Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
401(K) PLAN OF PROCTOR & PROCTOR, INC.

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1984

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)
PROCTOR & PROCTOR, INC.

2373 W TENNESSEE ST
TALLAHASSEE, FL 32304

2b Employer Identification Number (EIN) 59-0411230

2c Plan Sponsor's telephone number 850-422-2277

2d Business code (see instructions) 441110

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.	10/13/2016	THEO PROCTOR III
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2016	THEO PROCTOR III
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	150
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)**	118
a(2) Total number of active participants at the end of the plan year	**6a(2)**	104
b Retired or separated participants receiving benefits	**6b**	42
c Other retired or separated participants entitled to future benefits	**6c**	0
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	146
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	146
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	118
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

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

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

A Name of plan
401(K) PLAN OF PROCTOR & PROCTOR, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROCTOR & PROCTOR, INC.

D Employer Identification Number (EIN)
59-0411230

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

GRANITE RETIREMENT SERVICES, LLC

20-3714609

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

TD AMERITRADE TRUST COMPANY

20-0937408

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection.

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

A Name of plan
401(K) PLAN OF PROCTOR & PROCTOR, INC.

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PROCTOR & PROCTOR, INC.

D Employer Identification Number (EIN)
59-0411230

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

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD 100% FIXED INCOME MANAGED

b Name of sponsor of entity listed in (a): HAND COMPOSITE EMPLOYEE BENEFIT TRUST

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)
74-2008758-089	C	25424

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD 20/80 CONSERVATIVE MANAGED

b Name of sponsor of entity listed in (a): HAND COMPOSITE EMPLOYEE BENEFIT TRUST

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)
74-2008758-090	C	161909

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD 40/60 MODERATE MANAGED TRU

b Name of sponsor of entity listed in (a): HAND COMPOSITE EMPLOYEE BENEFIT TRUST

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)
74-2008758-091	C	394546

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD 60/40 MOD AGGRESSIVE MANAG

b Name of sponsor of entity listed in (a): HAND COMPOSITE EMPLOYEE BENEFIT TRUST

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)
74-2008758-092	C	1333641

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD 70/30 MOD AGGR GROWTH

b Name of sponsor of entity listed in (a): HAND COMPOSITE EMPLOYEE BENEFIT TRUST

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)
74-2008758-093	C	901668

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD 80/20 AGGRESSIVE MANAGED T

b Name of sponsor of entity listed in (a): HAND COMPOSITE EMPLOYEE BENEFIT TRUST

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)
74-2008758-094	C	158707

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD 100% EQUITY MANAGED TRUST

b Name of sponsor of entity listed in (a): HAND COMPOSITE EMPLOYEE BENEFIT TRUST

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)
74-2008758-095	C	82718

a Name of MTIA, CCT, PSA, or 103-12 IE: RELIANCETRUST STABLE VALUE FUND

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

c EIN-PN 46-6625488-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3327

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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a Plan name

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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
401(K) PLAN OF PROCTOR & PROCTOR, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROCTOR & PROCTOR, INC.

D Employer Identification Number (EIN)
59-0411230

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		621
(2) Participant contributions	1b(2)		4869
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	51125	54007
(9) Value of interest in common/collective trusts	1c(9)	3097753	3061940
(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)		818215
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	556377	

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3705255	3939652
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	15526	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	15526	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3689729	3939652

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)	47267	
	(B) Participants	2a(1)(B)	356829	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		404096
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	3078	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3078
	(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)	18385	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		18385
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-29861
(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)		-5701
c Other income	2c		10076
d Total income. Add all **income** amounts in column (b) and enter total	2d		400073
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	100327	
(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)		100327
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	20154	
(3) Investment advisory and management fees	2i(3)	29669	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		49823
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		150150
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		249923
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MASTERS, SMITH & WISBY P.A. (2) EIN: 59-1466001

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	N/A	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X		
e	Was this plan covered by a fidelity bond?	4e	X			372000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n				
o	Did the plan trust incur unrelated business taxable income?	4o				
p	Were in-service distributions made during the plan year?	4p				

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

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

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

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

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection.

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

A Name of plan
401(K) PLAN OF PROCTOR & PROCTOR, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PROCTOR & PROCTOR, INC.

D Employer Identification Number (EIN)
59-0411230

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 59-1792958

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A

22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

Financial Statements

401(k) Plan of Proctor & Proctor, Inc.

December 31, 2015 and 2014



MASTERS, SMITH & WISBY, P.A.

ACCOUNTANTS & BUSINESS ADVISORS

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MSW
MASTERS, SMITH & WISBY, P.A.
ACCOUNTANTS & BUSINESS ADVISORS

STEVEN D. RAWLINS, CPA
GARY M. HUGGETT, CPA

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee
401(k) Plan of Proctor & Proctor, Inc.
Tallahassee, Florida

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note G, which was certified by TD Ameritrade Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the custodian as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Masters Smith + Wisley P.A.

Certified Public Accountants
Jacksonville, Florida

October 12, 2016

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2015	2014
Assets:		
Investments, at fair value:		
Collective investment funds	$ 3,061,940	$ 3,097,753
Exchange traded funds	818,215	556,377
	3,880,155	3,654,130
Receivables:		
Employee contributions	4,869	-
Employer's contributions	621	-
Notes receivable from participants	54,007	51,125
Total Assets	3,939,652	3,705,255
Liabilities:		
Excess contributions payable	-	15,526
Net Assets Available for Benefits	$ 3,939,652	$ 3,689,729

See notes to financial Statements

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31 2015
Additions to Net Assets Attributed to:	
Investment Income:	
Net depreciation in fair market value of investments	$ (35,562)
Interest, dividends and other income	31,539
Contributions:	
Participants'	356,829
Employer	47,267
Total Additions to Net Assets	400,073
Deductions from Net Assets Attributed to:	
Benefits paid to participants	100,327
Administrative expenses	49,823
Total Deductions from Net Assets	150,150
Net Change	249,923
Net Assets Available for Benefits at Beginning of Year	3,689,729
Net Assets Available for Benefits at End of Year	$ 3,939,652

See notes to financial statements

A. Description of Plan:

The following description of the 401(k) Plan of Proctor & Proctor, Inc. (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 was established to provide retirement benefits for employees of Proctor & Proctor, Inc. (the "Company" or "Employer"). Eligible employees become participants in the Plan following a twelve consecutive month period beginning on the date of hire during which the employee is credited with at least 1,000 hours of service and attainment of age 21, as defined in the Plan agreement. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Participants may make pre-tax and after tax contributions to the Plan based on annual compensation. Participants may contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes matching contributions of 25% up to 4% of compensation for eligible employees. The Company may also make discretionary profit sharing contributions. Participants direct the investment of their contributions into the various investment options offered by the Plan. Total contributions, both participant and employer, including discretionary, are subject to the limits of the Internal Revenue Code (the "IRC") Section 415(c). Participant contributions and employer matching contributions of certain highly compensated participants may also be limited based on contribution nondiscrimination tests described in IRC Section 401(k) and 401(m).

