# 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
WILLIAM H. SADLIER, INC. 401(K) PROFIT SHARING PLN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/1986

**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)
WILLIAM H. SADLIER, INC.

9 PINE STREET
7TH FLOOR
NEW YORK, NY 10005

**2b** Employer Identification Number (EIN)
13-5363840

**2c** Plan Sponsor's telephone number
212-312-6123

**2d** Business code (see instructions)
511130

**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. | 10/11/2016 | RAYMOND FAGAN |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number

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

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 238 |
| **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)** | 191 |
| **a(2)** | Total number of active participants at the end of the plan year | **6a(2)** | 194 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 54 |
| **d** | Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 248 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 248 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 214 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 10 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

**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
WILLIAM H. SADLIER, INC. 401(K) PROFIT SHARING PLN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM H. SADLIER, INC.

**D** Employer Identification Number (EIN)
13-5363840

**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 | ZH9861 | 248 | 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 |
|---|---|
| 57022 | 0 |

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

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

MARSH AND MCLENNAN AGENCY LLC
PARK 80 WEST PLAZA TWO
250 PEHLE AVE STE 400
SADDLE BROOK, NJ 07663

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 57022 | | | 3 |

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

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

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

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

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

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

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

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

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

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

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

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

## Part II Investment and Annuity Contract Information

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

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 2857960 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 18489255 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 0 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 212257 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 44300 | | |
| | (4) Transferred from separate account | 7c(4) | 105912 | | |
| | (5) Other (specify below) | 7c(5) | 2590082 | | |
| | ▶ TRANSFER OF ASSETS EE LOAN REPYMTS | | | | |
| | (6) Total additions | | | 7c(6) | 2952551 |
| d | Total of balance and additions (add lines **7b** and **7c(6)**). | | | 7d | 2952551 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 52657 | | |
| | (2) Administration charge made by carrier | 7e(2) | 367 | | |
| | (3) Transferred to separate account | 7e(3) | | | |
| | (4) Other (specify below) | 7e(4) | 41567 | | |
| | ▶ NEW LOANS ISSUED | | | | |
| | (5) Total deductions | | | 7e(5) | 94591 |
| f | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 2857960 |

## Part III Welfare Benefit Contract Information

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

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

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

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

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

**m** ☐ Other (specify) ▶

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

Specify nature of costs ▶

## Part IV Provision of Information

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

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

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

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

**A** Name of plan
WILLIAM H. SADLIER, INC. 401(K) PROFIT SHARING PLN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM H. SADLIER, INC.

**D** Employer Identification Number (EIN)
13-5363840

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

VOYA RETIREMENT INSURANCE AND ANNUI

71-0294708

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

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

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

VOYA RETIREMENT INSURANCE AND ANNUI

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? |
|---|---|---|---|---|---|---|
| 26 64 | SERVICE PROVIDER | 3046 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | 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? |
|---|---|---|---|---|---|---|
| 26 27 | SERVICE PROVIDER | 4 | Yes [X] No [ ] | Yes [ ] No [X] | 5747 | Yes [ ] No [X] |

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

MCGLADREY LLP

42-0714325

| (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? |
|---|---|---|---|---|---|---|
| 99 | SERVICE PROVIDER | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 5000 | Yes [ ] No [X] |

**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 |
|---|---|---|
| MCGLADREY LLP | 99 | 5000 |

| **(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. |
|---|---|
| VOYA RETIREMENT INSURANCE AND ANNUI<br><br>71-0294708 | OTHER FEES |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MORNINGSTAR | 27 | 5747 |

| **(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. |
|---|---|
| VOYA RETIREMENT INSURANCE AND ANNUI<br><br>71-0294708 | INVESTMENT ADVISORY (PLAN) |

| **(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
WILLIAM H. SADLIER, INC. 401(K) PROFIT SHARING PLN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
WILLIAM H. SADLIER, INC.

**D** Employer Identification Number (EIN)
13-5363840

**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: VARIABLE ANNUITY 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 | 18489255 |

**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
WILLIAM H. SADLIER, INC. 401(K) PROFIT SHARING PLN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM H. SADLIER, INC.

**D** Employer Identification Number (EIN)
13-5363840

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 593916 | 510967 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 21260431 | 18489255 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 0 | 2857960 |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | | |
| **(2)** Employer real property | 1d(2) | | |
| **e** Buildings and other property used in plan operation | 1e | | |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 21854347 | 21858182 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 21854347 | 21858182 |

## 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) | 394045 | |
| **(B)** Participants | 2a(1)(B) | 1244955 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 44595 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1683595 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| **(E)** Participant loans | 2b(1)(E) | 25726 | |
| **(F)** Other | 2b(1)(F) | 44300 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 70026 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | -10238 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | 957 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1744340 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1732197 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 1732197 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 5258 |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 3050 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 3050 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1740505 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 3835 |
| 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: RSM US LLP **(2)** EIN: 42-0714325

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

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

## Part IV Compliance Questions

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

During the plan year:

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

| | | | Yes | No | N/A | Amount |
|---|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | | 500000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | X | | | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | X | | | |
| 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
WILLIAM H. SADLIER, INC. 401(K) PROFIT SHARING PLN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM H. SADLIER, INC.

**D** Employer Identification Number (EIN)
13-5363840

## 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**

**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: _____% 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 |

# William H. Sadlier, Inc.
# 401(k) Profit Sharing Plan

Financial Report
December 31, 2015

**Contents**


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RSM US LLP

# Independent Auditor's Report

To the Administrative Committee
William H. Sadlier, Inc. 401(k) Profit Sharing Plan
New York, New York

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the William H. Sadlier, Inc. 401(k) Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

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

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

## Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified or provided by Voya Institutional Trust Company, the current trustee and custodian of the Plan and State Street Bank and Trust Company, the former custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodians held the Plan's assets and executed transactions. The Plan Administrator has obtained a certification from the current custodian as of and for the year ended December 31, 2015, and from the former custodian as of December 31, 2014, that the information provided to the Plan Administrator by the custodians 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.



