

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
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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>EMPOWER HR RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>333</u>
	1c Effective date of plan	<u>01/01/1998</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>EMPOWER, INC.</u> <u>2200 GENOA BUSINESS PARK DR</u> <u>BRIGHTON, MI 48114</u>	2b Employer Identification Number (EIN)	<u>36-4115383</u>
	2c Plan Sponsor's telephone number	<u>810-220-2659</u>
	2d Business code (see instructions)	<u>561300</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.	10/11/2016	ROBERT CZAPIEWSKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	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 4760
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 4155 6a(2) 3165 6b 0 6c 513 6d 3678 6e 0 6f 3678 6g 2208 6h 50
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 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) ☐ 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)
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11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

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

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

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

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) 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 <u>EMPOWER HR RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EMPOWER, INC.</u>	D Employer Identification Number (EIN) <u>36-4115383</u>

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

<u>ALLIANCEBERNSTEIN INVESTOR SERVICES</u>	<u>PO BOX 786003</u> <u>SAN ANTONIO, TX 78278-6003</u>
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(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

<u>AMERICAN FUNDS</u>	<u>333 SOUTH HOPE STREET</u> <u>LOS ANGELES, CA 90071-1406</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>COLUMBIA MANAGEMENT</u>	<u>PO BOX 8081</u> <u>BOSTON, MA 02266-8081</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>FEDERATED KAUFMANN FUNDS</u>	<u>4000 ERICSSON DRIVE</u> <u>WARRENDALE, PA 15086-7561</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS

P.O. BOX 77001
CINCINNATI, OH 45277-0003

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

INVESCO INVESTMENT SERVICES, INC.

PO BOX 219078
KANSAS CITY, MO 64121-9078

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

JOHN HANCOCK SIGNATURE SERVICES, IN

PO BOX 55913
BOSTON, MA 02205-5913

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

OPPENHEIMER FUNDS SERVICES

PO BOX 5270
DENVER, CO 80217-5270

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

THE VANGUARD GROUP

INVESTOR INFORMATION DEPARTMENT
PO BOX 2600
VALLEY FORGE, PA 19482-2600

(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)

FREEBORN & PETERS LLP

36-3238755

(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?
29	ATTORNEY	41597	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NEWPORT GROUP, INC.

27-2037969

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	TPA	358533	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LPL FINANCIAL

75 STATE ST
BOSTON, MA 02109

(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?
10	INVESTMENT ADVISOR	106255	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)

SYCAMORE PRINTING

216 SYCAMORE ST
SUITE 103
MUSCATINE, IA 52761

(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?
29	NONE	13166	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan EMPOWER HR RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	333
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 EMPOWER, INC.	D Employer Identification Number (EIN) 36-4115383	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE FUND N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 76-0727727-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2433474
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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)
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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)
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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)
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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)
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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)
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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)
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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
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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
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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
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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 01/01/2015 and ending 12/31/2015		
A Name of plan EMPOWER HR RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 333
C Plan sponsor's name as shown on line 2a of Form 5500 EMPOWER, INC.		D Employer Identification Number (EIN) 36-4115383

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	125319	281753
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	237937	190236
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	1431634	1389118
(9) Value of interest in common/collective trusts.....	1c(9)	3029120	2433474
(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)	77426069	66782701
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	28840	181704

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	82278919	71258986

Liabilities

g Benefit claims payable	1g		45921
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	181616	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	181616	45921

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	82097303	71213065
---	-----------	----------	----------

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)	2183474	
(B) Participants	2a(1)(B)	6272553	
(C) Others (including rollovers)	2a(1)(C)	1353038	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		9809065
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)	46816	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		46816
(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)	2596881	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2596881
(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)		-3067181
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		9385581

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13359749	
(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)		13359749
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)	41597	
(2) Contract administrator fees	2i(2)	358533	
(3) Investment advisory and management fees	2i(3)	106255	
(4) Other	2i(4)	13166	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		519551
j Total expenses. Add all expense amounts in column (b) and enter total	2j		13879300

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-4493719
l Transfers of assets:			
(1) To this plan	2l(1)		1248410
(2) From this plan	2l(2)		7638929

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: GRANT, MILLMAN & JOHNSON, P.C.

(2) EIN: 38-2555519

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.)	☒	☐	☐	3744
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			500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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)
DROST KIVLAHAN, MCMAHON & O'CONNOR LLC 401(K) PLAN	20-5232711	002
CONVERGENCE TECHNOLOGIES 401(K) PLAN	36-4053240	001
NARRATIVE SCIENCE, INC. RETIREMENT TRUST	27-1873364	001
TANGIBLE HAPTICS LLC 401K PLAN	65-6511300	001

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

A Name of plan <u>EMPOWER HR RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EMPOWER, INC.</u>	D Employer Identification Number (EIN) <u>36-4115383</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>26-0010549</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
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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
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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

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

DECEMBER 31, 2015

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

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Grant, Millman & Johnson, P.C.