Participant Accounts:

Each participant's account is credited with the participant's contribution, the Employer's contribution, and an allocation of the Plan's earnings and administrative expenses. The Plan's earnings are allocated according to participants' relative account balances.

Participant Loans:

Participants may borrow from their fund accounts a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through payroll deductions.

(continued)

A. Description of Plan (continued):

Vesting:

Participants are immediately vested in their pre-tax and rollover contributions plus actual earnings thereon. That portion of the participants' account that is attributable to employer contributions vests ratably over six years of service. Participants' accounts become fully vested upon attainment of the normal retirement age, early retirement age, upon retirement due to disability, upon death and upon termination of the Plan. Amounts forfeited by terminating participants may be used to reduce Employer contributions. Forfeited non-vested accounts were $1,010 and $20 for the years ended December 31, 2015 and 2014, respectively.

Net assets available for Plan benefits include the accounts of active participants, as well as certain separated, vested, and retired participants who have elected to receive their benefits in installment payments. These participants share in the earnings of the investments funding such accounts.

Distributions to Participants:

Amounts credited to an individual participant's account are distributed at termination of employment as a lump sum, in installments or as an annuity. The full value of an employee's account balance is payable at their normal retirement age, even if the employee continues to work, or the employee may defer payment until April 1 of the calendar year following the later of attainment of age 70 1/2 or retirement.

In certain hardship situations, as described in the Plan agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to required and/or optional deferred account balances and may not include any interest earned thereon.

B. Summary of Accounting Policies:

Basis of Accounting:

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition:

Investments in exchanged traded funds are valued at market rates in active markets. 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. Investments in collective investment funds are not directly traded on active markets but are valued at nest asset value ("NAV") as reported by the custodian to the Plan. These investments utilize various investment strategies; they do not have any unfunded commitments and can be redeemed on a daily basis. See Note E 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.

B. Summary of Accounting Policies: (continued)

Payment of Benefits:

Benefits are recorded when paid.

Notes Receivables 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 on the terms of the Plan document.

Uses of Estimates:

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

Plan Administration Expense:

Certain administrative expenses of the Plan have been paid by the plan sponsor during the year ended December 31, 2015.

Date of Management's Review:

Subsequent events were evaluated through October 12, 2016, the date the financial statements were available to be issued.

C. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time. In the event of Plan termination, the respective participant interest, net of any termination fees, will become fully vested and will be distributed to each participant within 90 days of the termination.

D. Investments:

The following investments at December 31, 2015 and 2014 represent 5% or more of the Plan's net assets:

	2015	2014
HB&T Vanguard 20/80 Conservative Managed	*	229.318
HB&T Vanguard 40/60 Moderate Managed	394,546	531,238
HB&T Vanguard 60/40 Moderated Managed	1,333,641	1,297,733
HB&T Vanguard 70/30 Moderate Aggressive	901,668	837,362
Blackrock Ishares TR S&P 500 Index ETF	196,319	187,840
Vanguard Index FDS REIT ETF	227,003	*

* Less than 5%

D. Investments (continued):

During 2015, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $35,562 as follows:

Collective investment funds	$29,861
Exchange traded funds	5,701
	$35,562

E. Fair Value Measurements:

The Plan's investments are reported at fair value in the accompanying 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.

FASB ASC topic 820 on *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3). The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. The hierarchy is measured in three levels based on the reliability of the inputs:

Level 1 Valuations based on unadjusted quoted prices in active markets for identical assets that the Plan has the ability to access at the measurement date.

Level 2 Valuations based on inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly. Observable inputs include quoted prices for similar assets in active or non-active markets.

Level 3 Valuations derived through the use of valuation models or methodologies using significant unobservable inputs. Level 3 valuations incorporate certain assumptions and projections that are not observable in the market and as a result significant professional judgment may be used in determining the fair values.

E. Fair Value Measurements (continued):

The following are the major categories of assets measured at fair value on a recurring basis during the years ended December 31, 2015 and 2014:

December 31, 2015		Fair Value Hierarchy Level		
	Fair Value	Level 1	Level 2	Level 3
Collective Investment Funds				
Blended	$2,871,280	$ -	$2,871,280	$ -
Fixed Income	187,332	-	187,332	-
Stable Value Fund	3,328	-	3,328	-
Exchange Traded Funds				
Large U.S Equity	328,445	328,445	-	-
Small/Mid U.S. Equity	140,012	140,012	-	-
International Equity	18,615	18,615	-	-
Fixed Income	104,141	104,141	-	-
Specialty Funds	227,002	227,002	-	-
Total	$3,880,155	$818,215	$3,061,940	$ -

December 31, 2014		Fair Value Hierarchy Level		
	Fair Value	Level 1	Level 2	Level 3
Collective investment funds				
Blended	$2,842,756	$ -	$2,842,756	$ -
Fixed Income	253,911	-	253,911	-
Stable Value Fund	1,086	-	1,086	-
Exchange Traded Funds				
Large U.S Equity	299,996	299,996	-	-
Small/Mid U.S. Equity	124,127	124,127	-	-
International Equity	17,375	17,375	-	-
Fixed Income	107,092	107,092	-	-
Specialty Funds	7,787	7,787	-	-
Total	$3,654,130	$ 556,377	$3,097,753	$ -

F. Tax Status:

Effective with the change in record-keeper during 2014, the Plan adopted the Prototype Non-standardized Profit Sharing Plan With CODA provided by Corporate Benefit Administrators, Inc. The Internal Revenue Service has determined and informed Corporate Benefit Administrators, Inc., by letter dated March 31, 2014, that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC).

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

G. Information Prepared and Certified By the Custodian:

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, TD Ameritrade Trust Company, the custodian of the Plan, has certified to the completeness and accuracy of the relevant investment and income information they have provided for inclusion in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014 and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2015.

H. Risk and Uncertainties:

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

I. Related Party Transactions:

Aspire Financial Services, LLC was the Plan's record keeper as of and for the year ended December 31, 2015, and as such these transactions qualify as party-in-interest transactions. Amounts paid directly to Aspire by the Plan for processing fees were $39,709.

J. Excess Contributions Payable:

Amounts payable to participants totaling $15,526 are for 2014 contributions in excess of amounts allowed by IRS regulations and other payroll related corrections are recorded as accounts payable at December 31, 2014.

K. Plan Expenses:

The plan paid expenses for the year ended December 31, 2015 as follows:

Custody of securities	$1,970
Investment advisory fees	1,976
Investment management	27,693
Recordkeeping	18,184
Total	$49,823

L. Subsequent Events:

Effective with a resolution of the Board of Directors dated August 17, 2016 the plan changed it's record keeper from Aspire Financial Services, LLC to Dimensional Fund Advisors.