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**Other Matter**
The supplemental schedule, schedule H, part IV, line 4(i) - schedule of assets (held at end of year) as of December 31, 2015, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. This supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

**Emphasis of Matter**
As discussed in Note 2 to the financial statements, in 2015, the Plan adopted new accounting guidance related to disclosures for investments that calculate net asset value per share or its equivalent. Additionally, the Plan adopted new accounting guidance related to the presentation of fair value of certain investments and disclosures of certain investments. Prior year disclosures have been revised to reflect the retrospective application of adopting this change in accounting. Our disclaimer of opinion is not modified with respect to these matters.

**Report on Form and Content in Compliance with DOL Rules and Regulations**
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the current and former custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



New York, New York
October 7, 2016

**William H. Sadlier, Inc. 401(k) Profit Sharing Plan**

**Statements of Net Assets Available for Benefits**
**December 31, 2015 and 2014**

| | **2015** | 2014 |
|---|---|---|
| **Assets** | | |
| Investments, at fair value | **$ 18,489,255** | $ 21,260,431 |
| Fixed income account, at contract value | **2,857,960** | - |
| **Total investments** | **21,347,215** | 21,260,431 |
| Receivables: | | |
| Notes receivable from participants | **510,967** | 593,916 |
| **Net assets available for benefits** | **$ 21,858,182** | $ 21,854,347 |

See notes to financial statements.

**William H. Sadlier, Inc. 401(k) Profit Sharing Plan**

**Statement of Changes in Net Assets Available for Benefits**
**Year Ended December 31, 2015**

| | |
|---|---|
| Additions: | |
| Additions to net assets attributed to: | |
| Investment income: | |
| Dividends and interest | $ 44,300 |
| Net depreciation in fair value of investments | (10,238) |
| **Total investment income** | 34,062 |
| Interest income on notes receivable from participants | 25,726 |
| Other income | 957 |
| Contributions: | |
| Employer | 394,045 |
| Participants, including rollovers | 1,289,550 |
| **Total contributions** | 1,683,595 |
| **Total additions** | 1,744,340 |
| Deductions: | |
| Deductions from net assets attributed to: | |
| Payments to beneficiaries | 1,737,455 |
| Administrative expenses | 3,050 |
| **Total deductions** | 1,740,505 |
| **Net increase in net assets available for benefits** | 3,835 |
| Net assets available for benefits: | |
| Beginning | 21,854,347 |
| Ending | $ 21,858,182 |

See notes to financial statements.

## Note 1. Plan Description

The following description of the William H. Sadlier, Inc. 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement, as amended, for a more complete description of the Plan's provisions.

**General:** The Plan, which commenced in 1986 and was amended in October 2009, is a defined contribution plan covering all eligible employees of William H. Sadlier, Inc. (the Company and Plan Sponsor), and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). On January 1, 2015, the Plan transferred custody of all its assets to Voya Institutional Trust Company (Voya), who became the custodian and record keeper of the Plan on that date, and also serves as trustee for the Plan. Concurrent with the transfer, the Plan adopted the Voya Retirement Insurance and Annuity Company Non-Standardized 401(k) Profit Sharing Plan, which has received an opinion letter from the Internal Revenue Service as to prototype plan’s qualified status.

**Eligibility:** The Plan covers all salaried employees who become eligible after the subsequent calendar quarter, who have attained the age of 21 and who have completed three months of service. Any employee who was not eligible to participate in the Plan on its effective date will become eligible on the first day of the quarter nearest the time when such employee meets these requirements.

**Contributions:** The Plan, as amended, allows participants to contribute up to 70% of compensation on a pretax basis as limited by statutory regulations under the Internal Revenue Code of 1986 (the Code), as amended. Participants who reach age 50 during the Plan year are allowed to make catch-up contributions subject to annual limitations. In 2015, the maximum catch-up contributions allowable under the Code amounted to $6,000. The annual pretax contribution limitation for each participant, adjusted each year for cost-of-living adjustments prescribed under Section 415(d) of the Code, was $18,000 in 2015.

The Plan Sponsor, as presently authorized by its board of directors, makes discretionary elective contributions on behalf of participants in amounts equal to 50% of the participants' contributions, subject to a maximum of 6% of each participant's compensation. These matching contributions are subject to the vesting schedule described below. Compensation includes all wages subject to tax under Section 3101(a) of the Code, without regard to the dollar limitation of Section 3121(1), but not including deferred compensation other than contributions through a salary reduction agreement to a cash or deferred plan under Section 401(k).

All eligible employees are automatically enrolled in the Plan at a contribution rate of 3% of compensation, unless specifically opting out of the Plan.

Each Plan year, the Plan Sponsor may also make an additional profit sharing contribution, as declared by the Plan Sponsor's board of directors. This amount is allocated to each participant on the basis of actual compensation paid during the period. These amounts are recorded in the Plan Sponsor contribution accounts and are subject to the vesting schedule described below. In 2015 and 2014, the Plan Sponsor's board of directors did not declare an additional profit sharing contribution.

A participant may make a rollover contribution to the Plan of amounts which he or she has received from another qualified plan.

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

### Note 1. Plan Description (Continued)

**Vesting:** Participants are vested immediately in their contributions plus actual earnings thereon. Upon termination of employment, the vesting in the Plan Sponsor's contribution is as follows: after two years of service, 20% vested; after three years of service, 40% vested; after four years of service, 60% vested; after five years of service, 80% vested; and after six years of service, 100% vested. If a participant leaves the Company prior to such time, the portion of the accrued benefit which has not vested is forfeited.

Upon termination of the Plan, the benefits of each participant shall become fully vested and nonforfeitable to the extent of the fund.

**Payment of benefits:** Upon a participant reaching retirement, or upon permanent disability, the initial amount to which the participant is entitled shall be paid as soon as practical. If a participant continues employment beyond the normal retirement age of 65, payment may be deferred until he or she terminates employment.

