

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 <u>01/01/2015</u> and ending <u>12/31/2015</u>	
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 ☒ 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: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	001	
	1c Effective date of plan <u>01/01/1994</u>		
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) <u>RAE-ANN HOLDINGS INC</u> <u>PO BOX 40175</u> <u>BAY VILLAGE, OH 44140</u> <u>27310 WEST OVIATT ROAD</u> <u>BAY VILLAGE, OH 44140</u>	2b Employer Identification Number (EIN) <u>34-1713705</u>	2c Plan Sponsor's telephone number <u>440-835-3005</u>	2d Business code (see instructions) <u>623000</u>

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.	10/12/2016	JOHN GRIFFITHS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2016	JOHN GRIFFITHS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	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: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 367
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) 316
a(2) Total number of active participants at the end of the plan year	6a(2) 264
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 64
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 328
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 328
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 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2K 2T 3D 3B 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE 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 RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 RAE-ANN HOLDINGS INC	D Employer Identification Number (EIN) 34-1713705

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
THE MINNESOTA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
41-0417830	66168	13462-100	328	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 8190	(b) Total amount of fees paid 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

UBS
315 DEADERICK ST SUITE 500
NASHVILLE, TN 37203

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8190			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	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

(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	194060
5 Current value of plan's interest under this contract in separate accounts at year end	5	2267038

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. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year	7b	220018
--	-----------	--------

c Additions: (1) Contributions deposited during the year	7c(1)	9310	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	5175	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	14485
---------------------------	--------------	-------

d Total of balance and additions (add lines 7b and 7c(6))	7d	234503
---	-----------	--------

e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	39491	
(2) Administration charge made by carrier	7e(2)	71	
(3) Transferred to separate account	7e(3)	881	
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions	7e(5)	40443
----------------------------	--------------	-------

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	194060
---	-----------	--------

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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 RAE-ANN HOLDINGS INC	D Employer Identification Number (EIN) 34-1713705	

Part I	Service Provider Information (see instructions)
--------	---

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

MINNESOTA LIFE INSURANCE COMPANY

41-0417830

(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?
13 15 28 34 38 50 52 64 65	NONE	1902	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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 <u>RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>RAE-ANN HOLDINGS INC</u>	D Employer Identification Number (EIN) <u>34-1713705</u>	

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: <u>ADVANTUS MONEY MARKET</u>				
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE CO.</u>				
c EIN-PN <u>41-0417830-009</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8630</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>IVY BALANCED FUND CL Y</u>				
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE CO.</u>				
c EIN-PN <u>41-0417830-010</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ADVANTUS S&P 500 INDEX</u>				
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE CO.</u>				
c EIN-PN <u>41-0417830-011</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>292643</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LOOMIS SAYLES VALUE ADMIN</u>				
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE CO.</u>				
c EIN-PN <u>41-0417830-145</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>17126</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MORGAN STANLEY ADV LARGE GR</u>				
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE CO.</u>				
c EIN-PN <u>41-0417830-768</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>258969</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JANUS OPPORTUNISTIC GROWTH</u>				
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE CO.</u>				
c EIN-PN <u>41-0417830-266</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>131064</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DODGE & COX INTL STOCK FUND</u>				
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE CO.</u>				
c EIN-PN <u>41-0417830-102</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>57457</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: LOOMIS SAYLES INV GR BOND CL A		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-138	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 101989
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN A		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-425	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY GROWTH		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-026	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17271
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY MOD GRO		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-027	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 647341
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY CONS GRO		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-028	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52469
a Name of MTIA, CCT, PSA, or 103-12 IE: DISCIPLINED GRO SMALL CAP GRO		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-170	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21789
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO EQUITY AND INCOME, R5		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-054	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 142281
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY EQUITY INC R6		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-058	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: ALLIANCEBERN US SMALL CAP VAL		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-200	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 111873
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD DEVELOPED MKT IND ADM		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.		
c EIN-PN 41-0417830-231	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 83511

a Name of MTIA, CCT, PSA, or 103-12 IE: GOLDMAN SACHS SHRT DUR GOVT, I**b** Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.