SUPPLEMENTAL SCHEDULE

401(K) PLAN OF PROCTOR & PROCTOR, INC.
EIN: 59-0411230 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2015

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Hand Benefits & Trust Company	Vanguard 100% Equity Managed		$ 82,718
	Hand Benefits & Trust Company	Vanguard 100% Fixed Income Managed		25,424
	Hand Benefits & Trust Company	Vanguard 20/80 Conservative Managed		161,909
	Hand Benefits & Trust Company	Vanguard 40/60 Moderate Managed		394,546
	Hand Benefits & Trust Company	Vanguard 60/40 Moderate Aggressive		1,333,641
	Hand Benefits & Trust Company	Vanguard 70/30 Moderate Aggressive		901,668
	Hand Benefits & Trust Company	Vanguard 80/20 Aggressive Managed		158,705
	Blackrock	Ishares Barclay Government		7,962
	Blackrock	Ishares TR S&P 500 Index ETF		196,319
	Blackrock	Ishares TR S&P 500/Bar Val ETF		11,248
	Blackrock	Ishares TR S&P Midcp Growth ETF		1,627
	Blackrock	Ishares TR S&P Smlcp Growth ETF		33,668
	Blackrock	Ishares TR S&P 500/Bar Growth ETF		71,450
	Blackrock	Ishares TR S&P Midcp 400 ETF		67,267
	Blackrock	Ishares TR S&P Midcap Value ETF		695
	Blackrock	Ishares TR S&P Smlcap 600 ETF		8,232
	Blackrock	Ishares TR S&P smlcp Value ETF		28,523
	Metlife	Stable Value Fund GAC-25053		3,328
	State Street Global Advisors	SPDR Barclays High Yield Bind ETF		5,390
	Vanguard	Bond Index FD Inc Total Bnd Market		90,790
	Vanguard	FTSE Emerging Markets ETF		11,245
	Vanguard	Index FDS REIT ETF		227,003
	Vanguard	Index TR Growth Vipers ETF		49,427
	Vanguard	Tax Managed FD Europe PCC ETF		7,370
				3,880,155
	* Participant loans	Participant loans with interest rates ranging from 4.25% to 5.25%		54,007
				$ 3,934,162

* Party-in-Interest

Cost information is omitted as all investments are particpant directed

See independent auditors' report

Financial Statements

401(k) Plan of Proctor & Proctor, Inc.

December 31, 2015 and 2014



MASTERS, SMITH & WISBY, P.A.

ACCOUNTANTS & BUSINESS ADVISORS

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MSW
MASTERS, SMITH & WISBY, P.A.
ACCOUNTANTS & BUSINESS ADVISORS

STEVEN D. RAWLINS, CPA
GARY M. HUGGETT, CPA

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee
401(k) Plan of Proctor & Proctor, Inc.
Tallahassee, Florida

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note G, which was certified by TD Ameritrade Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the custodian as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Masters Smith + Wisley P.A.

Certified Public Accountants
Jacksonville, Florida

October 12, 2016

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2015	2014
Assets:		
Investments, at fair value:		
Collective investment funds	$ 3,061,940	$ 3,097,753
Exchange traded funds	818,215	556,377
	3,880,155	3,654,130
Receivables:		
Employee contributions	4,869	-
Employer's contributions	621	-
Notes receivable from participants	54,007	51,125
Total Assets	3,939,652	3,705,255
Liabilities:		
Excess contributions payable	-	15,526
Net Assets Available for Benefits	$ 3,939,652	$ 3,689,729

See notes to financial Statements

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31 2015
Additions to Net Assets Attributed to:	
Investment Income:	
Net depreciation in fair market value of investments	$ (35,562)
Interest, dividends and other income	31,539
Contributions:	
Participants'	356,829
Employer	47,267
Total Additions to Net Assets	400,073
Deductions from Net Assets Attributed to:	
Benefits paid to participants	100,327
Administrative expenses	49,823
Total Deductions from Net Assets	150,150
Net Change	249,923
Net Assets Available for Benefits at Beginning of Year	3,689,729
Net Assets Available for Benefits at End of Year	$ 3,939,652

See notes to financial statements

A. Description of Plan:

The following description of the 401(k) Plan of Proctor & Proctor, Inc. (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 was established to provide retirement benefits for employees of Proctor & Proctor, Inc. (the "Company" or "Employer"). Eligible employees become participants in the Plan following a twelve consecutive month period beginning on the date of hire during which the employee is credited with at least 1,000 hours of service and attainment of age 21, as defined in the Plan agreement. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Participants may make pre-tax and after tax contributions to the Plan based on annual compensation. Participants may contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes matching contributions of 25% up to 4% of compensation for eligible employees. The Company may also make discretionary profit sharing contributions. Participants direct the investment of their contributions into the various investment options offered by the Plan. Total contributions, both participant and employer, including discretionary, are subject to the limits of the Internal Revenue Code (the "IRC") Section 415(c). Participant contributions and employer matching contributions of certain highly compensated participants may also be limited based on contribution nondiscrimination tests described in IRC Section 401(k) and 401(m).

Participant Accounts:

Each participant's account is credited with the participant's contribution, the Employer's contribution, and an allocation of the Plan's earnings and administrative expenses. The Plan's earnings are allocated according to participants' relative account balances.

Participant Loans:

Participants may borrow from their fund accounts a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through payroll deductions.

(continued)

A. Description of Plan (continued):

Vesting:

Participants are immediately vested in their pre-tax and rollover contributions plus actual earnings thereon. That portion of the participants' account that is attributable to employer contributions vests ratably over six years of service. Participants' accounts become fully vested upon attainment of the normal retirement age, early retirement age, upon retirement due to disability, upon death and upon termination of the Plan. Amounts forfeited by terminating participants may be used to reduce Employer contributions. Forfeited non-vested accounts were $1,010 and $20 for the years ended December 31, 2015 and 2014, respectively.

Net assets available for Plan benefits include the accounts of active participants, as well as certain separated, vested, and retired participants who have elected to receive their benefits in installment payments. These participants share in the earnings of the investments funding such accounts.

Distributions to Participants:

Amounts credited to an individual participant's account are distributed at termination of employment as a lump sum, in installments or as an annuity. The full value of an employee's account balance is payable at their normal retirement age, even if the employee continues to work, or the employee may defer payment until April 1 of the calendar year following the later of attainment of age 70 1/2 or retirement.

In certain hardship situations, as described in the Plan agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to required and/or optional deferred account balances and may not include any interest earned thereon.

B. Summary of Accounting Policies:

Basis of Accounting:

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition:

Investments in exchanged traded funds are valued at market rates in active markets. 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. Investments in collective investment funds are not directly traded on active markets but are valued at nest asset value ("NAV") as reported by the custodian to the Plan. These investments utilize various investment strategies; they do not have any unfunded commitments and can be redeemed on a daily basis. See Note E 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.

B. Summary of Accounting Policies: (continued)

Payment of Benefits:

Benefits are recorded when paid.

Notes Receivables 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 on the terms of the Plan document.