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INDEPENDENT AUDITOR'S REPORT

To The Participants and Administrator of the
Empower HR Retirement Savings Plan
Brighton, Michigan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Empower HR Retirement Savings Plan, which comprise the Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Newport Trust Company (formerly Verisight Trust Company), the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2015 and 2014, that the information provided to the plan administrator by the trustee is complete and accurate.



Grant, Millman & Johnson, P.C.

CERTIFIED PUBLIC ACCOUNTANTS
AND BUSINESS ADVISORS

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 – Supplemental Schedules

The supplemental schedules are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, 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 the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

GRANT, MILLMAN & JOHNSON, P.C.

Grant, Millman & Johnson, PC

October 7, 2016

EMPOWER HR RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
ASSETS:		
Investments, at Fair Value:		
Registered Investment Companies	\$ 66,782,701	\$ 77,426,069
Common/Collective Trust Fund	<u>2,433,474</u>	<u>3,029,120</u>
Total Investments	<u>69,216,175</u>	<u>80,455,189</u>
Receivables:		
Contribution Receivable - Employer	190,236	237,937
Notes Receivable from Participants	<u>1,389,118</u>	<u>1,431,634</u>
Total Receivables	<u>1,579,354</u>	<u>1,669,571</u>
Cash	<u>281,753</u>	<u>125,319</u>
Other Asset:		
Insurance - Cash Value	<u>181,704</u>	<u>28,840</u>
Total Assets	71,258,986	82,278,919
LIABILITIES:		
Benefits Payable	<u>45,921</u>	<u>181,616</u>
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	71,213,065	82,097,303
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract	<u>(11,950)</u>	<u>(41,197)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 71,201,115</u></u>	<u><u>\$ 82,056,106</u></u>

See Notes to Financial Statements

EMPOWER HR RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income:		
Dividend and Interest Income	\$ 2,596,881	\$ 3,235,246
Net Appreciation in Fair Value of Investments	-	2,389,559
	<u>2,596,881</u>	<u>5,624,805</u>
Total Investment Income		
Interest - Notes Receivable from Participants	<u>46,816</u>	<u>53,388</u>
Contributions:		
Participants	6,272,553	6,962,074
Employer	2,183,474	2,042,656
Rollover	<u>1,353,038</u>	<u>1,214,368</u>
Total Contributions	<u>9,809,065</u>	<u>10,219,098</u>
Other Income	<u>144,973</u>	<u>-</u>
Total Additions	<u>12,597,735</u>	<u>15,897,291</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	13,359,749	24,336,250
Net Depreciation in Fair Value of Investments	3,182,907	-
Administrative Expenses	<u>519,551</u>	<u>400,100</u>
Total Deductions	<u>17,062,207</u>	<u>24,736,350</u>
DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(4,464,472)	(8,839,059)
TRANSFERS OF ASSETS:		
To This Plan	1,248,410	8,595,939
From This Plan	<u>(7,638,929)</u>	<u>(6,416,089)</u>
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>82,056,106</u>	<u>88,715,315</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u><u>\$ 71,201,115</u></u>	<u><u>\$ 82,056,106</u></u>

See Notes to Financial Statements

EMPOWER HR RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS December 31, 2015 and 2014

NOTE 1 - Description of the Plan

The following description of the Empower HR Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution 401(k) plan established effective January 1, 1998 and is a multiple employer plan with 133 participating employers as of December 31, 2015. The Plan Administrator maintains all necessary employment records and determines participant eligibility. The Plan is subject to the provisions of the Employee Retirement Security Act of 1974 (ERISA), as amended, and Section 401(k) of the Internal Revenue Code ("IRC"). The trustee of the Plan is Newport Trust Company (formerly Verisight Trust Company).

Eligibility – The Plan allows each participating employer to choose one of the following eligibility options for participants who have reached twenty-one years of age:

- Immediate
- One year of service
- Any number of months of service not exceeding twelve

Contributions - Participants may contribute up to 100 percent of their pre-tax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make rollover contributions representing distributions from other qualified plans. Participating employers may elect to make 401(k) safe harbor, discretionary matching and discretionary profit sharing contributions in accordance with the provisions of the Plan agreement. Participating employer contributions are invested pursuant to the participant's investment elections. Contributions are subject to certain IRC limitations.