c EIN-PN 41-0417830-149	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10827
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: GOLDMAN SACHS MID CAP VAL, INS**b** Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.

c EIN-PN 41-0417830-098	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47382
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD WINDSOR II FUND ADM**b** Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE CO.

c EIN-PN 41-0417830-116	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 253372
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: GOLDMAN SACHS MID CAP GROWTH**b** Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

c EIN-PN 41-0417830-099	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11044
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADV NEW INSIGHTS, INS**b** Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

c EIN-PN 41-0417830-144	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
--------------------------------	------------------------	---

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

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 <u>01/01/2015</u> and ending <u>12/31/2015</u>		
A Name of plan <u>RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RAE-ANN HOLDINGS INC</u>	D Employer Identification Number (EIN) <u>34-1713705</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	2605734	2267038
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	220018	194060
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	2825752	2461098

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2825752	2461098
---	-----------	---------	---------

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)		
(B) Participants	2a(1)(B)	199859	
(C) Others (including rollovers)	2a(1)(C)	32986	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		232845
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)		
(F) Other	2b(1)(F)	5175	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5175
(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)		-28803
(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		
d Total income. Add all income amounts in column (b) and enter total	2d		209217

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	568682	
(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)		568682
f Corrective distributions (see instructions)	2f		3287
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1902	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1902
j Total expenses. Add all expense amounts in column (b) and enter total	2j		573871

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-364654
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: BARNES WENDLING CPA'S INC

(2) EIN: 34-1463411

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.)	☒	☐	☐	10177
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.)	☐	☒	☐	

	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.)		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.)		X		
e Was this plan covered by a fidelity bond?	X			1700000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.				
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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 <u>RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RAE-ANN HOLDINGS INC</u>	D Employer Identification Number (EIN) <u>34-1713705</u>

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	<u>0</u>
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): <u>41-0417830</u>		
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 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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2015
v. 150123

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

**RAE-ANN HOLDINGS, INC. AND
AFFILIATES 401(K) PLAN
(FORMERLY KNOWN AS RAE-ANN
NURSING FACILITIES AND AFFILIATES
401(K) PLAN)**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES**

**DECEMBER 31, 2015 AND 2014
AND YEAR ENDED DECEMBER 31, 2015**

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Table of Contents

Independent Auditors' Report.....	1 - 2
-----------------------------------	-------

Financial Statements

Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 16

Supplemental Schedules

Schedule H, Line 4a - Schedule of Delinquent Contributions	17
Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	18

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Rae-Ann Holdings, Inc. and Affiliates 401(k) Plan
(f/k/a Rae-Ann Nursing Facilities and Affiliates 401(k) Plan)
Bay Village, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Rae-Ann Holdings, Inc. and Affiliates 401(k) Plan (f/k/a Rae-Ann Nursing Facilities and Affiliates 401(k) 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

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Minnesota Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2015 and 2014 and for the year ended December 31, 2015, that the information provided to the plan administrator by the custodian is complete and accurate.



Disclaimer of Opinion

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

Other Matter

The supplemental schedules as listed in the table of contents as of and for the year ended December 31, 2015, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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 schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Barnes Wendling CPAs

Cleveland, Ohio
September 23, 2016

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Statements of Net Assets Available for Benefits

	December 31,	
	2015	2014
ASSETS		
Investments, at fair value:		
Pooled separate accounts	\$ 2,267,038	\$ 2,605,734
Guaranteed investment contract	194,060	220,018
	<u>2,461,098</u>	<u>2,825,752</u>
 Participant contributions receivable	 7,373	 18,166
	<u>2,468,471</u>	<u>2,843,918</u>
 LIABILITIES		
Excess contributions payable	<u>-0-</u>	<u>3,092</u>
 Net assets available for benefits	 <u>\$ 2,468,471</u>	 <u>\$ 2,840,826</u>

See Notes to Financial Statements

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

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

Net additions to (deductions from) net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments	(\$ 28,803)	
Interest	<u>5,175</u>	
		(\$ 23,628)

Participant contributions		<u>222,052</u>
---------------------------	--	----------------

Net additions		198,424
---------------	--	---------

Deductions from net assets attributed to:

Benefits paid to participants	568,877	
Administrative expenses	<u>1,902</u>	
		<u>570,779</u>
Net decrease		(372,355)

Net assets available for benefits:

Beginning of year		<u>2,840,826</u>
End of year		<u><u>\$ 2,468,471</u></u>

See Notes to Financial Statements

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN (F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE A - DESCRIPTION OF PLAN

The following brief description of the Rae-Ann Holdings, Inc. and Affiliates 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was amended and restated effective April 1, 2015 at which time the name of the Plan was changed from Rae-Ann Nursing Facilities and Affiliates 401(k) Plan to Rae-Ann Holdings, Inc. and Affiliates 401(k) Plan. The Plan is a defined contribution plan covering all employees of Rae-Ann Holdings, Inc. and Affiliates (the Company and Plan Sponsor) who have completed one year of service for participation as defined by the Plan and have attained the age of twenty-one. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan is administered by the Company.

Contributions

Participants may contribute a percentage of their eligible compensation as defined by the Plan on a pre-tax or after tax basis up to the maximum amount allowed by law. The Plan provides for a discretionary employer matching contribution. Additional discretionary profit sharing contributions may be made at the option of the Company's board of directors. There were no employer contributions made during 2015. The Plan allows for catch-up contributions for participants who reach the age of fifty by the end of the plan year. Employees who become eligible to participate but do not enroll or opt out of the Plan are automatically enrolled to defer 3% of compensation as defined by the Plan on a pre-tax basis. The Plan also provides for the acceptance of rollover contributions from other plans qualified under the Internal Revenue Code (IRC).

Participant Accounts

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

Vesting

Participants are immediately vested in their deferral contributions and rollover contributions plus actual earnings thereon. Vesting in the remainder of their account balance is based on years of continuous service. Discretionary employer matching contributions plus actual earnings thereon are 100% vested after three years and discretionary employer profit sharing contributions plus actual earnings thereon are fully vested after five years of credited service.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN (F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE A - DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

On termination of service, a participant may elect to receive a partial distribution or lump-sum amount equal to the value of his or her account. If the value of the vested benefits credited to a participant's account is \$1,000 or less at the time of termination, the entire amount will be distributed to the participant without the participant's consent.

Active participants may request hardship withdrawals from their vested elective deferral account balances, subject to Plan provisions. A participant who receives a distribution on account of hardship is prohibited from making deferrals for six months after receipt of the distribution.

Forfeited Accounts

Forfeitures are first used to reduce administrative expenses and any remainder is used to reduce future employer contributions. Unallocated forfeiture balances were \$1 and \$87 for the years ended December 31, 2015 and 2014, respectively. Forfeitures of \$87 were used to reduce administrative expenses during 2015.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's investment contract with Minnesota Life Insurance Company (Minnesota Life) is not considered to be fully benefit-responsive due to the restrictions on fund transfers and therefore the investment is included in the statement of net assets available for benefits at fair value. At December 31, 2015 and 2014, the fair value of the investment contract equals contract value because the market value adjustment that would have been applied if the contract was terminated as of those dates was \$-0-.

Investment Valuation

The Plan's investments are recorded at fair value based upon the last trade or current bid prices in active markets. Where there are no readily available last trade or current bid prices, fair value is determined as discussed in Note E.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Income Recognition

Purchases and sales of securities are recorded on a trade date basis. Gains and losses on securities transactions are determined using the average cost method. Interest income is recorded on the accrual basis.

Contributions

Participant contributions are recorded and credited to each participant's account as received by the custodian from the Company. Any contributions attributable to the plan year but not received by the last day of the plan year are recorded as a receivable.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRC are recorded as a liability with a corresponding reduction to contributions. The excess contributions payable at December 31, 2014 of \$3,092 were not distributed prior to March 15, 2015. As a result, the Company paid the applicable excise taxes upon distribution of the excess contributions.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment related expenses are included in net depreciation of fair value of investments.