Uses of Estimates:

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

Plan Administration Expense:

Certain administrative expenses of the Plan have been paid by the plan sponsor during the year ended December 31, 2015.

Date of Management's Review:

Subsequent events were evaluated through October 12, 2016, the date the financial statements were available to be issued.

C. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time. In the event of Plan termination, the respective participant interest, net of any termination fees, will become fully vested and will be distributed to each participant within 90 days of the termination.

D. Investments:

The following investments at December 31, 2015 and 2014 represent 5% or more of the Plan's net assets:

	2015	2014
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HB&T Vanguard 40/60 Moderate Managed	394,546	531,238
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Vanguard Index FDS REIT ETF	227,003	*

* Less than 5%

D. Investments (continued):

During 2015, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $35,562 as follows:

Collective investment funds	$29,861
Exchange traded funds	5,701
	$35,562

E. Fair Value Measurements:

The Plan's investments are reported at fair value in the accompanying 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.

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Level 1 Valuations based on unadjusted quoted prices in active markets for identical assets that the Plan has the ability to access at the measurement date.

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Level 3 Valuations derived through the use of valuation models or methodologies using significant unobservable inputs. Level 3 valuations incorporate certain assumptions and projections that are not observable in the market and as a result significant professional judgment may be used in determining the fair values.

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The following are the major categories of assets measured at fair value on a recurring basis during the years ended December 31, 2015 and 2014:

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Total	$3,654,130	$ 556,377	$3,097,753	$ -

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J. Excess Contributions Payable:

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K. Plan Expenses:

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Custody of securities	$1,970
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Recordkeeping	18,184
Total	$49,823

L. Subsequent Events:

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SUPPLEMENTAL SCHEDULE

401(K) PLAN OF PROCTOR & PROCTOR, INC.
EIN: 59-0411230 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2015

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
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	Hand Benefits & Trust Company	Vanguard 100% Fixed Income Managed		25,424
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	Blackrock	Ishares TR S&P 500/Bar Val ETF		11,248
	Blackrock	Ishares TR S&P Midcp Growth ETF		1,627
	Blackrock	Ishares TR S&P Smlcp Growth ETF		33,668
	Blackrock	Ishares TR S&P 500/Bar Growth ETF		71,450
	Blackrock	Ishares TR S&P Midcp 400 ETF		67,267
	Blackrock	Ishares TR S&P Midcap Value ETF		695
	Blackrock	Ishares TR S&P Smlcap 600 ETF		8,232
	Blackrock	Ishares TR S&P smlcp Value ETF		28,523
	Metlife	Stable Value Fund GAC-25053		3,328
	State Street Global Advisors	SPDR Barclays High Yield Bind ETF		5,390
	Vanguard	Bond Index FD Inc Total Bnd Market		90,790
	Vanguard	FTSE Emerging Markets ETF		11,245
	Vanguard	Index FDS REIT ETF		227,003
	Vanguard	Index TR Growth Vipers ETF		49,427
	Vanguard	Tax Managed FD Europe PCC ETF		7,370
				3,880,155
	* Participant loans	Participant loans with interest rates ranging from 4.25% to 5.25%		54,007
				$ 3,934,162

* Party-in-Interest

Cost information is omitted as all investments are particpant directed

See independent auditors' report

Financial Statements

401(k) Plan of Proctor & Proctor, Inc.

December 31, 2015 and 2014



MASTERS, SMITH & WISBY, P.A.

ACCOUNTANTS & BUSINESS ADVISORS

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MSW
MASTERS, SMITH & WISBY, P.A.
ACCOUNTANTS & BUSINESS ADVISORS

STEVEN D. RAWLINS, CPA
GARY M. HUGGETT, CPA

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee
401(k) Plan of Proctor & Proctor, Inc.
Tallahassee, Florida

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note G, which was certified by TD Ameritrade Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the custodian as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Masters Smith + Wisley P.A.

Certified Public Accountants
Jacksonville, Florida

October 12, 2016

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2015	2014
Assets:		
Investments, at fair value:		
Collective investment funds	$ 3,061,940	$ 3,097,753
Exchange traded funds	818,215	556,377
	3,880,155	3,654,130
Receivables:		
Employee contributions	4,869	-
Employer's contributions	621	-
Notes receivable from participants	54,007	51,125
Total Assets	3,939,652	3,705,255
Liabilities:		
Excess contributions payable	-	15,526
Net Assets Available for Benefits	$ 3,939,652	$ 3,689,729

See notes to financial Statements

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31 2015
Additions to Net Assets Attributed to:	
Investment Income:	
Net depreciation in fair market value of investments	$ (35,562)
Interest, dividends and other income	31,539
Contributions:	
Participants'	356,829
Employer	47,267
Total Additions to Net Assets	400,073
Deductions from Net Assets Attributed to:	
Benefits paid to participants	100,327
Administrative expenses	49,823
Total Deductions from Net Assets	150,150
Net Change	249,923
Net Assets Available for Benefits at Beginning of Year	3,689,729
Net Assets Available for Benefits at End of Year	$ 3,939,652

See notes to financial statements

A. Description of Plan:

The following description of the 401(k) Plan of Proctor & Proctor, Inc. (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 was established to provide retirement benefits for employees of Proctor & Proctor, Inc. (the "Company" or "Employer"). Eligible employees become participants in the Plan following a twelve consecutive month period beginning on the date of hire during which the employee is credited with at least 1,000 hours of service and attainment of age 21, as defined in the Plan agreement. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Participants may make pre-tax and after tax contributions to the Plan based on annual compensation. Participants may contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes matching contributions of 25% up to 4% of compensation for eligible employees. The Company may also make discretionary profit sharing contributions. Participants direct the investment of their contributions into the various investment options offered by the Plan. Total contributions, both participant and employer, including discretionary, are subject to the limits of the Internal Revenue Code (the "IRC") Section 415(c). Participant contributions and employer matching contributions of certain highly compensated participants may also be limited based on contribution nondiscrimination tests described in IRC Section 401(k) and 401(m).

Participant Accounts:

Each participant's account is credited with the participant's contribution, the Employer's contribution, and an allocation of the Plan's earnings and administrative expenses. The Plan's earnings are allocated according to participants' relative account balances.

Participant Loans:

Participants may borrow from their fund accounts a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through payroll deductions.

(continued)

A. Description of Plan (continued):

Vesting:

Participants are immediately vested in their pre-tax and rollover contributions plus actual earnings thereon. That portion of the participants' account that is attributable to employer contributions vests ratably over six years of service. Participants' accounts become fully vested upon attainment of the normal retirement age, early retirement age, upon retirement due to disability, upon death and upon termination of the Plan. Amounts forfeited by terminating participants may be used to reduce Employer contributions. Forfeited non-vested accounts were $1,010 and $20 for the years ended December 31, 2015 and 2014, respectively.

Net assets available for Plan benefits include the accounts of active participants, as well as certain separated, vested, and retired participants who have elected to receive their benefits in installment payments. These participants share in the earnings of the investments funding such accounts.