Participant Accounts - Each participant's account is credited with the participant's contributions and allocations of (a) the participating employer's contribution (if applicable), (b) Plan earnings, and (c) forfeitures of terminated participants non-vested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their contributions, 401(k) safe harbor contributions and related earnings thereon. Vesting in discretionary employer contributions, and related earnings thereon are based on the following options:

- Immediate
- 100% after three years
- 100% after five years
- 100% after six years

In addition, a participant becomes 100 percent vested upon death, disability or attainment of age 65.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2015 and 2014

NOTE 1 - Description of the Plan (Continued)

Investment Options - Upon enrollment in the Plan, a participant may direct employee contributions in one percent increments in any of the 38 investment options. Participants may change their investment options at any time. These options consist of professionally managed mutual funds and a collective trust fund, and vary in their respective strategies, risks and goals.

Notes Receivable from Participants - The Plan allows participants to borrow up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loans must be repaid within five years, except for loans used to purchase the participant's principal residence. The loans are collateralized by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are paid through payroll deductions.

Payment of Benefits - After separation from service due to termination, death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account, a series of annual installments over a period not to exceed ten years, or the purchase of an annuity contract. While employed, a participant may make in-service and hardship withdrawals in accordance with the Plan's provisions.

Forfeitures - Forfeitures were \$45,842 in 2015 and \$37,273 in 2014. Forfeitures were used to reduce employer contributions by \$0 in 2015 and by \$8,179 in 2014. The value of forfeited non-vested accounts totaled \$157,275 at December 31, 2015 and \$118,403 at December 31, 2014. The Plan may use the forfeiture balance to reduce future employer contributions.

NOTE 2 - Significant Accounting Policies

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

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

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2015 and 2014

NOTE 2 - Significant Accounting Policies (Continued)

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

Investment Valuation - Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Contributions - Contributions to the Plan from employees and from the Company, as defined in the plan, are recorded on an accrual basis.

Notes Receivable from Participants - Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. If a participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - The Plan's administrative expenses are primarily paid by the plan sponsor and participating employers, and are excluded from these financial statements. Fees for the administration of notes receivable from participants and processing of benefit payments are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events - Management has evaluated events and transactions through October 7, 2016, the date the financial statements were available to be issued.

EMPOWER HR RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED) December 31, 2015 and 2014

NOTE 3 - Fair Value Measurements

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

Assets at Fair Value as of December 31, 2015				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$66,782,701	\$ -	\$ -	\$66,782,701
Common/collective trust	-	2,433,474	-	2,433,474
Total assets at fair value	<u>\$66,782,701</u>	<u>\$ 2,433,174</u>	<u>\$ -</u>	<u>\$69,216,175</u>

Assets at Fair Value as of December 31, 2014				
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$77,426,069	\$ -	\$ -	\$77,426,069
Common/collective trust	-	3,029,120	-	3,029,120
Total assets at fair value	<u>\$77,426,069</u>	<u>\$ 3,029,120</u>	<u>\$ -</u>	<u>\$80,455,189</u>

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels which are described below. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

Level 1 Fair Value Measurements

Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

The fair value of money market and mutual funds is based on quoted net asset values of the shares held by the Plan at year end. The fair value of common stock is based on the closing price reported on the active market where the individual securities are traded.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2015 and 2014

NOTE 3 - Fair Value Measurements (Continued)

Level 2 Fair Value Measurements

Level 2 inputs consist of quoted prices for similar assets in active and inactive markets and other observable corroborated market data. Level 2 inputs were only used when Level 1 inputs were not available. This includes, but is not limited to, quoted prices for similar assets or liabilities in markets that are not active. The fair value of the common trust fund is based on information provided by the issuer of the fund, by discounting the related cash flows based on current yields of similar instruments with comparable durations and credit worthiness. The fair values of government securities, corporate bonds, and municipal bonds are valued by a third-party brokerage house.

Level 3 Fair Value Measurements

Level 3 assets have the lowest priority. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available. The Level 3 fair value measurement is based on other unobservable inputs. The Plan did not have any assets utilizing Level 3 inputs at December 31, 2015 and 2014.