Income Taxes

The Company adopted a volume submitter profit sharing plan with cash or deferred arrangement which received a determination letter from the Internal Revenue Service (IRS) dated March 31, 2014, stating that the Plan and related trust was designed in accordance with applicable sections of the IRC.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN (F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes (Continued)

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

Use of Estimates

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

Subsequent Events

The Plan has evaluated subsequent events through September 23, 2016, the date which the financial statements were available to be issued.

NOTE C - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has an investment contract with Minnesota Life under which contributions from the Plan are maintained in Minnesota Life's general account. All benefit payments prior to contract liquidation are made at contract value; however the contract restricts participant directed exchanges by limiting transfers between funds to the greater of up to 20% of the participant's account at contract value or \$2,000 in a 12 month period. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. There are no reserves against contract value for credit risk of the contract issuer or otherwise. If the Plan Sponsor terminates the contract, a market value adjustment may apply. The Plan Sponsor does not believe that any events which would limit the Plan's ability to transact at contract value are probable of occurring.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN **(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)**

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE C - INVESTMENT CONTRACT WITH INSURANCE COMPANY (CONTINUED)

The minimum crediting rate under the contract is 1.50%. The net average yield and crediting interest rates for renewal funds on the contract were both approximately 3% in 2015 and 2014. The crediting interest rate for new funds on the contract was approximately 2% in 2015 and 2014. Interest rates are reviewed and reset annually. The new funds rate is based on current market conditions. The renewal funds rate is based on the average return from prior Minnesota Life investments.

NOTE D - CERTIFICATION AND SUMMARY OF INVESTMENTS

Investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2015 and 2014, and net depreciation in the fair value of investments and interest for the years ended December 31, 2015 were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the custodian.

The Plan's investments are 100% participant directed and are held by Minnesota Life. The fair values of investments that represent five percent or more of the Plan's net assets available for benefits are as follows:

	December 31,	
	2015	2014
Pooled Separate Accounts:		
PIMCO Total Return A		\$ 193,498
Ivy Balanced Fund Y		170,195
Advantus S&P 500 Index	\$ 292,643	371,263
Vanguard LifeStrategy Moderate Growth Investor	647,341	693,189
Fidelity Advisor New Insights Institutional		208,330
Vanguard Windsor II Admiral	253,372	313,755
Janus Opportunistic Growth	131,064	
Morgan Stanley Advantage Large Growth	258,969	
Invesco Equity and Income R5	142,281	
Guaranteed Investment Contract:		
Minnesota Life General Account	194,060	220,018

During 2015, the Plan's investments in pooled separate accounts, including gains and losses on investments bought, sold and held during the year, depreciated in value by \$28,803.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE E - FAIR VALUE MEASUREMENTS

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 (exit price) and establishes a fair value hierarchy based upon the inputs used to measure fair value. The three levels of the fair value hierarchy, which are based upon the inputs used to measure fair value, are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities (for example, exchange quoted prices).

Level 2 - Inputs to the valuation methodology are observable inputs, other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not sufficiently active to qualify as Level 1, other observable inputs, or inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Inputs to the valuation methodology are significant to the fair value measurement and unobservable (for example, supported by little or no market activity).

Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

The Plan's investments accounted for at fair value as of December 31, 2015 are summarized below:

	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts:			
Balanced/asset allocation	\$1,152,006		\$1,152,006
Fixed income	121,445		121,445
International	140,968		140,968
Growth	422,866		422,866
Value	<u>429,753</u>		<u>429,753</u>
Total pooled separate accounts	2,267,038		2,267,038
Guaranteed investment contract		\$ 194,060	194,060
	<u>\$2,267,038</u>	<u>\$ 194,060</u>	<u>\$2,461,098</u>

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

The Plan's investments accounted for at fair value as of December 31, 2014 are summarized below:

	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts:			
Balanced/asset allocation	\$ 953,249		\$ 953,249
Fixed income	209,913		209,913
International	183,831		183,831
Blend	371,263		371,263
Growth	383,543		383,543
Value	<u>503,935</u>		<u>503,935</u>
Total pooled separate accounts	2,605,734		2,605,734
Guaranteed investment contract		<u>\$ 220,018</u>	<u>220,018</u>
	<u>\$2,605,734</u>	<u>\$ 220,018</u>	<u>\$2,825,752</u>

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

Pooled separate accounts investing in mutual funds are valued at the net asset value of shares held by the Plan at year end. The net asset value, as provided by the custodian, is used as a practical expedient to estimate fair value. Net asset value is based on the quoted market prices of the underlying investments, net of insurance company fees and expenses. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported net asset value.

