

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2015
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>A&B INDIVIDUAL DEFERRED COMPENSATION AND PROFIT SHARING PLAN FOR SALARIED NON-BARGAINING EMPLOYEES</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>07/01/2012</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>ALEXANDER & BALDWIN LLC</u> <u>822 BISHOP STREET</u> <u>HONOLULU, HI 96813</u>	2b Employer Identification Number (EIN) <u>80-0819474</u> 2c Plan Sponsor's telephone number <u>808-525-6611</u> 2d Business code (see instructions) <u>111900</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2016</u>	<u>BETTY GAMUNDOY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor ALEXANDER & BALDWIN, INC. 822 BISHOP ST. HONOLULU, HI 96813	3b Administrator's EIN 45-4849780
	3c Administrator's telephone number 808-525-6611
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 363
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) 254
a(2) Total number of active participants at the end of the plan year	6a(2) 256
b Retired or separated participants receiving benefits.....	6b 2
c Other retired or separated participants entitled to future benefits.....	6c 106
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 364
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 6
f Total. Add lines 6d and 6e	6f 370
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 364
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2S 2T 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III	Form M-1 Compliance Information (to be completed by welfare benefit plans)
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11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

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

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

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

Receipt Confirmation Code _____

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2015</div> 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 A&B INDIVIDUAL DEFERRED COMPENSATION AND PROFIT SHARING PLAN FOR SALARIED NON-BARGAINING EMPLOYEES	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ALEXANDER & BALDWIN LLC	D Employer Identification Number (EIN) 80-0819474	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	572552	20770
(2) Participant contributions	1b(2)	47347	54197
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	446223	488712
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	55563759	56357725
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	56629881	56921404

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	56629881	56921404
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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)	570097	
(B) Participants	2a(1)(B)	1808257	
(C) Others (including rollovers)	2a(1)(C)	277164	
(2) Noncash contributions	2a(2)	0	2655518
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	17792	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17792
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		273218
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		2946528

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2656146	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2656146
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	3253	
(4) Other	2i(4)	1308	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4561
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2660707

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		285821
l Transfers of assets:			
(1) To this plan	2l(1)		5702
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

☒ Yes ☐ No

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

(1) Name: KMH LLP

(2) EIN: 42-1539623

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.)	☒	☐	☐	1996922
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	☐	☒	☐	

	Yes	No	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X		
e Was this plan covered by a fidelity bond?	X			5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.				
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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

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

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

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

Part V Trust Information

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>A&B INDIVIDUAL DEFERRED COMPENSATION AND PROFIT SHARING PLAN FOR SALARIED NON-BARGAINING EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALEXANDER & BALDWIN LLC</u>	D Employer Identification Number (EIN) <u>80-0819474</u>

Part I	Distributions
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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): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2015