NOTE 4 - Investments

The following presents investments that represented five percent or more of the Plan's net assets available for benefits at either December 31, 2015 or 2014:

	<u>2015</u>	<u>2014</u>
JP Morgan SmartRetirement 2015 Fund	\$ 3,640,334	\$ 4,916,736
JP Morgan SmartRetirement 2020 Fund	\$ 6,001,985	\$ 5,977,934
JP Morgan SmartRetirement 2025 Fund	\$ 8,607,813	\$ 10,820,773
JP Morgan SmartRetirement 2030 Fund	\$ 5,215,639	\$ 6,990,192
JP Morgan SmartRetirement 2035 Fund	\$ 5,498,948	\$ 5,626,991
JP Morgan SmartRetirement 2040 Fund	\$ 4,469,840	\$ 4,388,563

The Plan's investments include the Wells Fargo Stable Value Fund N (the Fund), a collective trust fund sponsored by Wells Fargo Bank, N.A. that is considered a fully benefit-responsive investment contract. All of the Fund's assets are invested in Wells Fargo Stable Return Fund G, in which the Fund held a 0.28% ownership interest at December 31, 2015.

The account is credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Because the investment is fully benefit responsive, contract value is the relevant measurement attribute. The contract is included in the respective statements of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value represents contributions made to the Fund plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2015 and 2014

NOTE 4 - Investments (Continued)

The following is a summary of the contract and fair values at December 31, 2015 and 2014, and the average yields and crediting interest rates for the years then ended:

	<u>2015</u>	<u>2014</u>
Contract value	\$ 2,421,524	\$ 2,987,923
Fair value	\$ 2,433,474	\$ 3,029,120
Average yield	1.83%	1.40%
Crediting interest rate	1.79%	1.64%

There are no events that require the Plan to settle at an amount different than contract value, and generally there are no events that could limit the ability of the Plan to transact at contract value.

NOTE 5 - Net Change in Fair Value of Investments

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$3,182,907 in 2015, and appreciated in value by \$2,389,559 in 2014.

NOTE 6 - Information Certified by Trustee

The following is a summary of certain financial information certified by the trustee as being complete and accurate at December 31, 2015 and 2014 and for the years then ended:

	<u>2015</u>	<u>2014</u>
Statement of net assets available for benefits:		
Investments:		
Registered investment companies	\$ 66,782,701	\$ 77,426,069
Common/collective trust fund	<u>2,433,474</u>	<u>3,029,120</u>
Total investments	<u>69,216,175</u>	<u>\$ 80,455,189</u>
Notes receivable from participants	<u>\$ 1,389,118</u>	<u>\$ 1,431,634</u>
Cash	<u>\$ 281,753</u>	<u>\$ 125,319</u>
Statement of changes in net assets available for benefits:		
Dividend and interest income	\$ 2,596,881	\$ 3,235,246
Net change in fair value of investments	\$ (3,182,907)	\$ 2,389,559
Interest on participant loans	\$ 46,816	\$ 53,388

The information summarized above represents assets that were invested by the trustee at December 31, 2015 and 2014.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2015 and 2014

NOTE 7 - Related Party Transactions

Plan investments include mutual funds managed by Goodworth Kitchie & Associates, the Plan's investment advisor. These investments qualify as party-in-interest transactions.

NOTE 8 - Plan Termination

Although it has not expressed any intent to do so, the sponsor has the right under the Plan agreement to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions.

NOTE 9 - Tax Status

The Internal Revenue Service has determined and informed Plan management by a letter dated March 14, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Management believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and that, therefore, the Plan is qualified and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 for any uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The plan administrator has concluded that as of December 31, 2015 there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. There are currently no audits in progress for any tax periods. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2012.

NOTE 10 - Risks and Uncertainties

The Plan provides for various investment options whose underlying investment securities include stocks, bonds and fixed income 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 the participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2015 and 2014

NOTE 11 - Reconciliation of Financial Statements to Form 5500

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

	<u>2015</u>	<u>2014</u>
Net assets available for benefits per the financial statements	\$71,201,115	\$82,056,106
Adjustment to fair value from contract value for fully benefit-responsive investment contract	<u>11,950</u>	<u>41,197</u>
Net assets per Form 5500	<u>\$71,213,065</u>	<u>\$82,097,303</u>

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

	<u>2015</u>	<u>2014</u>
Change in net assets available for benefits per the financial statements	\$(4,464,472)	\$(8,839,059)
Adjustment to fair value from contract value for fully benefit-responsive investment contract	<u>(29,247)</u>	<u>21,756</u>
Change in net assets per Form 5500	<u>\$(4,493,719)</u>	<u>\$(8,817,303)</u>

NOTE 12 - Plan Transfers

During 2015, five employers elected to participate in the Plan, resulting in the transfer of assets totaling \$1,248,410 from other qualified plans into the Plan, and fourteen employers elected to end their participation in the Plan, resulting in the transfer of assets totaling \$7,638,929 to other qualified plans.