Distributions to Participants:

Amounts credited to an individual participant's account are distributed at termination of employment as a lump sum, in installments or as an annuity. The full value of an employee's account balance is payable at their normal retirement age, even if the employee continues to work, or the employee may defer payment until April 1 of the calendar year following the later of attainment of age 70 1/2 or retirement.

In certain hardship situations, as described in the Plan agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to required and/or optional deferred account balances and may not include any interest earned thereon.

B. Summary of Accounting Policies:

Basis of Accounting:

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition:

Investments in exchanged traded funds are valued at market rates in active markets. 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. Investments in collective investment funds are not directly traded on active markets but are valued at nest asset value ("NAV") as reported by the custodian to the Plan. These investments utilize various investment strategies; they do not have any unfunded commitments and can be redeemed on a daily basis. See Note E 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.

B. Summary of Accounting Policies: (continued)

Payment of Benefits:

Benefits are recorded when paid.

Notes Receivables 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 on the terms of the Plan document.

Uses of Estimates:

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

Plan Administration Expense:

Certain administrative expenses of the Plan have been paid by the plan sponsor during the year ended December 31, 2015.

Date of Management's Review:

Subsequent events were evaluated through October 12, 2016, the date the financial statements were available to be issued.

C. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time. In the event of Plan termination, the respective participant interest, net of any termination fees, will become fully vested and will be distributed to each participant within 90 days of the termination.

D. Investments:

The following investments at December 31, 2015 and 2014 represent 5% or more of the Plan's net assets:

	2015	2014
HB&T Vanguard 20/80 Conservative Managed	*	229.318
HB&T Vanguard 40/60 Moderate Managed	394,546	531,238
HB&T Vanguard 60/40 Moderated Managed	1,333,641	1,297,733
HB&T Vanguard 70/30 Moderate Aggressive	901,668	837,362
Blackrock Ishares TR S&P 500 Index ETF	196,319	187,840
Vanguard Index FDS REIT ETF	227,003	*

* Less than 5%

D. Investments (continued):

During 2015, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $35,562 as follows:

Collective investment funds	$29,861
Exchange traded funds	5,701
	$35,562

E. Fair Value Measurements:

The Plan's investments are reported at fair value in the accompanying 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.

FASB ASC topic 820 on *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3). The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. The hierarchy is measured in three levels based on the reliability of the inputs:

Level 1 Valuations based on unadjusted quoted prices in active markets for identical assets that the Plan has the ability to access at the measurement date.

Level 2 Valuations based on inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly. Observable inputs include quoted prices for similar assets in active or non-active markets.

Level 3 Valuations derived through the use of valuation models or methodologies using significant unobservable inputs. Level 3 valuations incorporate certain assumptions and projections that are not observable in the market and as a result significant professional judgment may be used in determining the fair values.

E. Fair Value Measurements (continued):

The following are the major categories of assets measured at fair value on a recurring basis during the years ended December 31, 2015 and 2014:

December 31, 2015		Fair Value Hierarchy Level		
	Fair Value	Level 1	Level 2	Level 3
Collective Investment Funds				
Blended	$2,871,280	$ -	$2,871,280	$ -
Fixed Income	187,332	-	187,332	-
Stable Value Fund	3,328	-	3,328	-
Exchange Traded Funds				
Large U.S Equity	328,445	328,445	-	-
Small/Mid U.S. Equity	140,012	140,012	-	-
International Equity	18,615	18,615	-	-
Fixed Income	104,141	104,141	-	-
Specialty Funds	227,002	227,002	-	-
Total	$3,880,155	$818,215	$3,061,940	$ -

December 31, 2014		Fair Value Hierarchy Level		
	Fair Value	Level 1	Level 2	Level 3
Collective investment funds				
Blended	$2,842,756	$ -	$2,842,756	$ -
Fixed Income	253,911	-	253,911	-
Stable Value Fund	1,086	-	1,086	-
Exchange Traded Funds				
Large U.S Equity	299,996	299,996	-	-
Small/Mid U.S. Equity	124,127	124,127	-	-
International Equity	17,375	17,375	-	-
Fixed Income	107,092	107,092	-	-
Specialty Funds	7,787	7,787	-	-
Total	$3,654,130	$ 556,377	$3,097,753	$ -

F. Tax Status:

Effective with the change in record-keeper during 2014, the Plan adopted the Prototype Non-standardized Profit Sharing Plan With CODA provided by Corporate Benefit Administrators, Inc. The Internal Revenue Service has determined and informed Corporate Benefit Administrators, Inc., by letter dated March 31, 2014, that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC).

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

G. Information Prepared and Certified By the Custodian:

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, TD Ameritrade Trust Company, the custodian of the Plan, has certified to the completeness and accuracy of the relevant investment and income information they have provided for inclusion in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014 and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2015.

H. Risk and Uncertainties:

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

I. Related Party Transactions:

Aspire Financial Services, LLC was the Plan's record keeper as of and for the year ended December 31, 2015, and as such these transactions qualify as party-in-interest transactions. Amounts paid directly to Aspire by the Plan for processing fees were $39,709.

J. Excess Contributions Payable:

Amounts payable to participants totaling $15,526 are for 2014 contributions in excess of amounts allowed by IRS regulations and other payroll related corrections are recorded as accounts payable at December 31, 2014.

K. Plan Expenses:

The plan paid expenses for the year ended December 31, 2015 as follows:

Custody of securities	$1,970
Investment advisory fees	1,976
Investment management	27,693
Recordkeeping	18,184
Total	$49,823

L. Subsequent Events:

Effective with a resolution of the Board of Directors dated August 17, 2016 the plan changed it's record keeper from Aspire Financial Services, LLC to Dimensional Fund Advisors.

SUPPLEMENTAL SCHEDULE

401(K) PLAN OF PROCTOR & PROCTOR, INC.
EIN: 59-0411230 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2015

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Hand Benefits & Trust Company	Vanguard 100% Equity Managed		$ 82,718
	Hand Benefits & Trust Company	Vanguard 100% Fixed Income Managed		25,424
	Hand Benefits & Trust Company	Vanguard 20/80 Conservative Managed		161,909
	Hand Benefits & Trust Company	Vanguard 40/60 Moderate Managed		394,546
	Hand Benefits & Trust Company	Vanguard 60/40 Moderate Aggressive		1,333,641
	Hand Benefits & Trust Company	Vanguard 70/30 Moderate Aggressive		901,668
	Hand Benefits & Trust Company	Vanguard 80/20 Aggressive Managed		158,705
	Blackrock	Ishares Barclay Government		7,962
	Blackrock	Ishares TR S&P 500 Index ETF		196,319
	Blackrock	Ishares TR S&P 500/Bar Val ETF		11,248
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	Blackrock	Ishares TR S&P smlcp Value ETF		28,523
	Metlife	Stable Value Fund GAC-25053		3,328
	State Street Global Advisors	SPDR Barclays High Yield Bind ETF		5,390
	Vanguard	Bond Index FD Inc Total Bnd Market		90,790
	Vanguard	FTSE Emerging Markets ETF		11,245
	Vanguard	Index FDS REIT ETF		227,003
	Vanguard	Index TR Growth Vipers ETF		49,427
	Vanguard	Tax Managed FD Europe PCC ETF		7,370
				3,880,155
	* Participant loans	Participant loans with interest rates ranging from 4.25% to 5.25%		54,007
				$ 3,934,162

* Party-in-Interest

Cost information is omitted as all investments are particpant directed

See independent auditors' report

Financial Statements

401(k) Plan of Proctor & Proctor, Inc.