Pooled separate accounts investing in bonds are valued at the net asset value of shares held by the Plan at year end. The net asset value, as provided by the custodian, is used as a practical expedient to estimate fair value. Net asset value is based on quoted prices in markets that are not active, broker dealer quotations, or other methods by which all significant inputs are observable, either directly or indirectly, net of insurance company fees and expenses. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported net asset value.

The guaranteed investment contract is valued at contract value, which approximates fair value (Note C). Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

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

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2015:

	Guaranteed Investment Contract
Fair value, beginning of year	\$ 220,018
Purchases	14,485
Sales	(40,443)
Fair value, end of year	<u>\$ 194,060</u>

NOTE F - POOLED SEPARATE ACCOUNTS

The Plan has investments in Minnesota Life pooled separate accounts. There are no restrictions on transfers or withdrawals from these accounts. The investment strategies of the pooled separate accounts of the Plan are as follows:

Vanguard LifeStrategy Conservative Growth Investor, Growth Investor, and Moderate Growth Investor seek current income and capital appreciation by investing in Vanguard mutual funds according to a fixed formula that reflects an allocation of stocks and bonds appropriate for individuals in terms of risk throughout the different stages of their lives.

Advantus Money Market seeks a high level of current income to the extent consistent with the preservation of capital and maintenance of liquidity by investing in a variety of U.S. dollar denominated money market securities which may include domestic corporate obligations, securities issued by the U.S. government or one of its agencies or instrumentalities, and shares of other money market funds.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE F - POOLED SEPARATE ACCOUNTS (CONTINUED)

Advantus S&P 500 Index seeks investment results that correspond generally to the price and yield performance of the common stocks included in the S&P 500 stock index by investing in stocks of the companies contained in that index.

Goldman Sachs Mid Cap Value Institutional seeks long-term capital appreciation by investing at least 80% of its net assets plus any borrowings for investment purposes in a diversified portfolio of equity investments in mid-cap issuers with public stock market capitalizations within the range of the market capitalization of companies constituting the Russell Midcap Value Index at the time of the investment.

Goldman Sachs Mid Cap Growth seeks long-term growth of capital by investing at least 90% of its total assets in a diversified portfolio of primarily mid-cap equity investments that the portfolio manager considers to be strategically positioned for long-term growth.

Disciplined Growth Small Cap Growth seeks long-term capital appreciation by investing in new stock candidates with market caps between \$50,000,000 and \$1,000,000,000.

Dodge & Cox International Stock seeks long-term growth of principal and income by investing at least 80% of its total assets in equity securities of non-U.S. companies, including common stocks, depositary receipts evidencing ownership of common stocks, preferred stocks, securities convertible into common stocks, and securities that carry the right to buy common stocks.

Goldman Sachs Short Duration Government Institutional seeks a high level of current income and may also consider the potential for capital appreciation by investing at least 80% of its net assets plus any borrowings for investment purposes in securities issued or guaranteed by the U.S. government, its agencies, instrumentalities, or sponsored enterprises and in repurchase agreements collateralized by such securities.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE F - POOLED SEPARATE ACCOUNTS (CONTINUED)

Vanguard Windsor II Admiral seeks long-term capital appreciation and income by investing mainly in large and mid-capitalization companies whose stocks are considered undervalued by advisors.

Janus Opportunistic Growth seeks superior long-term growth by investing primarily in common stocks selected for their growth potential.

AllianceBernstein US Small Cap Value seeks long-term growth of capital by investing in stocks with the most promising long-term earnings for the best price.

Vanguard Developed Markets Index Admiral seeks to track the performance of the FTSE Developed All Cap ex US Index by investing in substantially all of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Morgan Stanley Advantage Large Growth seeks long-term capital appreciation by investing primarily in established companies with capitalizations within the range of companies included in the Russell 1000 Growth Index.