Unless an optional form of benefit is selected pursuant to a qualified election within the 90-day period ending on the day benefit payments would commence, a participant will be paid in the form of a lump-sum payment. If the participant is unmarried, benefits shall be paid in either a lump sum or in the form of monthly or annual installments over a period not to exceed the life or life expectancy of the participant or in the form of a combination of the above-mentioned options.

Upon a participant's death, all benefits payable shall be paid to a designated beneficiary in a lump-sum payment. If the beneficiary is the participant's surviving spouse, distributions shall begin no later than the date on which the participant would have attained age 70½.

Upon termination of service before retirement, disability or the participant's death, the Plan Administrator shall either distribute the vested portion of such participant's employer contribution account plus his or her participant account or defer distribution until the participant reaches normal retirement age. Nonvested amounts that are forfeited are applied to reduce the amount of future Plan Sponsor contributions to the Plan.

**Withdrawals:** The Plan provides for hardship withdrawals where participants shall be permitted to withdraw a portion of their participant accounts. The amount of the withdrawals may not exceed the amount required to meet the immediate financial need created by such hardship, and participants must demonstrate that such amount is not reasonably available from other financial sources available to them.

**Forfeitures:** Forfeited balances of terminated participants' nonvested accounts are used to reduce future employer contributions or offset plan expenses. Employer contributions and plan expenses were reduced by $0 and $10,705 from forfeited nonvested accounts during 2015 and 2014, respectively. The Plan had approximately $10,500 and $8,000 in the forfeited nonvested accounts as of December 31, 2015 and 2014, respectively.

**Notes receivable from participants:** The Plan allows participants to borrow from the Plan provided that such a loan, when added to the outstanding balance of all loans to the participant, would not exceed the lesser of $50,000 or 50% of the value of the participant's total vested account balance under the Plan. Each participant shall be permitted to apply for no more than one loan per Plan year, with a maximum of three outstanding loans. Loans may be made only from the employee account. No loan shall be made in an amount less than $500. All terms of the loans are defined in the Plan. The loans bear interest equal to the prevailing commercial interest rate and are repayable up to a five-year period.

**Investment options:** Upon enrollment in the Plan, a participant may direct employee contributions in 1% increments into various investment options offered by the Plan. The Plan currently offers 33 pooled separate accounts and a fixed income account as investment options for participants.

### Note 1. Plan Description (Continued)

**Administrative expenses:** Custodial fees and expenses incurred are charged directly to participant accounts. All other administrative costs are paid by the Plan Sponsor.

### Note 2. Summary of Significant Accounting Policies

The Plan's significant accounting policies are as follows:

**Basis of accounting:** The Plan's financial statements have been prepared on the accrual basis of accounting.

**Valuation of investments and income recognition:** The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for a discussion of fair value measurements.

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

**Use of estimates:** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

**Notes receivable from participants:** Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are recorded as distributions based upon the terms of the Plan Document.

**Payment of benefits:** Benefits are recorded when paid to the Plan’s participants.

**Recent accounting pronouncements:** In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).* ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under ASC 820. ASU 2015-07 is effective for the Plan retrospectively for the year ending December 31, 2016 with early adoption permitted. The Plan adopted this update for the 2015 plan year, and it was retrospectively applied to all prior years presented. The impact of adopting this update is reflected in Note 3.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosures, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force)*. The purpose of this Update is to simplify plan accounting.

- The amendments in Part I of this Update designate contract value as the only required measure for direct investments in fully benefit-responsive investment contracts. Fully benefit-responsive investment contracts will be presented at contract value, accordingly there will no longer be an adjustment from fair value to contract value on the face of the financial statements.

### Note 2. Summary of Significant Accounting Policies (Continued)

- The amendments in Part II of this Update will eliminate the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will still be required to be presented in the aggregate. In addition, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is in a fund that files a U.S. Department of Labor Form 5500, Annual Return/Report of Employee Benefit Plan, as a direct filing entity, disclosure of that investment's strategy will no longer be required.

- The amendments in Part III of this Update reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

The Update may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this Update are effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all periods presented; the amendments in Part III shall be applied prospectively. The Plan adopted amendments in Part II and Part III of this Update for the 2015 Plan year, and the amendments in Part II were retrospectively applied to December 31, 2014. Prior year disclosures in Notes 3 and 4 have been revised to reflect the retrospective application. The impact of adopting these amendments is reflected in the financial statements.

**Subsequent events:** The Plan's management has evaluated subsequent events through October 7, 2016, the date the financial statements were available to be issued.

### Note 3. Fair Value Measurements

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

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

**Level 2:** Inputs to the valuation methodology are based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

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

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

### Note 3. Fair Value Measurements (Continued)

FASB ASC 820 also provided that fair value may be measured at the net asset value (NAV) provided by the issuers for certain entities that calculate net asset value per share. Such investments recorded at NAV are classified within this hierarchy.

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

**Money market fund:** The carrying amount approximates fair value because the instrument is liquid in nature.

**Mutual funds (registered investment companies):** Valued at the NAV of shares held by the Plan at year-end.

**Pooled separate accounts:** Valued at fair value using the NAV based on audited financial statements and the value of their underlying investments (mutual funds), which are valued based on quoted market prices. The NAV of each pooled separate account is posted daily on the Voya website, which is not an active market.

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

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

| | | Assets at Fair Value as of December 31, 2015 | | |
|---|---|---|---|---|
| Description | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Pooled separate accounts (a) | $ 18,489,255 | $ - | $ - | $ - |
| Total investments, at fair value | $ 18,489,255 | $ - | $ - | $ - |

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

### Note 3. Fair Value Measurements (Continued)

| | | Assets at Fair Value as of December 31, 2014 | | |
|---|---|---|---|---|
| Description | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Money market fund | $ 2,529,992 | $ 2,529,992 | $ - | $ - |
| Mutual funds | 18,730,439 | 18,730,439 | - | - |
| Total investments, at fair value | $ 21,260,431 | $ 21,260,431 | $ - | $ - |

The following table sets forth an additional disclosure of the Plan's investments where fair value is estimated using NAV per share (or its equivalent) as of December 31, 2015.

| | Fair Value Estimated Using NAV Per Share | | | |
|---|---|---|---|---|
| Investment | Fair Value | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
| Pooled separate accounts | $ 18,489,255 | $ - | Daily | None |

### Note 4. Investments Certified by the Custodian

The following is a summary of the Plan's asset information as of December 31, 2015 and 2014, and for the year ended December 31, 2015, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodians that information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets at December 31:

| | 2015 | 2014 |
|---|---|---|
| Investments, at fair value | $ 18,489,255 | $ 21,260,431 |
| Fixed income account, at contract value | 2,857,960 | - |
| Notes receivable from participants | 510,967 | 593,916 |

Voya Institutional Trust Company has also certified to the completeness and accuracy of $10,238 of net depreciation in fair value of investments, and $70,026 (including $44,300 and $25,726 from the fixed income account and notes receivable from participants, respectively) of dividends and interest income for the year ended December 31, 2015.