December 31, 2015 and 2014



MASTERS, SMITH & WISBY, P.A.

ACCOUNTANTS & BUSINESS ADVISORS

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MSW
MASTERS, SMITH & WISBY, P.A.
ACCOUNTANTS & BUSINESS ADVISORS

STEVEN D. RAWLINS, CPA
GARY M. HUGGETT, CPA

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee
401(k) Plan of Proctor & Proctor, Inc.
Tallahassee, Florida

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note G, which was certified by TD Ameritrade Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the custodian as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Masters Smith + Wisley P.A.

Certified Public Accountants
Jacksonville, Florida

October 12, 2016

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2015	2014
Assets:		
Investments, at fair value:		
Collective investment funds	$ 3,061,940	$ 3,097,753
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	3,880,155	3,654,130
Receivables:		
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Employer's contributions	621	-
Notes receivable from participants	54,007	51,125
Total Assets	3,939,652	3,705,255
Liabilities:		
Excess contributions payable	-	15,526
Net Assets Available for Benefits	$ 3,939,652	$ 3,689,729

See notes to financial Statements

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31 2015
Additions to Net Assets Attributed to:	
Investment Income:	
Net depreciation in fair market value of investments	$ (35,562)
Interest, dividends and other income	31,539
Contributions:	
Participants'	356,829
Employer	47,267
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Benefits paid to participants	100,327
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Total Deductions from Net Assets	150,150
Net Change	249,923
Net Assets Available for Benefits at Beginning of Year	3,689,729
Net Assets Available for Benefits at End of Year	$ 3,939,652

See notes to financial statements

A. Description of Plan:

The following description of the 401(k) Plan of Proctor & Proctor, Inc. (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 was established to provide retirement benefits for employees of Proctor & Proctor, Inc. (the "Company" or "Employer"). Eligible employees become participants in the Plan following a twelve consecutive month period beginning on the date of hire during which the employee is credited with at least 1,000 hours of service and attainment of age 21, as defined in the Plan agreement. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Participants may make pre-tax and after tax contributions to the Plan based on annual compensation. Participants may contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes matching contributions of 25% up to 4% of compensation for eligible employees. The Company may also make discretionary profit sharing contributions. Participants direct the investment of their contributions into the various investment options offered by the Plan. Total contributions, both participant and employer, including discretionary, are subject to the limits of the Internal Revenue Code (the "IRC") Section 415(c). Participant contributions and employer matching contributions of certain highly compensated participants may also be limited based on contribution nondiscrimination tests described in IRC Section 401(k) and 401(m).

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Each participant's account is credited with the participant's contribution, the Employer's contribution, and an allocation of the Plan's earnings and administrative expenses. The Plan's earnings are allocated according to participants' relative account balances.

Participant Loans:

Participants may borrow from their fund accounts a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through payroll deductions.

(continued)

A. Description of Plan (continued):

Vesting:

Participants are immediately vested in their pre-tax and rollover contributions plus actual earnings thereon. That portion of the participants' account that is attributable to employer contributions vests ratably over six years of service. Participants' accounts become fully vested upon attainment of the normal retirement age, early retirement age, upon retirement due to disability, upon death and upon termination of the Plan. Amounts forfeited by terminating participants may be used to reduce Employer contributions. Forfeited non-vested accounts were $1,010 and $20 for the years ended December 31, 2015 and 2014, respectively.

Net assets available for Plan benefits include the accounts of active participants, as well as certain separated, vested, and retired participants who have elected to receive their benefits in installment payments. These participants share in the earnings of the investments funding such accounts.

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B. Summary of Accounting Policies:

Basis of Accounting:

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition:

Investments in exchanged traded funds are valued at market rates in active markets. 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. Investments in collective investment funds are not directly traded on active markets but are valued at nest asset value ("NAV") as reported by the custodian to the Plan. These investments utilize various investment strategies; they do not have any unfunded commitments and can be redeemed on a daily basis. See Note E 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.

B. Summary of Accounting Policies: (continued)

Payment of Benefits:

Benefits are recorded when paid.

Notes Receivables 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 on the terms of the Plan document.

Uses of Estimates:

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

Plan Administration Expense:

Certain administrative expenses of the Plan have been paid by the plan sponsor during the year ended December 31, 2015.

Date of Management's Review:

Subsequent events were evaluated through October 12, 2016, the date the financial statements were available to be issued.

C. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time. In the event of Plan termination, the respective participant interest, net of any termination fees, will become fully vested and will be distributed to each participant within 90 days of the termination.

D. Investments:

The following investments at December 31, 2015 and 2014 represent 5% or more of the Plan's net assets:

	2015	2014
HB&T Vanguard 20/80 Conservative Managed	*	229.318
HB&T Vanguard 40/60 Moderate Managed	394,546	531,238
HB&T Vanguard 60/40 Moderated Managed	1,333,641	1,297,733
HB&T Vanguard 70/30 Moderate Aggressive	901,668	837,362
Blackrock Ishares TR S&P 500 Index ETF	196,319	187,840
Vanguard Index FDS REIT ETF	227,003	*

* Less than 5%

D. Investments (continued):

During 2015, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $35,562 as follows:

Collective investment funds	$29,861
Exchange traded funds	5,701
	$35,562

E. Fair Value Measurements:

The Plan's investments are reported at fair value in the accompanying 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.

FASB ASC topic 820 on *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3). The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. The hierarchy is measured in three levels based on the reliability of the inputs:

Level 1 Valuations based on unadjusted quoted prices in active markets for identical assets that the Plan has the ability to access at the measurement date.

Level 2 Valuations based on inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly. Observable inputs include quoted prices for similar assets in active or non-active markets.

Level 3 Valuations derived through the use of valuation models or methodologies using significant unobservable inputs. Level 3 valuations incorporate certain assumptions and projections that are not observable in the market and as a result significant professional judgment may be used in determining the fair values.

