of this report for further information regarding any Waivers and Adjustments shown.
- **Net Fund Expense**: The Gross Fund Expense reduced by any waiver or adjustment in effect.
- **Prospectus Date**: The date of the fund prospectus from which the fund fees have been provided.

VOYA CONTRACT CHARGES

- **Daily Asset Charge**: A Voya contract charge assessed against the variable funds for marketing and sales expenses as well as the costs of various services (e.g., call centers, websites, daily valuation systems, regulatory information, transaction processing, communication, education and enrollment support) in support of your program. This charge may be comprised of a base contract charge as well as additional charges for optional services selected by the plan.

- **Voya Admin Fee**: An adjustment (positive or negative) to the Daily Asset Charge. This fee paid to Voya varies based on the fund revenue sharing agreement between Voya and the respective fund families.

- **Total Daily Asset Charge**: The sum of the Daily Asset Charge and Voya Admin Fee.

- **Total Investment Expense**: The Net Fund Expense plus the Daily Asset Charge.

REVENUE TO VOYA:

- **Total Daily Asset Charge**: The sum of the Daily Asset Charge and Voya Admin Fee.

- **Sub Transfer Agent (Sub TA) Expense Reimbursement**: The amount paid to Voya Retirement Insurance and Annuity Company ("VRIAC") or its affiliates by the Fund Family or Fund Transfer Agent for plan and participant level recordkeeping services.

- **12b-1 Fees:** The amount paid to VRIAC or its affiliates by the fund family from the fund's 12b-1 fees for distribution services.

- **Service Fee:** The amount paid to VRIAC or its affiliates by the Fund Family or Fund Transfer Agent for other services provided in connection with the investment option. If your plan uses the Voya Fixed Account or Voya Guaranteed Accumulation Account (GAA), the amount shown in the "Service Fee" column represents our reasonable and good faith estimate of the cost of the recordkeeping and other administrative services being offset through a reduction in the rates of interest that would otherwise be credited. In developing our estimate, we applied guidance issued by the Department of Labor in connection with Form 5500 Schedule C reporting. Under that guidance, if the rate of return on a fixed rate investment contract is net of the expense of recordkeeping and similar administrative services, then the amount so "netted" should be reported as a fee charged against the Plan's investment in order to avoid the inference that the Plan services were being provided free of charge. Estimates of those amounts are permitted so long as the estimate is reasonable, and the methodology and assumptions used to prepare the estimate are disclosed.

  The rate credited to your Plan's Fixed Account and/or GAA ("fixed accounts") balance is a "net" rate that reflects the costs of the recordkeeping and other administrative services we provide. We have estimated the amount of that rate reduction and reported it in the "Service Fee" column of our indirect compensation report in order to inform your understanding of the costs of our recordkeeping and administrative services. Set forth below is a description of the method we used in developing our estimate:

  First, we determined the ratio of (1) our estimated internal costs for providing plan recordkeeping, trusteeship and similar services to all of our Plan customers as of the prior calendar year end, to (2) our average total assets during the same calendar year. We applied that ratio to your Plan's fixed account(s) to arrive at an estimate of the dollar amount of reportable compensation attributable to netting the costs of providing such services against the Fixed Account/GAA rate.

- **Total Revenue to Voya:** The sum of the Total Daily Asset Charge plus amounts received by Voya from the Fund or fund custodian for Sub TA Expense Reimbursement, 12b-1 Fees and other services.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► Bernstein Litowitz Berger & Grossmann LLP Employees 401(k) Plan

Employer Identification Number:► 13-3165559

For plan year (beginning/ending):► 01/01/2015 / 12/31/2015 Plan number:► 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Voya Retirement Insurance and Annuity Co	Voya Index Solution Income Portfolio		1041248.78
	Voya Retirement Insurance and Annuity Co	PIMCO Real Return		3540.24
*	Voya Retirement Insurance and Annuity Co	Voya PIMCO High Yield Portfolio		20776.01
	Voya Retirement Insurance and Annuity Co	Victory Eab VIF - R		28370.35
*	Voya Retirement Insurance and Annuity Co	Voya Van Kampen Equity and Income Portfolio		35220.3
*	Voya Retirement Insurance and Annuity Co	Voya U.S. Stock Index Portfolio		88696.25
*	Voya Retirement Insurance and Annuity Co	Voya Index Solution 2055 Portfolio		86756.71
	Voya Retirement Insurance and Annuity Co	Franklin Small Cap Value Securities Fund		97427.27
	Voya Retirement Insurance and Annuity Co	Eagle Small Cap Growth Fund		122764.73
	Voya Retirement Insurance and Annuity Co	Pioneer Equity Income Fund		119652.57
*	Voya Retirement Insurance and Annuity Co	Voya Money Market Portfolio		114010.58
	Voya Retirement Insurance and Annuity Co	CRM Mid Cap Value Fund		123755.32
*	Voya Retirement Insurance and Annuity Co	Voya FMR SM Diversified Mid Cap Portfolio		108935.03
	Voya Retirement Insurance and Annuity Co	Pioneer Strategic Income Fund		144828.47
*	Voya Retirement Insurance and Annuity Co	Voya Global Real Estate Fund		138011.08
	Voya Retirement Insurance and Annuity Co	American Funds New Perspective Fund		163746.66
	Voya Retirement Insurance and Annuity Co	EuroPacific Growth Fund		213354.9
*	Voya Retirement Insurance and Annuity Co	Voya Index Solution 2030 Portfolio		1939.42
*	Voya Retirement Insurance and Annuity Co	Voya Index Solution 2050 Portfolio		19487.73
	Voya Retirement Insurance and Annuity Co	Washington Mutual Investors Fund		156250.46
*	Voya Retirement Insurance and Annuity Co	Voya PIMCO Total Return Portfolio		0
*	Voya Retirement Insurance and Annuity Co	Voya Fixed Account		267386.71
*	Voya Retirement Insurance and Annuity Co	Voya Intermediate Bond Portfolio		205228.35
	Voya Retirement Insurance and Annuity Co	American Balanced Fund		296229.11
	Voya Retirement Insurance and Annuity Co	Oppenheimer Developing Markets Fund		235092.09
	Voya Retirement Insurance and Annuity Co	The Growth Fund of America		409939.44
*	Voya Retirement Insurance and Annuity Co	Voya Large Cap Growth Portfolio		330963.27
*	Voya Retirement Insurance and Annuity Co	Voya Russell Small Cap Index Portfolio		329890.98
*	Voya Retirement Insurance and Annuity Co	Voya Russell Large Cap Index Portfolio		580431.77
*	Voya Retirement Insurance and Annuity Co	Voya Index Solution 2015 Portfolio		0
*	Voya Retirement Insurance and Annuity Co	Voya Index Solution 2035 Portfolio		1752653.18
*	Voya Retirement Insurance and Annuity Co	Voya Index Solution 2025 Portfolio		1995102.97
*	Voya Retirement Insurance and Annuity Co	Voya Index Solution 2045 Portfolio		2249761.46
	Participant Loans	Interest Rates Range from 4.75% - 8.25%		242611.86