Loomis Sayles Value A seeks long-term growth of capital and income by investing primarily in equity securities, including common stocks, convertible securities, and warrants.

Loomis Sayles Investment Grade Bond A seeks high total investment return through a combination of current income and capital appreciation by investing at least 80% of its net assets plus any borrowings made for investment purposes in investment grade fixed-income securities.

Invesco Equity and Income R5 seeks current income and, secondarily, capital appreciation by investing at least 80% of its net assets plus any borrowings for investment purposes in equity and income securities, and in derivatives and other instruments that have economic characteristics similar to such securities.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE G - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets per the Form 5500:

	<u>December 31,</u>	
	<u>2015</u>	<u>2014</u>
Net assets available for benefits per the financial statements	\$2,468,471	\$2,840,826
Participant contributions receivable	(7,373)	(18,166)
Excess contributions payable	<u>-0-</u>	<u>3,092</u>
Net assets per the Form 5500	<u>\$2,461,098</u>	<u>\$2,825,752</u>

The following is a reconciliation of net decrease per the financial statements to net loss per the Form 5500 for the year ended December 31, 2015:

Net decrease per the financial statements	\$ 372,355
Less: Participant contributions receivable at December 31, 2014	(18,166)
Add: Participant contributions receivable at December 31, 2015	7,373
Add: Excess contributions payable at December 31, 2014	<u>3,092</u>
Net loss per the Form 5500	<u>\$ 364,654</u>

The Form 5500 is prepared on a cash basis and therefore does not reflect contributions receivable or excess contributions payable as of December 31.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Notes to Financial Statements

December 31, 2015 and 2014 and Year Ended December 31, 2015

NOTE H - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions set forth in ERISA. In the event of Plan termination, participants will become 100% vested in their total participant account balances.

NOTE I - RISKS AND UNCERTAINTIES

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

NOTE J - TRANSACTIONS WITH PARTIES-IN-INTEREST

Parties-in-interest transactions include the investment in the funds of the custodian, and related dividend income, interest, and the payment of administrative expenses by the Plan. Such transactions are exempt from being prohibited transactions.

NOTE K - DELINQUENT PARTICIPANT CONTRIBUTIONS

As required by ERISA Section 2510.3-102, the Plan Sponsor is required to segregate participant contributions to the Plan from its general assets as soon as practicable, but in no event more than 15 business days following the end of the month in which amounts are withheld from wages. The Company did not remit to the Plan's custodian participant contributions totaling \$10,177 during 2014 in accordance with ERISA. The participant contributions of \$10,177 and lost earnings of \$358 were remitted to the Plan in February 2015.

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
Year Ended December 31, 2015

EIN - 34-1713705

Plan Number - 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☐				
\$ 10,177	-	\$ 10,177	-	-
<u>\$ 10,177</u>	<u>-</u>	<u>\$ 10,177</u>	<u>-</u>	<u>-</u>

RAE-ANN HOLDINGS, INC. AND AFFILIATES 401(K) PLAN
(F/K/A RAE-ANN NURSING FACILITIES AND AFFILIATES 401(K) PLAN)