E. Fair Value Measurements (continued):

The following are the major categories of assets measured at fair value on a recurring basis during the years ended December 31, 2015 and 2014:

December 31, 2015		Fair Value Hierarchy Level		
	Fair Value	Level 1	Level 2	Level 3
Collective Investment Funds				
Blended	$2,871,280	$ -	$2,871,280	$ -
Fixed Income	187,332	-	187,332	-
Stable Value Fund	3,328	-	3,328	-
Exchange Traded Funds				
Large U.S Equity	328,445	328,445	-	-
Small/Mid U.S. Equity	140,012	140,012	-	-
International Equity	18,615	18,615	-	-
Fixed Income	104,141	104,141	-	-
Specialty Funds	227,002	227,002	-	-
Total	$3,880,155	$818,215	$3,061,940	$ -

December 31, 2014		Fair Value Hierarchy Level		
	Fair Value	Level 1	Level 2	Level 3
Collective investment funds				
Blended	$2,842,756	$ -	$2,842,756	$ -
Fixed Income	253,911	-	253,911	-
Stable Value Fund	1,086	-	1,086	-
Exchange Traded Funds				
Large U.S Equity	299,996	299,996	-	-
Small/Mid U.S. Equity	124,127	124,127	-	-
International Equity	17,375	17,375	-	-
Fixed Income	107,092	107,092	-	-
Specialty Funds	7,787	7,787	-	-
Total	$3,654,130	$ 556,377	$3,097,753	$ -

F. Tax Status:

Effective with the change in record-keeper during 2014, the Plan adopted the Prototype Non-standardized Profit Sharing Plan With CODA provided by Corporate Benefit Administrators, Inc. The Internal Revenue Service has determined and informed Corporate Benefit Administrators, Inc., by letter dated March 31, 2014, that the prototype plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC).

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

G. Information Prepared and Certified By the Custodian:

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, TD Ameritrade Trust Company, the custodian of the Plan, has certified to the completeness and accuracy of the relevant investment and income information they have provided for inclusion in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014 and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2015.

H. Risk and Uncertainties:

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

I. Related Party Transactions:

Aspire Financial Services, LLC was the Plan's record keeper as of and for the year ended December 31, 2015, and as such these transactions qualify as party-in-interest transactions. Amounts paid directly to Aspire by the Plan for processing fees were $39,709.

J. Excess Contributions Payable:

Amounts payable to participants totaling $15,526 are for 2014 contributions in excess of amounts allowed by IRS regulations and other payroll related corrections are recorded as accounts payable at December 31, 2014.

K. Plan Expenses:

The plan paid expenses for the year ended December 31, 2015 as follows:

Custody of securities	$1,970
Investment advisory fees	1,976
Investment management	27,693
Recordkeeping	18,184
Total	$49,823

L. Subsequent Events:

Effective with a resolution of the Board of Directors dated August 17, 2016 the plan changed it's record keeper from Aspire Financial Services, LLC to Dimensional Fund Advisors.

SUPPLEMENTAL SCHEDULE

401(K) PLAN OF PROCTOR & PROCTOR, INC.
EIN: 59-0411230 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2015

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Hand Benefits & Trust Company	Vanguard 100% Equity Managed		$ 82,718
	Hand Benefits & Trust Company	Vanguard 100% Fixed Income Managed		25,424
	Hand Benefits & Trust Company	Vanguard 20/80 Conservative Managed		161,909
	Hand Benefits & Trust Company	Vanguard 40/60 Moderate Managed		394,546
	Hand Benefits & Trust Company	Vanguard 60/40 Moderate Aggressive		1,333,641
	Hand Benefits & Trust Company	Vanguard 70/30 Moderate Aggressive		901,668
	Hand Benefits & Trust Company	Vanguard 80/20 Aggressive Managed		158,705
	Blackrock	Ishares Barclay Government		7,962
	Blackrock	Ishares TR S&P 500 Index ETF		196,319
	Blackrock	Ishares TR S&P 500/Bar Val ETF		11,248
	Blackrock	Ishares TR S&P Midcp Growth ETF		1,627
	Blackrock	Ishares TR S&P Smlcp Growth ETF		33,668
	Blackrock	Ishares TR S&P 500/Bar Growth ETF		71,450
	Blackrock	Ishares TR S&P Midcp 400 ETF		67,267
	Blackrock	Ishares TR S&P Midcap Value ETF		695
	Blackrock	Ishares TR S&P Smlcap 600 ETF		8,232
	Blackrock	Ishares TR S&P smlcp Value ETF		28,523
	Metlife	Stable Value Fund GAC-25053		3,328
	State Street Global Advisors	SPDR Barclays High Yield Bind ETF		5,390
	Vanguard	Bond Index FD Inc Total Bnd Market		90,790
	Vanguard	FTSE Emerging Markets ETF		11,245
	Vanguard	Index FDS REIT ETF		227,003
	Vanguard	Index TR Growth Vipers ETF		49,427
	Vanguard	Tax Managed FD Europe PCC ETF		7,370
				3,880,155
	* Participant loans	Participant loans with interest rates ranging from 4.25% to 5.25%		54,007
				$ 3,934,162

* Party-in-Interest

Cost information is omitted as all investments are particpant directed

See independent auditors' report

Financial Statements

401(k) Plan of Proctor & Proctor, Inc.

December 31, 2015 and 2014



MASTERS, SMITH & WISBY, P.A.

ACCOUNTANTS & BUSINESS ADVISORS

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MSW
MASTERS, SMITH & WISBY, P.A.
ACCOUNTANTS & BUSINESS ADVISORS

STEVEN D. RAWLINS, CPA
GARY M. HUGGETT, CPA

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee
401(k) Plan of Proctor & Proctor, Inc.
Tallahassee, Florida

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note G, which was certified by TD Ameritrade Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the custodian as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

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

Masters Smith + Wisley P.A.

Certified Public Accountants
Jacksonville, Florida

October 12, 2016

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2015	2014
Assets:		
Investments, at fair value:		
Collective investment funds	$ 3,061,940	$ 3,097,753
Exchange traded funds	818,215	556,377
	3,880,155	3,654,130
Receivables:		
Employee contributions	4,869	-
Employer's contributions	621	-
Notes receivable from participants	54,007	51,125
Total Assets	3,939,652	3,705,255
Liabilities:		
Excess contributions payable	-	15,526
Net Assets Available for Benefits	$ 3,939,652	$ 3,689,729

See notes to financial Statements

401(K) PLAN OF PROCTOR & PROCTOR, INC.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31 2015
Additions to Net Assets Attributed to:	
Investment Income:	
Net depreciation in fair market value of investments	$ (35,562)
Interest, dividends and other income	31,539
Contributions:	
Participants'	356,829
Employer	47,267
Total Additions to Net Assets	400,073
Deductions from Net Assets Attributed to:	
Benefits paid to participants	100,327
Administrative expenses	49,823
Total Deductions from Net Assets	150,150
Net Change	249,923
Net Assets Available for Benefits at Beginning of Year	3,689,729
Net Assets Available for Benefits at End of Year	$ 3,939,652

See notes to financial statements

A. Description of Plan:

The following description of the 401(k) Plan of Proctor & Proctor, Inc. (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 was established to provide retirement benefits for employees of Proctor & Proctor, Inc. (the "Company" or "Employer"). Eligible employees become participants in the Plan following a twelve consecutive month period beginning on the date of hire during which the employee is credited with at least 1,000 hours of service and attainment of age 21, as defined in the Plan agreement. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

Participants may make pre-tax and after tax contributions to the Plan based on annual compensation. Participants may contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company makes matching contributions of 25% up to 4% of compensation for eligible employees. The Company may also make discretionary profit sharing contributions. Participants direct the investment of their contributions into the various investment options offered by the Plan. Total contributions, both participant and employer, including discretionary, are subject to the limits of the Internal Revenue Code (the "IRC") Section 415(c). Participant contributions and employer matching contributions of certain highly compensated participants may also be limited based on contribution nondiscrimination tests described in IRC Section 401(k) and 401(m).