<u>Fund Name</u>	<u>Share Balance 12/31/2015</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
BROKERAGELINK		\$0.00		
BROKERAGELINK		\$0.00		\$2,108,860.04
HTFD INTL OP HLS IA	53,714.828	\$792,918.38	\$14.19	\$762,213.41
PRU/J SMALL CO Q	21,126.182	\$513,235.59	\$22.15	\$467,944.93
PIM TOTAL RT INST	0.000	\$0.00	\$10.07	\$0.00
MSIF MID CAP GRTH I	0.000	\$0.00	\$32.74	\$0.00
VANG VAL INDEX INST	182,936.561	\$6,050,653.68	\$31.82	\$5,821,041.37
DFA EMERG MKTS VAL I	0.000	\$0.00	\$20.40	\$0.00
BLKRK EQUITY DIV I	0.000	\$0.00	\$21.00	\$0.00
VANG 500 INDEX ADM	18,122.618	\$3,303,446.77	\$188.48	\$3,415,751.04
VANG TOT BD MKT ADM	137,074.806	\$1,490,045.02	\$10.64	\$1,458,475.94
VANG TOT INTL STK AD	22,173.722	\$624,594.02	\$24.24	\$537,491.02
C&S INST REALTY SHS	30,796.183	\$1,384,973.87	\$45.93	\$1,414,468.69
P/QMA SM CAP VAL Z	66,833.168	\$1,380,799.04	\$16.42	\$1,097,400.62
METWEST TOT RTN BD P	488,959.672	\$5,036,541.59	\$10.00	\$4,889,596.72
AF EUROPAC GROWTH R6	21,941.671	\$871,555.46	\$45.32	\$994,396.53
WM BLAIR IS EM LDRS	54,891.719	\$441,753.71	\$7.74	\$424,861.91
MM MDCPGRTH EQ II R5	97,717.180	\$1,931,334.33	\$17.99	\$1,757,932.07
WF STABLE FUND C	142,329.109	\$6,982,993.18	\$51.06	\$7,267,324.31
A&B STOCK		\$0.00		
A&B STOCK	32,106.447	\$632,057.34	\$35.31	\$1,133,678.64
STOCK PURCHASE ACCOUNT*		\$0.00		\$463.23
MATSON STOCK		\$0.00		
MATSON STOCK	12,470.594	\$183,727.20	\$42.63	\$531,621.42
STOCK PURCHASE ACCOUNT*		\$0.00		\$517.00
FMMT RETIRE GOV II	10,000.020	\$10,000.02	\$1.00	\$10,000.02
SPTN EXT MKT IDX ADV	11,609.571	\$531,940.28	\$50.20	\$582,800.46
FID GROWTH CO K	71,218.552	\$7,147,788.52	\$136.84	\$9,745,546.66
FID LOW PRICED STK K	25,645.818	\$1,086,402.28	\$47.71	\$1,223,561.98
FID FREEDOM K INCOME	68,078.570	\$802,940.85	\$11.36	\$773,372.56
FID FREEDOM K 2005	3.569	\$45.64	\$12.38	\$44.18
FID FREEDOM K 2010	75,593.363	\$972,006.52	\$12.34	\$932,822.10
FID FREEDOM K 2015	75,315.684	\$982,359.16	\$12.80	\$964,040.76
FID FREEDOM K 2020	227,672.639	\$3,098,576.17	\$13.52	\$3,078,134.08
FID FREEDOM K 2025	92,647.387	\$1,296,598.46	\$14.10	\$1,306,328.16
FID FREEDOM K 2030	115,724.333	\$1,632,008.09	\$14.33	\$1,658,329.69
FID FREEDOM K 2035	43,829.113	\$653,166.45	\$14.76	\$646,917.71
FID FREEDOM K 2040	48,476.780	\$704,336.08	\$14.79	\$716,971.58

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2015

<u>Fund Name</u>	<u>Share Balance</u> <u>12/31/2015</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
FID FREEDOM K 2045	23,272.028	\$368,858.18	\$15.21	\$353,967.55
FID FREEDOM K 2050	13,216.206	\$212,859.26	\$15.33	\$202,604.44
FID FREEDOM K 2055	6,877.375	\$80,663.40	\$11.35	\$78,058.21
FID FREEDOM K 2060	18.838	\$191.52	\$9.87	\$185.93
OUTSTANDING LOAN BALANCE				\$488,711.91

			NET ASSETS 12/31/2015:	\$56,846,436.87
				=====

Assets are presented at fair value with the exception to fully benefit responsive investment contracts which are presented at contract value as in previous years. See Chapter 7 of the Fidelity Auditor's Guide for financial statement presentation and disclosure information.

* The stock purchase account may consist of the stock fund and/or the Fidelity Cash Reserves is a money market fund that is used as a plan-level account in the recordkeeping of the purchase and sales of fractional shares of employer stock. Participants cannot invest their account balances in this fund. Please refer to the Auditor's Guide for information about the employer stock purchase account.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Financial Statements and Supplemental Schedules
December 31, 2015 and 2014
Together with Independent Auditor's Report

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A Hawaii Limited Liability Partnership

Independent Auditor's Report

To the Administrative Committee and Members of the
A&B Individual Deferred Compensation and
Profit Sharing Plan for Salaried Non-Bargaining Employees:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the A&B Individual Deferred Compensation and Profit Sharing for Salaried Non-Bargaining Employees (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes transactions. The plan administrator has obtained certifications from the trustee 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 trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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