## Note 5. Fixed Income Account

The Plan invests in a benefit responsive investment contract, Voya Fixed Income Account, with Voya. The investment is intended to be a long-term investment for participants seeking stability of principal. The contributions to this contract are maintained in a general account which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The contract is included in the financial statements at contract value, as reported to the Plan by Voya.

Contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the group annuity contract since the contract was determined to be fully benefit responsive. Given this, the contract will be reported at contract value. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The crediting interest rate is based on a formula agreed upon with the issuer but may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan terminations or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

A guaranteed interest rate is an effective annual rate of interest credited at its equivalent daily rate to amounts in the guaranteed investment contract as of the close of business daily. The establishment of the guaranteed interest rate requires estimation of the future earnings rates, the rate at which existing investments mature, and future cash flow. The minimum guaranteed interest rate at December 31, 2015 was 1%. During the year Voya may credit interest rate at a rate greater than the floor rate.

The minimum guaranteed interest rate, the floor interest rate and the current credited interest rate are expressed as an annual effective yield. The current credited interest rate is based on plan-specific characteristics, plan-specific elections and other factors. If those change, corresponding adjustments to the current and floor interest rates may be made, as defined in the contract.

There are no reserves against contract value for credit risk of the contract issuer or otherwise.

The contract does not permit Voya to terminate the agreement prior to the scheduled maturity date.

### Note 6. Related Party Transactions

Certain Plan investments are shares of pooled separate accounts and a fixed income account managed by Voya Institutional Trust Company. Voya Institutional Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management and plan audit services amounted to approximately $14,000 for the year ended December 31, 2015.

### Note 7. Tax Status

The Plan adopted a non-standardized form of a prototype plan sponsored by Voya Institutional Trust Company. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by the Plan. The Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable provisions of the Code.

The Plan Sponsor's management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustments to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements as of December 31, 2015 and 2014, and for the year ended December 31, 2015. Generally, the Plan is no longer subject to income tax examinations by U.S. federal, state or local tax authorities for the years before 2012.

### Note 8. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan by action of its board of directors, subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their employer contributions.

### Note 9. Risks and Uncertainties

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

**William H. Sadlier, Inc. 401(k) Profit Sharing Plan**

**Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)**
**December 31, 2015**

| | Identity of Issuer, Borrower, or Similar Party | Number of shares | | Current Value |
|---|---|---|---|---|
| | ClearBridge Aggressive Growth Fund - Class I | 76,508 | $ | 890,440 |
| | ClearBridge Small Cap Growth Fund - Class A | 15,717 | | 308,597 |
| | Columbia Mid Cap Value Fund - Class A Shares | 5,257 | | 95,332 |
| | Franklin Small Cap Value VIP Fund - Class 2 | 30 | | 647 |
| | MFS Aggressive Growth Allocation Fund - Class R3 | 1 | | 6 |
| | MFS Conservative Allocation Fund - Class R3 | 68,492 | | 860,895 |
| | MFS Growth Allocation Fund - Class R3 | 110,348 | | 1,533,430 |
| | MFS Moderate Allocation Fund - Class R3 | 157,988 | | 2,097,120 |
| | Oppenheimer International Growth Fund - Class Y | 34,051 | | 504,530 |
| | Parametric Emerging Markets Fund - Investor Class | 3,935 | | 31,311 |
| | Pioneer Strategic Income Fund - Class Y Shares | 16,499 | | 263,526 |
| | T. Rowe Price Retirement 2005 Fund - Advisor Class | 1 | | 6 |
| | T. Rowe Price Retirement 2010 Fund - Advisor Class | 1 | | 11 |
| | T. Rowe Price Retirement 2015 Fund - Advisor Class | 89 | | 1,338 |
| | T. Rowe Price Retirement 2020 Fund - Advisor Class | 37,666 | | 585,378 |
| | T. Rowe Price Retirement 2025 Fund - Advisor Class | 2,156 | | 34,131 |
| | T. Rowe Price Retirement 2035 Fund - Advisor Class | 437 | | 7,103 |
| | T. Rowe Price Retirement 2040 Fund - Advisor Class | 500 | | 8,226 |
| | T. Rowe Price Retirement 2050 Fund - Advisor Class | 1,795 | | 29,492 |
| | T. Rowe Price Retirement 2055 Fund - Advisor Class | 1 | | 6 |
| | T. Rowe Price Retirement 2060 Fund - Advisor Class | 3,157 | | 31,634 |
| * | Voya Corporate Leaders 100 Fund - Class I | 215,596 | | 3,403,684 |
| * | Voya Fixed Account | - | | 2,857,960 |
| * | Voya Money Market Fund - Class A | 682 | | 7,009 |
| * | Voya Intermediate Bond Fund - Class A | 57,095 | | 938,496 |
| * | Voya Russell (TM) Mid Cap Index Portfolio - Class I | 35,497 | | 707,158 |
| * | Voya Russell (TM) Small Cap Index Portfolio - Class I | 715 | | 13,881 |
| * | Voya U.S. Stock Index Portfolio - Institutional Class | 25,661 | | 570,709 |
| * | VY Clarion Global Real Estate Portfolio - Institutional Class | 4,830 | | 70,690 |
| * | VY FMR Diversified Mid Cap Portfolio - Service Class | 25,465 | | 535,886 |
| * | VY Oppenheimer Global Portfolio - Service Class | 229,652 | | 4,327,578 |
| * | VY T. Rowe Price Capital Appreciation Portfolio - Service Class | 4,612 | | 113,851 |
| * | VY T. Rowe Price Equity Income Portfolio - Service Class | 27,049 | | 517,154 |
| | **Total investments, at current value[(1)]** | | | 21,347,215 |
| | Notes receivable from participants (interest rates range from 4.25% to 6.50%) | | | 510,967 |
| | | | $ | 21,858,182 |

(1) Participant-directed funds; therefore, cost information is not included

* Indicates party-in-interest to the Plan

The above information has been certified by Voya Institutional Trust Company, the custodian, as complete and accurate.