During 2014, four employers elected to participate in the Plan, resulting in the transfer of assets totaling \$8,595,939 from other qualified plans into the Plan, and ten employers elected to end their participation in the Plan, resulting in the transfer of assets totaling \$6,416,089 to other qualified plans.

**EMPOWER HR
RETIREMENT SAVINGS PLAN**

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
December 31, 2015 and 2014

NOTE 13 – Subsequent Events

On January 24, 2016, the Plan's assets were transferred to a new trustee, Transamerica. Prior to that date 42 employers elected to end their participation in the Plan, resulting in the transfer of assets totaling \$26,066,366 to other qualified plans.

During 2016, one employer elected to participate in the Plan, resulting in the transfer of assets totaling \$357,714 from another qualified plan into the Plan, and subsequent to January 24, 2016, one employer elected to end its participation in the Plan, resulting in the transfer of assets totaling \$53,180 to another qualified plan.

NOTE 14- Timely Remittance of Contributions

Amounts withheld for employee contributions and loan repayments are required to be remitted to the trustee as soon as they can be reasonably segregated. On one occasion, the Plan sponsor did not remit the amounts withheld by one employer within the specified time frame. Untimely remittance of participants' contributions constitutes a prohibited transaction under ERISA section 406. The Plan sponsor has corrected this by remitting the amounts withheld plus lost earnings.

SUPPLEMENTAL INFORMATION

EMPOWER HR RETIREMENT SAVINGS PLAN

SCHEDULE H - LINE 4(i) SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2015

EIN: 36-2700871

Plan Number: 333

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost (1)	Current value
	Wells Fargo Galliard Stable Value Fund N	Common/collective trust fund		\$ 2,433,474
	Allianz RCM Technology Fund	Mutual fund		1,303,984
	Blackrock Equity Dividend Fund	Mutual fund		1,963,088
	Blackrock High Yield Bond Fund	Mutual fund		979,216
*	Goodworth Kitchie & Associates Active Conservative Fund	Mutual fund		13,096
*	Goodworth Kitchie & Associates Active Growth Fund	Mutual fund		760,767
*	Goodworth Kitchie & Associates Active Growth w/ Income Fund	Mutual fund		1,195,760
*	Goodworth Kitchie & Associates Active Income w/ Mod Growth Fund	Mutual fund		332,372
*	Goodworth Kitchie & Associates Passive Conservative Fund	Mutual fund		14,737
*	Goodworth Kitchie & Associates Passive Growth Fund	Mutual fund		84,114
*	Goodworth Kitchie & Associates Passive Growth w/ Income Fund	Mutual fund		307,083
*	Goodworth Kitchie & Associates Passive Income w/ Mod Growth Fund	Mutual fund		6,432
	Invesco Charter Fund	Mutual fund		295,623
	Invesco International Growth Fund	Mutual fund		894,953
	JP Morgan SmartRetirement 2015 Fund	Mutual fund		3,640,334
	JP Morgan SmartRetirement 2020 Fund	Mutual fund		6,001,985
	JP Morgan SmartRetirement 2025 Fund	Mutual fund		8,607,813
	JP Morgan SmartRetirement 2030 Fund	Mutual fund		5,215,639
	JP Morgan SmartRetirement 2035 Fund	Mutual fund		5,498,948
	JP Morgan SmartRetirement 2040 Fund	Mutual fund		4,469,840
	JP Morgan SmartRetirement 2045 Fund	Mutual fund		2,360,584
	JP Morgan SmartRetirement 2050 Fund	Mutual fund		1,114,293
	JP Morgan SmartRetirement 2055 Fund	Mutual fund		298,457
	JP Morgan SmartRetirement Income Fund	Mutual fund		2,079,597
	Neuberger Berman Real Estate Fund	Mutual fund		643,979
	Nuveen Large Cap Growth Opportunity Fund	Mutual fund		1,287,162
	Nuveen Strategic Income Fund	Mutual fund		681,755
	Oppenheimer Developing Markets Fund	Mutual fund		1,275,625
	Pimco Commodity Real Return Strategy Fund	Mutual fund		152,803
	Prudential Jennison Mid Cap Growth Fund	Mutual fund		1,182,691
	Putnam Capital Opportunities Fund	Mutual fund		583,468
	Vanguard 500 Index Investor Fund	Mutual fund		3,262,964
	Vanguard Large Cap Index Fund	Mutual fund		2,015,474
	Vanguard Mid Cap Index Fund	Mutual fund		2,133,163
	Vanguard Small Cap Index Fund	Mutual fund		2,231,836
	Vanguard Total Bond Market Index Fund	Mutual fund		1,504,257
	Vanguard Total Intl Stock Index Fund	Mutual fund		1,184,388
	Victory Established Value Fund	Mutual fund		1,204,421
	TOTAL INVESTMENTS			69,216,175
	Notes receivable from participants	Interest ranging from 3.25% to 7%.		1,389,118
TOTAL INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS				\$ 70,605,293