KMH LLP

KMH LLP

Honolulu, Hawaii
October 11, 2016

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

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

	<u>2015</u>	<u>2014</u>
Assets:		
Investments in Master Trust - at fair value	\$ 56,357,725	\$ 55,454,410
Receivables:		
Notes receivable from participants	488,712	446,223
Participant contributions	54,197	47,347
Employer contributions	<u>20,770</u>	<u>572,552</u>
Total receivables	<u>563,679</u>	<u>1,066,122</u>
Net assets available for benefits	<u><u>\$ 56,921,404</u></u>	<u><u>\$ 56,520,532</u></u>

See accompanying notes to financial statements.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

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

Additions:

Investment income:

Investment income of the Master Trust	\$ 382,567
Interest income from notes receivable from participants	17,792
	<hr/>
Total investment income	400,359
	<hr/>

Contributions:

Participants	1,808,257
Rollovers	277,164
Employer	570,097
	<hr/>
Total contributions	2,655,518
	<hr/>
Total additions	3,055,877
	<hr/>

Deductions:

Benefits paid to participants	2,656,146
Administrative expenses	4,561
	<hr/>
Total deductions	2,660,707
	<hr/>
Net increase before transfers	395,170

Net Transfers in to Plan	5,702
	<hr/>
Net increase	400,872

Net Assets Available for Benefits:

Beginning of year	56,520,532
	<hr/>
End of year	\$ 56,921,404
	<hr/> <hr/>

See accompanying notes to financial statements.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

1. Description of Plan

The following description of the A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees (the Plan) is provided for general information purposes only. Members should refer to the Plan document for more complete information.

a. General

The Plan was established on June 29, 2012 coinciding with the separation of Alexander & Baldwin, Inc. (the Company) from Alexander & Baldwin Holdings, Inc. and its subsidiary Matson Navigation Company, Inc. As a result of the separation, the Company and the following affiliated companies are members in the Plan:

- Alexander & Baldwin, LLC
- A&B Properties, Inc.
- East Maui Irrigation Company, Limited
- Hawaiian Commercial & Sugar Company
- Kahului Trucking & Storage, Inc.
- McBryde Resources, Inc. (formerly known as Kauai Coffee Company, Inc.)
- Kauai Commercial Company, Inc.
- Kukui'ula Development Company, Inc.

Effective January 1, 2015, the Plan was amended to delete McBryde Resources, Inc and Kukui'ula Development Company, Inc. There was no impact to the Plan due to this amendment as they have no active employees.

The Plan is a defined contribution plan established for non-bargaining salaried members of the above-mentioned companies.

The assets of the Plan, excluding receivables, are held in the agreement between Alexander & Baldwin, LLC and Fidelity Management Trust Company (Master Trust). Fidelity Management Trust Company (Fidelity) serves as the trustee for the Master Trust. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

1. Description of Plan (continued)

b. Investments

Members direct the investment of their contributions into various investment options offered by the Plan. The investments are held in the Master Trust for the Company's defined contribution plans. The Plan currently offers 29 mutual funds, a stable value fund and participant-directed brokerage accounts, which allows participants to directly invest in stocks or funds other than the Lifecycle or Core Investment Options offered. Participants may invest their allocated profit sharing contributions in the Company's stock.

c. Payment of Benefits

On termination of service due to death, disability, retirement, or termination for other reasons, a member may elect to receive distributions in the form of (1) a lump-sum amount equal to the value of the member's vested interest in his or her account, (2) installments over a period designated by the member, or (3) direct rollovers to an eligible retirement plan.

d. Profit Sharing Accounts

Member Accounts - To participate in the profit-sharing provisions of the Plan, non-bargaining salaried employees of the above-mentioned companies must complete at least 1,000 hours of service during the 12-month period measured from date of hire. Profit-sharing contributions are allocated to each member's account in such proportion as the member's compensation for the year bears to the total compensation paid in that year to all qualified members. After completing the required amount of time of service, an employee is automatically a member in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Contributions - Under the Plan's provisions, the annual contribution is determined by the board of directors of the Company subject to the following specific guidelines:

1. The contribution may not exceed 25 percent of the aggregate net compensation paid to members for the year.
2. Amounts do not result in discrimination prohibited by Code Section 401(a)(4).