**Attachment to 2015 Form 5500**
**Schedule H, line 4i - Schedule of Assets**
**(Held at End of Year)**

**William H. Sadlier, Inc. 401(k) Profit Sharing Plan**
**EIN# 13-5363840**
**Plan# 002**
**As Of December 31, 2015**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date | (d)Cost | (e) Current Value |
|---|---|---|---|---|
| | ClrBrg Aggr Grw Fd I | Registered Investment Company | | $890,441 |
| | ClrBrg SmCp Grw Fnd A | Registered Investment Company | | $308,597 |
| | Columbia Mid Cap Value Fund A | Registered Investment Company | | $95,332 |
| | Franklin Small Cap Val VIP F 2 | Registered Investment Company | | $647 |
| | MFS Aggressive Grw Alloc Fd R3 | Registered Investment Company | | $6 |
| | MFS Conservative Alloc Fnd R3 | Registered Investment Company | | $860,895 |
| | MFS Growth Allocation Fund R3 | Registered Investment Company | | $1,533,430 |
| | MFS Moderate Allocation Fd R3 | Registered Investment Company | | $2,097,120 |
| | Oppenhmr Intl Growth Fnd Y | Registered Investment Company | | $504,530 |
| | Parametric Emrg Mts Fd Inv | Registered Investment Company | | $31,311 |
| | Pioneer Strategic Income Fnd Y | Registered Investment Company | | $263,526 |
| | TRwPr Retirement 2005 Fund Adv | Registered Investment Company | | $6 |
| | TRwPr Retirement 2010 Fund Adv | Registered Investment Company | | $11 |
| | TRwPr Retirement 2015 Fund Adv | Registered Investment Company | | $1,338 |
| | TRwPr Retirement 2020 Fund Adv | Registered Investment Company | | $585,378 |
| | TRwPr Retirement 2025 Fund Adv | Registered Investment Company | | $34,131 |
| | TRwPr Retirement 2035 Fund Adv | Registered Investment Company | | $7,103 |
| | TRwPr Retirement 2040 Fund Adv | Registered Investment Company | | $8,226 |
| | TRwPr Retirement 2050 Fund Adv | Registered Investment Company | | $29,492 |
| | TRwPr Retirement 2055 Fund Adv | Registered Investment Company | | $6 |
| | TRwPr Retirement 2060 Fund Adv | Registered Investment Company | | $31,634 |
| * | Voya Corporate Ldrs 100 Fd I | Registered Investment Company | | $3,403,684 |
| * | Voya Fixed Account | Insurance Company General Account | | $2,857,960 |
| * | Voya Intermediate Bond Fund A | Registered Investment Company | | $938,496 |
| * | Voya Mny Mkt Fd A | Registered Investment Company | | $7,009 |
| * | Voya Russell MdCp Indx Prt I | Registered Investment Company | | $707,158 |
| * | Voya Russell SmCp Indx Prt I | Registered Investment Company | | $13,881 |
| * | Voya US Stock Index Port Ins | Registered Investment Company | | $570,709 |
| * | VY Clarion Glb RlEst Prt Ins | Registered Investment Company | | $70,690 |
| * | VY FMR Divr MdCp Port Srv | Registered Investment Company | | $535,886 |
| * | VY Oppenhmr Global Port Srv | Registered Investment Company | | $4,327,578 |
| * | VY TRwPr Cap Apprec Port Srv | Registered Investment Company | | $113,851 |
| * | VY TRwPr Eqty Income Prt Srv | Registered Investment Company | | $517,154 |
| | | Participant Loans - Rates 4.25% to 6.50% | | $510,967 |
| | TOTAL | | | $21,858,182 |

* denotes party-in-interest
Column (d) is not required as the Plan's investments are totally participant directed.

# William H. Sadlier, Inc.
# 401(k) Profit Sharing Plan

Financial Report
December 31, 2015

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RSM US LLP

# Independent Auditor's Report

To the Administrative Committee
William H. Sadlier, Inc. 401(k) Profit Sharing Plan
New York, New York

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the William H. Sadlier, Inc. 401(k) Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

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

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

## Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified or provided by Voya Institutional Trust Company, the current trustee and custodian of the Plan and State Street Bank and Trust Company, the former custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodians held the Plan's assets and executed transactions. The Plan Administrator has obtained a certification from the current custodian as of and for the year ended December 31, 2015, and from the former custodian as of December 31, 2014, that the information provided to the Plan Administrator by the custodians 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.



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**Other Matter**
The supplemental schedule, schedule H, part IV, line 4(i) - schedule of assets (held at end of year) as of December 31, 2015, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. This supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

**Emphasis of Matter**
As discussed in Note 2 to the financial statements, in 2015, the Plan adopted new accounting guidance related to disclosures for investments that calculate net asset value per share or its equivalent. Additionally, the Plan adopted new accounting guidance related to the presentation of fair value of certain investments and disclosures of certain investments. Prior year disclosures have been revised to reflect the retrospective application of adopting this change in accounting. Our disclaimer of opinion is not modified with respect to these matters.