* Denotes party in interest

(1) Cost omitted for participant-directed investments

EMPOWER HR RETIREMENT SAVINGS PLAN

SCHEDULE H - LINE 4(a)
 SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
 December 31, 2015
 EIN: 36-2700871 PLAN: 333

Participant Contributions Transferred Late to Plan Check here if Late Participant Loan Repayments are included ☒	Totals that Constitute Non Exempt Prohibited Transactions			Total Fully Corrected Under VCFP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VCFP	Contributions Pending Correction in VCFP	
\$ 5,332	\$ -	\$ -	\$ -	\$ 5,332

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
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Part I Annual Report Identification Information	
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan (Filers checking this box 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 Empower HR Retirement Savings Plan 2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, 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) Empower, Inc. 2200 GENOA BUSINESS PARK DR US BRIGHTON MI 48114	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="background-color: #f2f2f2;">1b Three-digit plan number (PN) ▶</td> <td style="text-align: center;">333</td> </tr> <tr> <td style="background-color: #f2f2f2;">1c Effective date of plan</td> <td style="text-align: center;">01/01/1998</td> </tr> <tr> <td style="background-color: #f2f2f2;">2b Employer Identification Number (EIN)</td> <td style="text-align: center;">36-4115383</td> </tr> <tr> <td style="background-color: #f2f2f2;">2c Plan Sponsor's telephone number</td> <td style="text-align: center;">(810) 220-2659</td> </tr> <tr> <td style="background-color: #f2f2f2;">2d Business code (see instructions)</td> <td style="text-align: center;">561300</td> </tr> </table>	1b Three-digit plan number (PN) ▶	333	1c Effective date of plan	01/01/1998	2b Employer Identification Number (EIN)	36-4115383	2c Plan Sponsor's telephone number	(810) 220-2659	2d Business code (see instructions)	561300
1b Three-digit plan number (PN) ▶	333										
1c Effective date of plan	01/01/1998										
2b Employer Identification Number (EIN)	36-4115383										
2c Plan Sponsor's telephone number	(810) 220-2659										
2d Business code (see instructions)	561300										

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		10/11/16	ROBERT CZAPIEWSKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/11/16	ROBERT CZAPIEWSKI
	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	4,760
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)	4,155
a(2) Total number of active participants at the end of the plan year		6a(2)	3,165
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	513
d Subtotal. Add lines 6a(2), 6b, and 6c.		6d	3,678
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	3,678
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	2,208
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	50
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 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)		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		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information - Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ 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 _____

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2015 and ending 12/31/2015

Name of plan Empower HR Retirement Savings Plan		PN: 333
Sponsor Name: Empower, Inc.		EIN: 36-4115383
Sponsor Name	EIN	Percent of Total Contributions
1ST CLASS SOLUTIONS	35-1956497	0.14 %
1T01 CARD	36-4154856	1.09 %
AAF CARDINAL STATION	26-3061274	0.13 %
ABCD INC.	39-1967028	0.19 %
ACCELERATION HUMAN RESOURCES	20-8485067	0.28 %
ACEG LLC	20-0786583	0.36 %
ADVANCED COMPUTING INC	36-4123137	0.19 %
AIRRX ANTIMICROBIAL SCIENCES INC.	47-3199788	0.36 %
APG GENERAL INC	38-3387556	0.03 %
ARCHIBLOX LLC	20-5519860	0.00 %
ASCEDIA INC.	39-2004811	1.52 %
AUXILIATIO LLC	47-2529351	0.83 %
BACKGROUND RESOURCES	37-1421964	0.13 %
BENDER LUMBER CO INC	35-1077654	1.36 %
BETTER BUSINESS BUREAU CENTRAL INDIANA	35-0177190	0.55 %
BROADHAVEN CAPITAL PARTNERS LLC	27-0856899	0.86 %
BRUCE KOLTON MD.LLC	36-4408879	0.60 %
BURKHART MARKETING ASSOCIATES	27-4240695	0.34 %
BUSINESS-FITNESS INC.	72-1557414	0.00 %
CAREER STRATEGIES INC.	20-0403594	0.12 %
CFR ENGINES INC	61-1740732	0.65 %
COLORADO REGIONAL CENTER LLC	27-0522269	0.21 %
COMPASSIONATE HOME HEALTH CARE INC	20-3689329	0.60 %
CONNECT THINK LLC	27-2594867	0.22 %
CONTINUUS TECHNOLOGIES LLC	45-3345723	0.36 %
CONVERGENT	27-0770907	0.00 %
CORE VISION IT SOLUTIONS LLC	20-0885296	0.42 %
CPL INDUSTRIES INC.	39-1099529	0.74 %
CREDIT LINK	36-4371425	0.04 %
CROSSROADS LOGIC LLC	26-3474712	0.10 %
CSIG SHARED SERVICES GROUP LLC	27-0511151	4.92 %
CUSTOM MED APOTHECARY	35-2095911	1.02 %
DIAMOND NEXUS LABS	20-3905712	0.25 %
DOCTORS EXPRESS	46-2544915	0.38 %
EAGLE CREEK AVIATION SERVICES INC	35-1569118	5.30 %
EDGE DOCUMENT SOLUTIONS LLC	20-2060368	0.19 %
ELSER ENTERPRISES INC.	39-1399292	0.50 %
ENVIRO-SAFE CONSULTING LLC	01-0755807	1.29 %
ESP GROUP INC.	39-1827089	0.96 %
EVERYTHING2GO.COM	20-3551243	0.57 %
		%