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

December 31, 2015

EIN - 34-1713705

Plan Number - 001

(a)	(b)	(c)	(d)	(e)
		Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
Identity of issue, borrower, lessor, or similar party				
	Guaranteed Investment Contract			
*	Minnesota Life General Account	General Account	**	\$ 194,060
	Minnesota Life Pooled Separate Accounts			
*	Advantus Money Market	Pooled Separate Account	**	8,630
*	Advantus S&P 500 Index	Pooled Separate Account	**	292,643
*	Vanguard Windsor II Admiral	Pooled Separate Account	**	253,372
*	Vanguard LifeStrategy Growth Investor	Pooled Separate Account	**	17,271
*	Vanguard LifeStrategy Moderate Growth Investor	Pooled Separate Account	**	647,341
*	Vanguard LifeStrategy Conservative Growth Investor	Pooled Separate Account	**	52,469
*	Disciplined Growth Small Cap Growth	Pooled Separate Account	**	21,789
*	Goldman Sachs Mid Cap Value Institutional	Pooled Separate Account	**	47,382
*	Dodge & Cox International Stock	Pooled Separate Account	**	57,457
*	Goldman Sachs Mid Cap Growth	Pooled Separate Account	**	11,044
*	Goldman Sachs Short Duration Government Institutional	Pooled Separate Account	**	10,827
*	Janus Opportunistic Growth	Pooled Separate Account	**	131,064
*	AllianceBernstein US Small Cap Value	Pooled Separate Account	**	111,873
*	Vanguard Developed Markets Index Admiral	Pooled Separate Account	**	83,511
*	Loomis Sayles Value A	Pooled Separate Account	**	17,126
*	Morgan Stanley Advantage Large Growth	Pooled Separate Account	**	258,969
*	Loomis Sayles Investment Grade Bond A	Pooled Separate Account	**	101,989
*	Invesco Equity and Income R5	Pooled Separate Account	**	142,281
				<u>2,267,038</u>
				<u>\$2,461,098</u>

* Represents a party-in-interest to the plan.

** Cost omitted for participant directed investments.

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 _____ and ending _____		
A Name of plan	B Three-digit plan number (PN) ►	
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	

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.																																																																																																									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">Assets</th> <th style="width: 10%;"></th> <th style="width: 20%; text-align: center;">(a) Beginning of Year</th> <th style="width: 20%; text-align: center;">(b) End of Year</th> </tr> </thead> <tbody> <tr> <td>a Total noninterest-bearing cash.....</td> <td style="text-align: center;">1a</td> <td></td> <td></td> </tr> <tr> <td>b Receivables (less allowance for doubtful accounts):</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (1) Employer contributions</td> <td style="text-align: center;">1b(1)</td> <td></td> <td></td> </tr> <tr> <td> (2) Participant contributions.....</td> <td style="text-align: center;">1b(2)</td> <td></td> <td></td> </tr> <tr> <td> (3) Other.....</td> <td style="text-align: center;">1b(3)</td> <td></td> <td></td> </tr> <tr> <td>c General investments:</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (1) Interest-bearing cash (include money market accounts & certificates of deposit)</td> <td style="text-align: center;">1c(1)</td> <td></td> <td></td> </tr> <tr> <td> (2) U.S. Government securities.....</td> <td style="text-align: center;">1c(2)</td> <td></td> <td></td> </tr> <tr> <td> (3) Corporate debt instruments (other than employer securities):</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (A) Preferred.....</td> <td style="text-align: center;">1c(3)(A)</td> <td></td> <td></td> </tr> <tr> <td> (B) All other.....</td> <td style="text-align: center;">1c(3)(B)</td> <td></td> <td></td> </tr> <tr> <td> (4) Corporate stocks (other than employer securities):</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (A) Preferred.....</td> <td style="text-align: center;">1c(4)(A)</td> <td></td> <td></td> </tr> <tr> <td> (B) Common</td> <td style="text-align: center;">1c(4)(B)</td> <td></td> <td></td> </tr> <tr> <td> (5) Partnership/joint venture interests</td> <td style="text-align: center;">1c(5)</td> <td></td> <td></td> </tr> <tr> <td> (6) Real estate (other than employer real property)</td> <td style="text-align: center;">1c(6)</td> <td></td> <td></td> </tr> <tr> <td> (7) Loans (other than to participants).....</td> <td style="text-align: center;">1c(7)</td> <td></td> <td></td> </tr> <tr> <td> (8) Participant loans</td> <td style="text-align: center;">1c(8)</td> <td></td> <td></td> </tr> <tr> <td> (9) Value of interest in common/collective trusts</td> <td style="text-align: center;">1c(9)</td> <td></td> <td></td> </tr> <tr> <td> (10) Value of interest in pooled separate accounts</td> <td style="text-align: center;">1c(10)</td> <td></td> <td></td> </tr> <tr> <td> (11) Value of interest in master trust investment accounts</td> <td style="text-align: center;">1c(11)</td> <td></td> <td></td> </tr> <tr> <td> (12) Value of interest in 103-12 investment entities</td> <td style="text-align: center;">1c(12)</td> <td></td> <td></td> </tr> <tr> <td> (13) Value of interest in registered investment companies (e.g., mutual funds).....</td> <td style="text-align: center;">1c(13)</td> <td></td> <td></td> </tr> <tr> <td> (14) Value of funds held in insurance company general account (unallocated contracts).....</td> <td style="text-align: center;">1c(14)</td> <td></td> <td></td> </tr> <tr> <td> (15) Other</td> <td style="text-align: center;">1c(15)</td> <td></td> <td></td> </tr> </tbody> </table>	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)			(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)			(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)			(15) Other	1c(15)		
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)																																																																																																								
(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)																																																																																																								
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)																																																																																																								
(15) Other	1c(15)																																																																																																								