**Report on Form and Content in Compliance with DOL Rules and Regulations**
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the current and former custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



New York, New York
October 7, 2016

**William H. Sadlier, Inc. 401(k) Profit Sharing Plan**

**Statements of Net Assets Available for Benefits**
**December 31, 2015 and 2014**

| | **2015** | 2014 |
|---|---|---|
| **Assets** | | |
| Investments, at fair value | **$ 18,489,255** | $ 21,260,431 |
| Fixed income account, at contract value | **2,857,960** | - |
| **Total investments** | **21,347,215** | 21,260,431 |
| Receivables: | | |
| Notes receivable from participants | **510,967** | 593,916 |
| **Net assets available for benefits** | **$ 21,858,182** | $ 21,854,347 |

See notes to financial statements.

**William H. Sadlier, Inc. 401(k) Profit Sharing Plan**

**Statement of Changes in Net Assets Available for Benefits**
**Year Ended December 31, 2015**

| | |
|---|---|
| Additions: | |
| Additions to net assets attributed to: | |
| Investment income: | |
| Dividends and interest | $ 44,300 |
| Net depreciation in fair value of investments | (10,238) |
| **Total investment income** | 34,062 |
| Interest income on notes receivable from participants | 25,726 |
| Other income | 957 |
| Contributions: | |
| Employer | 394,045 |
| Participants, including rollovers | 1,289,550 |
| **Total contributions** | 1,683,595 |
| **Total additions** | 1,744,340 |
| Deductions: | |
| Deductions from net assets attributed to: | |
| Payments to beneficiaries | 1,737,455 |
| Administrative expenses | 3,050 |
| **Total deductions** | 1,740,505 |
| **Net increase in net assets available for benefits** | 3,835 |
| Net assets available for benefits: | |
| Beginning | 21,854,347 |
| Ending | $ 21,858,182 |

See notes to financial statements.

## Note 1. Plan Description

The following description of the William H. Sadlier, Inc. 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement, as amended, for a more complete description of the Plan's provisions.

**General:** The Plan, which commenced in 1986 and was amended in October 2009, is a defined contribution plan covering all eligible employees of William H. Sadlier, Inc. (the Company and Plan Sponsor), and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). On January 1, 2015, the Plan transferred custody of all its assets to Voya Institutional Trust Company (Voya), who became the custodian and record keeper of the Plan on that date, and also serves as trustee for the Plan. Concurrent with the transfer, the Plan adopted the Voya Retirement Insurance and Annuity Company Non-Standardized 401(k) Profit Sharing Plan, which has received an opinion letter from the Internal Revenue Service as to prototype plan’s qualified status.

**Eligibility:** The Plan covers all salaried employees who become eligible after the subsequent calendar quarter, who have attained the age of 21 and who have completed three months of service. Any employee who was not eligible to participate in the Plan on its effective date will become eligible on the first day of the quarter nearest the time when such employee meets these requirements.

**Contributions:** The Plan, as amended, allows participants to contribute up to 70% of compensation on a pretax basis as limited by statutory regulations under the Internal Revenue Code of 1986 (the Code), as amended. Participants who reach age 50 during the Plan year are allowed to make catch-up contributions subject to annual limitations. In 2015, the maximum catch-up contributions allowable under the Code amounted to $6,000. The annual pretax contribution limitation for each participant, adjusted each year for cost-of-living adjustments prescribed under Section 415(d) of the Code, was $18,000 in 2015.

The Plan Sponsor, as presently authorized by its board of directors, makes discretionary elective contributions on behalf of participants in amounts equal to 50% of the participants' contributions, subject to a maximum of 6% of each participant's compensation. These matching contributions are subject to the vesting schedule described below. Compensation includes all wages subject to tax under Section 3101(a) of the Code, without regard to the dollar limitation of Section 3121(1), but not including deferred compensation other than contributions through a salary reduction agreement to a cash or deferred plan under Section 401(k).

All eligible employees are automatically enrolled in the Plan at a contribution rate of 3% of compensation, unless specifically opting out of the Plan.

Each Plan year, the Plan Sponsor may also make an additional profit sharing contribution, as declared by the Plan Sponsor's board of directors. This amount is allocated to each participant on the basis of actual compensation paid during the period. These amounts are recorded in the Plan Sponsor contribution accounts and are subject to the vesting schedule described below. In 2015 and 2014, the Plan Sponsor's board of directors did not declare an additional profit sharing contribution.

A participant may make a rollover contribution to the Plan of amounts which he or she has received from another qualified plan.

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

### Note 1. Plan Description (Continued)

**Vesting:** Participants are vested immediately in their contributions plus actual earnings thereon. Upon termination of employment, the vesting in the Plan Sponsor's contribution is as follows: after two years of service, 20% vested; after three years of service, 40% vested; after four years of service, 60% vested; after five years of service, 80% vested; and after six years of service, 100% vested. If a participant leaves the Company prior to such time, the portion of the accrued benefit which has not vested is forfeited.

Upon termination of the Plan, the benefits of each participant shall become fully vested and nonforfeitable to the extent of the fund.

**Payment of benefits:** Upon a participant reaching retirement, or upon permanent disability, the initial amount to which the participant is entitled shall be paid as soon as practical. If a participant continues employment beyond the normal retirement age of 65, payment may be deferred until he or she terminates employment.

Unless an optional form of benefit is selected pursuant to a qualified election within the 90-day period ending on the day benefit payments would commence, a participant will be paid in the form of a lump-sum payment. If the participant is unmarried, benefits shall be paid in either a lump sum or in the form of monthly or annual installments over a period not to exceed the life or life expectancy of the participant or in the form of a combination of the above-mentioned options.

Upon a participant's death, all benefits payable shall be paid to a designated beneficiary in a lump-sum payment. If the beneficiary is the participant's surviving spouse, distributions shall begin no later than the date on which the participant would have attained age 70½.

Upon termination of service before retirement, disability or the participant's death, the Plan Administrator shall either distribute the vested portion of such participant's employer contribution account plus his or her participant account or defer distribution until the participant reaches normal retirement age. Nonvested amounts that are forfeited are applied to reduce the amount of future Plan Sponsor contributions to the Plan.