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2015 and ending 12/31/2015

Name of plan Empower HR Retirement Savings Plan		PN: 333
Sponsor Name: Empower, Inc.		EIN: 36-4115383
Sponsor Name	EIN	Percent of Total Contributions
FIRST EQUITY MORTGAGE COMPANY	39-1976895	0.04 %
FLEXAN CORPORATION	36-2121434	7.58 %
FORBIDDEN ROOT A BENEFIT LLC	46-2403919	0.01 %
FORESITE REALTY ADVISORS LLC.	47-3547879	0.46 %
FORESITE REALTY MANAGEMENT	26-0615818	0.28 %
FORESITE REALTY PARTNERS LLC	20-2628086	1.99 %
GARAGE DOORS OF INDIANAPOLIS	35-1454066	0.64 %
GENERAL CAPITAL MANAGEMENT	39-1916672	3.53 %
HANITATEK LLC	65-1212950	0.71 %
HARKNESS HOUSE FOR CHILDREN	36-4237969	0.06 %
HEALTH CARE CREDIT UNION	39-0992061	0.04 %
HEMOCARE NETWORK SERVICES	27-3203144	1.03 %
HUMAN CAPITAL CONCEPTS LLC	26-0177492	0.53 %
IBIO INSTITUTE	32-0092551	0.62 %
ILLINOIS BIOTECHNOLOGY INDUSTRY ORGANIZATION	36-4225980	0.17 %
ILLINOIS JUNIOR GOLF ASSOC.	36-3723603	0.63 %
ILLINOIS PGA	36-2737444	0.26 %
ILLINOIS SCIENCE AND TECHNOLOGY COALITION	35-2334171	0.96 %
ILLINOIS SCIENCE ENERGY INNOVATION FOUNDATION	45-5087827	0.73 %
IN SECONDARY MARKET	31-0995844	1.54 %
INTEGRATED HEALTH NETWORK OF WISCONSIN LLC.	20-3723856	3.07 %
IRON BLOCK HOLDINGS LLC	39-1965399	0.40 %
ITA - IL TECHNOLOGY ASSOC	36-3349701	0.22 %
JR WORTMAN CO. INC	35-1906097	0.50 %
KENSIMUM LLC	20-4562275	0.12 %
KMR, LLC	05-0609904	0.28 %
LAKE HILL HOUSE LLC	39-1972556	0.00 %
LANEX LLC	39-1949220	0.02 %
LEGACY LLC	47-2413816	2.19 %
LEVERSON AND METZ S.C.	61-1514597	0.88 %
LONE STAR SERVICES	47-1431475	0.47 %
MERIDIAN MUSIC	35-1752048	0.13 %
METACYTE BUSINESS LAB LLC	16-1657492	0.77 %
METROPOLITAN MEDICAL CENTER	20-2804280	0.53 %
MILHAUS DEVELOPMENT LLC	27-0915015	2.67 %
MILWAUKEE CHARTER SCHOOL ADVOCATES INC	27-3380786	0.23 %
MILWAUKEE INSTITUTE INC.	26-0724304	0.05 %
NAVIDAR HOLDCO LLC	80-0203637	0.86 %
NUCLEUS	26-3416972	0.54 %
O DESS AND ASSOCIATES S.C.	26-0455795	0.61 %
		%