Participant Accounts:

Each participant's account is credited with the participant's contribution, the Employer's contribution, and an allocation of the Plan's earnings and administrative expenses. The Plan's earnings are allocated according to participants' relative account balances.

Participant Loans:

Participants may borrow from their fund accounts a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at local prevailing rates as determined by the plan administrator. Principal and interest is paid ratably through payroll deductions.

(continued)

A. Description of Plan (continued):

Vesting:

Participants are immediately vested in their pre-tax and rollover contributions plus actual earnings thereon. That portion of the participants' account that is attributable to employer contributions vests ratably over six years of service. Participants' accounts become fully vested upon attainment of the normal retirement age, early retirement age, upon retirement due to disability, upon death and upon termination of the Plan. Amounts forfeited by terminating participants may be used to reduce Employer contributions. Forfeited non-vested accounts were $1,010 and $20 for the years ended December 31, 2015 and 2014, respectively.

Net assets available for Plan benefits include the accounts of active participants, as well as certain separated, vested, and retired participants who have elected to receive their benefits in installment payments. These participants share in the earnings of the investments funding such accounts.

Distributions to Participants:

Amounts credited to an individual participant's account are distributed at termination of employment as a lump sum, in installments or as an annuity. The full value of an employee's account balance is payable at their normal retirement age, even if the employee continues to work, or the employee may defer payment until April 1 of the calendar year following the later of attainment of age 70 1/2 or retirement.

In certain hardship situations, as described in the Plan agreement, participants may withdraw part of their account balances while actively employed, but such withdrawals are limited to the amount dictated by the hardship. Participants' withdrawals are limited to required and/or optional deferred account balances and may not include any interest earned thereon.

B. Summary of Accounting Policies:

Basis of Accounting:

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition:

Investments in exchanged traded funds are valued at market rates in active markets. 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. Investments in collective investment funds are not directly traded on active markets but are valued at nest asset value ("NAV") as reported by the custodian to the Plan. These investments utilize various investment strategies; they do not have any unfunded commitments and can be redeemed on a daily basis. See Note E 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.

B. Summary of Accounting Policies: (continued)

Payment of Benefits:

Benefits are recorded when paid.

Notes Receivables 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 on the terms of the Plan document.

Uses of Estimates:

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

Plan Administration Expense:

Certain administrative expenses of the Plan have been paid by the plan sponsor during the year ended December 31, 2015.

Date of Management's Review:

Subsequent events were evaluated through October 12, 2016, the date the financial statements were available to be issued.

C. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time. In the event of Plan termination, the respective participant interest, net of any termination fees, will become fully vested and will be distributed to each participant within 90 days of the termination.

D. Investments:

The following investments at December 31, 2015 and 2014 represent 5% or more of the Plan's net assets:

	2015	2014
HB&T Vanguard 20/80 Conservative Managed	*	229.318
HB&T Vanguard 40/60 Moderate Managed	394,546	531,238
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Blackrock Ishares TR S&P 500 Index ETF	196,319	187,840
Vanguard Index FDS REIT ETF	227,003	*

* Less than 5%

D. Investments (continued):

During 2015, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $35,562 as follows:

Collective investment funds	$29,861
Exchange traded funds	5,701
	$35,562

E. Fair Value Measurements:

The Plan's investments are reported at fair value in the accompanying 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.

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Level 1 Valuations based on unadjusted quoted prices in active markets for identical assets that the Plan has the ability to access at the measurement date.

Level 2 Valuations based on inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly. Observable inputs include quoted prices for similar assets in active or non-active markets.

Level 3 Valuations derived through the use of valuation models or methodologies using significant unobservable inputs. Level 3 valuations incorporate certain assumptions and projections that are not observable in the market and as a result significant professional judgment may be used in determining the fair values.

E. Fair Value Measurements (continued):

The following are the major categories of assets measured at fair value on a recurring basis during the years ended December 31, 2015 and 2014:

December 31, 2015		Fair Value Hierarchy Level		
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Stable Value Fund	3,328	-	3,328	-
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Large U.S Equity	328,445	328,445	-	-
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Total	$3,654,130	$ 556,377	$3,097,753	$ -

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

G. Information Prepared and Certified By the Custodian:

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J. Excess Contributions Payable:

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K. Plan Expenses:

The plan paid expenses for the year ended December 31, 2015 as follows:

Custody of securities	$1,970
Investment advisory fees	1,976
Investment management	27,693
Recordkeeping	18,184
Total	$49,823

L. Subsequent Events:

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SUPPLEMENTAL SCHEDULE

401(K) PLAN OF PROCTOR & PROCTOR, INC.
EIN: 59-0411230 PN 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2015

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
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	Hand Benefits & Trust Company	Vanguard 100% Fixed Income Managed		25,424
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	Hand Benefits & Trust Company	Vanguard 80/20 Aggressive Managed		158,705
	Blackrock	Ishares Barclay Government		7,962
	Blackrock	Ishares TR S&P 500 Index ETF		196,319
	Blackrock	Ishares TR S&P 500/Bar Val ETF		11,248
	Blackrock	Ishares TR S&P Midcp Growth ETF		1,627
	Blackrock	Ishares TR S&P Smlcp Growth ETF		33,668
	Blackrock	Ishares TR S&P 500/Bar Growth ETF		71,450
	Blackrock	Ishares TR S&P Midcp 400 ETF		67,267
	Blackrock	Ishares TR S&P Midcap Value ETF		695
	Blackrock	Ishares TR S&P Smlcap 600 ETF		8,232
	Blackrock	Ishares TR S&P smlcp Value ETF		28,523
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	State Street Global Advisors	SPDR Barclays High Yield Bind ETF		5,390
	Vanguard	Bond Index FD Inc Total Bnd Market		90,790
	Vanguard	FTSE Emerging Markets ETF		11,245
	Vanguard	Index FDS REIT ETF		227,003
	Vanguard	Index TR Growth Vipers ETF		49,427
	Vanguard	Tax Managed FD Europe PCC ETF		7,370
				3,880,155
	* Participant loans	Participant loans with interest rates ranging from 4.25% to 5.25%		54,007
				$ 3,934,162

* Party-in-Interest

Cost information is omitted as all investments are particpant directed

See independent auditors' report