**Withdrawals:** The Plan provides for hardship withdrawals where participants shall be permitted to withdraw a portion of their participant accounts. The amount of the withdrawals may not exceed the amount required to meet the immediate financial need created by such hardship, and participants must demonstrate that such amount is not reasonably available from other financial sources available to them.

**Forfeitures:** Forfeited balances of terminated participants' nonvested accounts are used to reduce future employer contributions or offset plan expenses. Employer contributions and plan expenses were reduced by $0 and $10,705 from forfeited nonvested accounts during 2015 and 2014, respectively. The Plan had approximately $10,500 and $8,000 in the forfeited nonvested accounts as of December 31, 2015 and 2014, respectively.

**Notes receivable from participants:** The Plan allows participants to borrow from the Plan provided that such a loan, when added to the outstanding balance of all loans to the participant, would not exceed the lesser of $50,000 or 50% of the value of the participant's total vested account balance under the Plan. Each participant shall be permitted to apply for no more than one loan per Plan year, with a maximum of three outstanding loans. Loans may be made only from the employee account. No loan shall be made in an amount less than $500. All terms of the loans are defined in the Plan. The loans bear interest equal to the prevailing commercial interest rate and are repayable up to a five-year period.

**Investment options:** Upon enrollment in the Plan, a participant may direct employee contributions in 1% increments into various investment options offered by the Plan. The Plan currently offers 33 pooled separate accounts and a fixed income account as investment options for participants.

### Note 1. Plan Description (Continued)

**Administrative expenses:** Custodial fees and expenses incurred are charged directly to participant accounts. All other administrative costs are paid by the Plan Sponsor.

### Note 2. Summary of Significant Accounting Policies

The Plan's significant accounting policies are as follows:

**Basis of accounting:** The Plan's financial statements have been prepared on the accrual basis of accounting.

**Valuation of investments and income recognition:** The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for a discussion of fair value measurements.

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

**Use of estimates:** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

**Notes receivable from participants:** Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are recorded as distributions based upon the terms of the Plan Document.

**Payment of benefits:** Benefits are recorded when paid to the Plan’s participants.

**Recent accounting pronouncements:** In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).* ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under ASC 820. ASU 2015-07 is effective for the Plan retrospectively for the year ending December 31, 2016 with early adoption permitted. The Plan adopted this update for the 2015 plan year, and it was retrospectively applied to all prior years presented. The impact of adopting this update is reflected in Note 3.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosures, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force)*. The purpose of this Update is to simplify plan accounting.

- The amendments in Part I of this Update designate contract value as the only required measure for direct investments in fully benefit-responsive investment contracts. Fully benefit-responsive investment contracts will be presented at contract value, accordingly there will no longer be an adjustment from fair value to contract value on the face of the financial statements.

### Note 2. Summary of Significant Accounting Policies (Continued)

- The amendments in Part II of this Update will eliminate the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will still be required to be presented in the aggregate. In addition, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is in a fund that files a U.S. Department of Labor Form 5500, Annual Return/Report of Employee Benefit Plan, as a direct filing entity, disclosure of that investment's strategy will no longer be required.

- The amendments in Part III of this Update reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

The Update may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this Update are effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all periods presented; the amendments in Part III shall be applied prospectively. The Plan adopted amendments in Part II and Part III of this Update for the 2015 Plan year, and the amendments in Part II were retrospectively applied to December 31, 2014. Prior year disclosures in Notes 3 and 4 have been revised to reflect the retrospective application. The impact of adopting these amendments is reflected in the financial statements.

**Subsequent events:** The Plan's management has evaluated subsequent events through October 7, 2016, the date the financial statements were available to be issued.

### Note 3. Fair Value Measurements

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

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

**Level 2:** Inputs to the valuation methodology are based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

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

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

### Note 3. Fair Value Measurements (Continued)

FASB ASC 820 also provided that fair value may be measured at the net asset value (NAV) provided by the issuers for certain entities that calculate net asset value per share. Such investments recorded at NAV are classified within this hierarchy.

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

**Money market fund:** The carrying amount approximates fair value because the instrument is liquid in nature.

**Mutual funds (registered investment companies):** Valued at the NAV of shares held by the Plan at year-end.

**Pooled separate accounts:** Valued at fair value using the NAV based on audited financial statements and the value of their underlying investments (mutual funds), which are valued based on quoted market prices. The NAV of each pooled separate account is posted daily on the Voya website, which is not an active market.

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

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

| | | Assets at Fair Value as of December 31, 2015 | | |
|---|---|---|---|---|
| Description | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Pooled separate accounts (a) | $ 18,489,255 | $ - | $ - | $ - |
| Total investments, at fair value | $ 18,489,255 | $ - | $ - | $ - |

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

### Note 3. Fair Value Measurements (Continued)

| | | Assets at Fair Value as of December 31, 2014 | | |
|---|---|---|---|---|
| Description | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Money market fund | $ 2,529,992 | $ 2,529,992 | $ - | $ - |
| Mutual funds | 18,730,439 | 18,730,439 | - | - |
| Total investments, at fair value | $ 21,260,431 | $ 21,260,431 | $ - | $ - |

The following table sets forth an additional disclosure of the Plan's investments where fair value is estimated using NAV per share (or its equivalent) as of December 31, 2015.

| | Fair Value Estimated Using NAV Per Share | | | |
|---|---|---|---|---|
| Investment | Fair Value | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
| Pooled separate accounts | $ 18,489,255 | $ - | Daily | None |

### Note 4. Investments Certified by the Custodian

The following is a summary of the Plan's asset information as of December 31, 2015 and 2014, and for the year ended December 31, 2015, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodians that information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets at December 31:

| | 2015 | 2014 |
|---|---|---|
| Investments, at fair value | $ 18,489,255 | $ 21,260,431 |
| Fixed income account, at contract value | 2,857,960 | - |
| Notes receivable from participants | 510,967 | 593,916 |

Voya Institutional Trust Company has also certified to the completeness and accuracy of $10,238 of net depreciation in fair value of investments, and $70,026 (including $44,300 and $25,726 from the fixed income account and notes receivable from participants, respectively) of dividends and interest income for the year ended December 31, 2015.