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2015 and ending 12/31/2015

Name of plan Empower HR Retirement Savings Plan		PN: 333
Sponsor Name: Empower, Inc.		EIN: 36-4115383
Sponsor Name	EIN	Percent of Total Contributions
OBRIEN INTERNATIONAL LLC	87-0696926	3.16 %
PRIME CARE MANAGEMENT LLC	35-2110755	0.08 %
PRISM CAPITAL MGT CO. INC.	51-0065221	0.02 %
PROBO MEDICAL INC	46-5605623	0.03 %
PROFESSIONAL BILLING ANALYSIS	36-3747118	0.57 %
PROGRESSIVE REHAB NETWORK LTD	38-3113524	0.04 %
PROLITEC INC.	20-1013943	2.38 %
PRONTO SOFTWARE INC.	36-4736021	0.20 %
RAIDIOUS LLC	90-0493865	0.09 %
REAL ESTATE RESOURCES LLC	27-3115827	0.01 %
REGENCY PROPERTY SERVICES LLC	35-1973817	1.93 %
RELIANT	90-0984729	1.85 %
RESOLV INC.	20-4055825	0.40 %
RICHARD M. HERD JR.DDS	35-1392707	0.01 %
RIGHT TOUCH DENTAL	90-0139132	0.04 %
RJO LUXURY COACH	26-1630113	0.30 %
ROCKFORD COMMERCIAL WAREHOUSE	01-0703702	0.72 %
SABLJAK RAETHER & HOGERTON LLC	47-2116651	0.01 %
SAFE SITTER INC	31-1184693	0.47 %
SAGAMORE INSTITUTE INC	20-1161578	0.73 %
SENIOR HOME CARE SOLUTIONS	20-3552720	0.82 %
SERLIO SOFTWARE DEVELOPMENT	73-1640392	0.77 %
SEVERNS ASSOCIATES P.C.	20-2596159	0.36 %
SHARP LITERACY INC	39-1963963	0.81 %
SHOWINGTIME.COM	36-4326179	3.79 %
SIMPLE RELEVANCE INC	27-5333452	0.00 %
SINODE SYSTEMS INC	46-2971717	0.06 %
SPRING BANK INC.	26-3029523	2.03 %
STARTSPOT MEDIAWORKS INC.	36-4146253	3.68 %
STATEWAY SERVICES LLC	80-0739271	0.03 %
STEADYSERV TECHNOLOGIES. LLC	45-4610612	0.03 %
SUGAR CREEK ENTERPRISES	27-1122565	0.02 %
SUPPLY VISION INC	27-3113477	0.06 %
SUSAN G KOMEN FOR THE CURE	75-2844639	0.12 %
TEKLYNX AMERICAS INC	27-3891202	1.72 %
THE ANSLEY CAPITAL GROUP	58-2450440	0.02 %
THE COMMUNITY HEALTH CLINIC INC	26-4463924	0.16 %
THE FIRST TEE OF GREATER CHICAGO	31-1746890	0.04 %
THE WALSH COMPANY INC	39-0937345	0.23 %
TIFFANY LAWN & GARDEN SUPPLY	35-1500561	0.49 %
		%

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2015 and ending 12/31/2015

[illegible]

Form 5500 annual return/Report of Employee Benefit Plan

Schedule H Line 4a – Schedule of Delinquent Participant Contributions

See Supplemental Schedule attached with IQPA Opinion and Financial Statements.

Form 5500 annual return/Report of Employee Benefit Plan
Schedule H Line 4i – Schedule of Assets (Held at End of Year)

See Supplemental Schedule attached with IQPA Opinion and Financial Statements.

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning 01/01/2015 and Ending 12/31/2015

Name of Plan: **Empower HR Retirement Savings Plan**

Employer Identification Number: **36-4115383** Three-digit plan number: **333**

[illegible]

5b(1) Name of Plan(s)	5b(2) EIN(s)	PN(s)
Smart Choice MRI, LLC 401(k) Plan	20-5054269	001
Spring Bank 401(k) Plan	26-3029523	001
EmpowerHR of Texas Retirement Savings Plan	27-4032557	001
ADP TotalSource Retirement Savings Plan	59-2452823	001
Nexus Engineering 401(k) & Savings Plan	75-2286049	001
TriNet Passport 401(k) Plan	43-1304650	334
Milhaus Development, LLC Employees Savings Trust	27-0915015	001
Heart to Heart Hospice 401(k) Plan	61-1700842	333
CII, ESG, PEM, and PSM 401(k) Retirement Savings Plan	62-1247089	333