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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		

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 through 1j).....	1k		

Net Assets

l Net assets (subtract line 1k from line 1f).....	1l		
--	-----------	--	--

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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)		
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all expense amounts in column (b) and enter total	2j		

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		
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) ☐ Disclaimer (4) ☐ Adverse

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

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

(1) Name:

(2) EIN:

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				
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				

		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				
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				
e Was this plan covered by a fidelity bond?	4e				
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				
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				
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				
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				
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				
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				
l Has the plan failed to provide any benefit when due under the plan?	4l				
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m				
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n				
o Did the plan trust incur unrelated business taxable income?	4o				
p Were in-service distributions made during the plan year?	4p				

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

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

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

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

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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

Plan Name Rae-Ann Holdings, Inc. and Affiliates 401(k) Plan

EIN: 34-1713705

Plan Sponsor's Name RAE-ANN HOLDINGS INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MN Life Insurance Co.	Vanguard LifeStrategy Mod Gro Pooled Separate Account		647,341
*	MN Life Insurance Co.	Advantus S&P 500 Index Pooled Separate Account		292,643
*	MN Life Insurance Co.	Morgan Stanley Advantage Large Growth Pooled Separate Account		258,969
*	MN Life Insurance Co.	Vanguard Windsor II Fund Adm Pooled Separate Account		253,372
*	MN Life Insurance Co.	General Account Insurance Company General Account group contract		194,060
*	MN Life Insurance Co.	Invesco Equity and Income, R5 Pooled Separate Account		142,281
*	MN Life Insurance Co.	Janus Opportunistic Growth Pooled Separate Account		131,064

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

Plan Name Rae-Ann Holdings, Inc. and Affiliates 401(k) Plan

EIN: 34-1713705

Plan Sponsor's Name RAE-ANN HOLDINGS INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MN Life Insurance Co.	AllianceBern US Small Cap Val Pooled Separate Account		111,873
*	MN Life Insurance Co.	Loomis Sayles Inv Gr Bond Cl A Pooled Separate Account		101,989
*	MN Life Insurance Co.	Vanguard Developed Mkt Ind Adm Pooled Separate Account		83,511
*	MN Life Insurance Co.	Dodge & Cox Intl Stock Fund Pooled Separate Account		57,457
*	MN Life Insurance Co.	Vanguard LifeStrategy Cons Gro Pooled Separate Account		52,469
*	MN Life Insurance Co.	Goldman Sachs Mid Cap Val, Ins Pooled Separate Account		47,382
*	MN Life Insurance Co.	Disciplined Gro Small Cap Gro Pooled Separate Account		21,789

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

Plan Name Rae-Ann Holdings, Inc. and Affiliates 401(k) Plan

EIN: 34-1713705

Plan Sponsor's Name RAE-ANN HOLDINGS INC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MN Life Insurance Co.	Vanguard LifeStrategy Growth Pooled Separate Account		17,271
*	MN Life Insurance Co.	Loomis Sayles Value Admin Pooled Separate Account		17,126
*	MN Life Insurance Co.	Goldman Sachs Mid Cap Growth Pooled Separate Account		11,044
*	MN Life Insurance Co.	Goldman Sachs Shrt Dur Govt, I Pooled Separate Account		10,827
*	MN Life Insurance Co.	Advantus Money Market Pooled Separate Account		8,630