## Note 5. Fixed Income Account

The Plan invests in a benefit responsive investment contract, Voya Fixed Income Account, with Voya. The investment is intended to be a long-term investment for participants seeking stability of principal. The contributions to this contract are maintained in a general account which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The contract is included in the financial statements at contract value, as reported to the Plan by Voya.

Contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the group annuity contract since the contract was determined to be fully benefit responsive. Given this, the contract will be reported at contract value. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The crediting interest rate is based on a formula agreed upon with the issuer but may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan terminations or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

A guaranteed interest rate is an effective annual rate of interest credited at its equivalent daily rate to amounts in the guaranteed investment contract as of the close of business daily. The establishment of the guaranteed interest rate requires estimation of the future earnings rates, the rate at which existing investments mature, and future cash flow. The minimum guaranteed interest rate at December 31, 2015 was 1%. During the year Voya may credit interest rate at a rate greater than the floor rate.

The minimum guaranteed interest rate, the floor interest rate and the current credited interest rate are expressed as an annual effective yield. The current credited interest rate is based on plan-specific characteristics, plan-specific elections and other factors. If those change, corresponding adjustments to the current and floor interest rates may be made, as defined in the contract.

There are no reserves against contract value for credit risk of the contract issuer or otherwise.

The contract does not permit Voya to terminate the agreement prior to the scheduled maturity date.

### Note 6. Related Party Transactions

Certain Plan investments are shares of pooled separate accounts and a fixed income account managed by Voya Institutional Trust Company. Voya Institutional Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management and plan audit services amounted to approximately $14,000 for the year ended December 31, 2015.

### Note 7. Tax Status

The Plan adopted a non-standardized form of a prototype plan sponsored by Voya Institutional Trust Company. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by the Plan. The Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable provisions of the Code.

The Plan Sponsor's management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustments to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements as of December 31, 2015 and 2014, and for the year ended December 31, 2015. Generally, the Plan is no longer subject to income tax examinations by U.S. federal, state or local tax authorities for the years before 2012.

### Note 8. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan by action of its board of directors, subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their employer contributions.

### Note 9. Risks and Uncertainties

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

**William H. Sadlier, Inc. 401(k) Profit Sharing Plan**

**Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)**
**December 31, 2015**

| | Identity of Issuer, Borrower, or Similar Party | Number of shares | | Current Value |
|---|---|---|---|---|
| | ClearBridge Aggressive Growth Fund - Class I | 76,508 | $ | 890,440 |
| | ClearBridge Small Cap Growth Fund - Class A | 15,717 | | 308,597 |
| | Columbia Mid Cap Value Fund - Class A Shares | 5,257 | | 95,332 |
| | Franklin Small Cap Value VIP Fund - Class 2 | 30 | | 647 |
| | MFS Aggressive Growth Allocation Fund - Class R3 | 1 | | 6 |
| | MFS Conservative Allocation Fund - Class R3 | 68,492 | | 860,895 |
| | MFS Growth Allocation Fund - Class R3 | 110,348 | | 1,533,430 |
| | MFS Moderate Allocation Fund - Class R3 | 157,988 | | 2,097,120 |
| | Oppenheimer International Growth Fund - Class Y | 34,051 | | 504,530 |
| | Parametric Emerging Markets Fund - Investor Class | 3,935 | | 31,311 |
| | Pioneer Strategic Income Fund - Class Y Shares | 16,499 | | 263,526 |
| | T. Rowe Price Retirement 2005 Fund - Advisor Class | 1 | | 6 |
| | T. Rowe Price Retirement 2010 Fund - Advisor Class | 1 | | 11 |
| | T. Rowe Price Retirement 2015 Fund - Advisor Class | 89 | | 1,338 |
| | T. Rowe Price Retirement 2020 Fund - Advisor Class | 37,666 | | 585,378 |
| | T. Rowe Price Retirement 2025 Fund - Advisor Class | 2,156 | | 34,131 |
| | T. Rowe Price Retirement 2035 Fund - Advisor Class | 437 | | 7,103 |
| | T. Rowe Price Retirement 2040 Fund - Advisor Class | 500 | | 8,226 |
| | T. Rowe Price Retirement 2050 Fund - Advisor Class | 1,795 | | 29,492 |
| | T. Rowe Price Retirement 2055 Fund - Advisor Class | 1 | | 6 |
| | T. Rowe Price Retirement 2060 Fund - Advisor Class | 3,157 | | 31,634 |
| * | Voya Corporate Leaders 100 Fund - Class I | 215,596 | | 3,403,684 |
| * | Voya Fixed Account | - | | 2,857,960 |
| * | Voya Money Market Fund - Class A | 682 | | 7,009 |
| * | Voya Intermediate Bond Fund - Class A | 57,095 | | 938,496 |
| * | Voya Russell (TM) Mid Cap Index Portfolio - Class I | 35,497 | | 707,158 |
| * | Voya Russell (TM) Small Cap Index Portfolio - Class I | 715 | | 13,881 |
| * | Voya U.S. Stock Index Portfolio - Institutional Class | 25,661 | | 570,709 |
| * | VY Clarion Global Real Estate Portfolio - Institutional Class | 4,830 | | 70,690 |
| * | VY FMR Diversified Mid Cap Portfolio - Service Class | 25,465 | | 535,886 |
| * | VY Oppenheimer Global Portfolio - Service Class | 229,652 | | 4,327,578 |
| * | VY T. Rowe Price Capital Appreciation Portfolio - Service Class | 4,612 | | 113,851 |
| * | VY T. Rowe Price Equity Income Portfolio - Service Class | 27,049 | | 517,154 |
| | **Total investments, at current value[(1)]** | | | 21,347,215 |
| | Notes receivable from participants (interest rates range from 4.25% to 6.50%) | | | 510,967 |
| | | | $ | 21,858,182 |

(1) Participant-directed funds; therefore, cost information is not included

* Indicates party-in-interest to the Plan

The above information has been certified by Voya Institutional Trust Company, the custodian, as complete and accurate.