Vesting - Members are vested immediately in their profit-sharing allocations.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

1. Description of Plan (continued)

e. Individual Deferred Compensation Accounts

Member Accounts - Individual accounts are maintained for each Plan member. An individual may elect to participate in the individual deferred compensation provisions of the Plan on the first day of the following month coinciding with the employee's commencement date. Each member's account is credited with the member's contribution and allocations of Plan earnings, and charged with an allocation of Plan losses and administrative expenses. Allocations are based on member earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Member Contributions - New employees are automatically enrolled at a contribution rate of 3 percent of pretax eligible earnings. Members may, however, elect to stop or change contributions anytime. Each eligible employee must designate a percentage (from 1 percent to 50 percent, in multiples of 1 percent) of their eligible compensation to contribute to the deferred account. Under Plan provisions, the member's contribution may not exceed 50 percent of his or her eligible compensation, up to the maximum permitted by statute.

Roth Contributions - In lieu of making deferred cash contributions and catch-up contributions on a pretax basis, a member may elect to have some or all of the deferred cash contributions and/or catch-up contributions that otherwise would be contributed to the Plan on a pretax basis designated as Roth contributions or Roth catch-up contributions, as applicable, and included in his or her gross income at the time of deferral. Such election, once made, may only be revoked with respect to deferred cash contributions to be contributed after the effective date of the revocation election.

Matching Contributions - The Company makes discretionary matching contributions. In 2014 and 2015 the Company approved matching 100 percent of each pretax and/or Roth after-tax contribution on the first 3 percent of pay that each eligible member contributes.

Catch-Up Contributions - In accordance with the Internal Revenue Code (IRC), members who are over age 50 or reach age 50 during the Plan year January 1 to December 31 may make additional catch-up contributions. The maximum annual catch-up contribution is \$6,000 for 2015 and \$5,500 for 2014.

Vesting - Members are vested immediately in their employee and employer matching deferred compensation accounts, plus earnings thereon.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

1. Description of Plan (continued)

e. Individual Deferred Compensation Accounts (continued)

Participant Loans - Members may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their account balance, whichever is less. Loans have a maximum term of five years for a general purpose loan and 15 years for a loan that is to be used to purchase the principal residence of a member. Loans are secured by the member's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed as determined by the plan administrator. At December 31, 2015, interest rates on participant loans were 4.25 percent to 5.37 percent, maturing through June 2028. At December 31, 2014, interest rates on participant loans were 4.25 percent to 9.25 percent, maturing through June 2028.

2. Summary of Significant Accounting Policies

a. Basis of Accounting

The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

b. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

c. Risks and Uncertainties

The Plan utilizes various investment securities, including money market funds, mutual funds, and common stock of both the Company and other companies. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

2. Summary of Significant Accounting Policies (continued)

c. Risks and Uncertainties (continued)

Included in the Master Trust's net assets at December 31, 2015 and 2014 are investments in the stable value fund amounting to approximately \$9,931,000 and \$10,321,000, respectively. This investment represents approximately 13.5 percent and 14.3 percent of net assets of the Master Trust at December 31, 2015 and 2014, respectively. The stable value fund invests 100 percent in the Wells Fargo Stable Value Fund C. A significant decline in the market value of the Wells Fargo Stable Value Fund C would significantly affect the net assets available for benefits.

d. Investment Valuation and Income Recognition

The Plan's investments in the Master Trust are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date of the Master Trust. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by investment advisors. See Note 5 for a description of the valuation methods.

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 depreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the registered investment companies are deducted from income earned and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

e. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

f. Administrative Expenses

Administrative expenses of the Plan are paid by either the Plan or the Plan sponsor, as provided in the Plan document.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

2. Summary of Significant Accounting Policies (continued)

g. Payment of Benefits

Benefit payments to members are recorded upon distribution.

h. Recently Adopted Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, Fair Value Measurement (Topic 820): *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in this ASU remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The ASU also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2015. For all other entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. The Plan adopted this update for the 2015 plan year, and it was retrospectively applied to December 31, 2014. Prior year disclosures have been revised to reflect the retrospective application of this ASU. The impact of adopting this ASU is reflected in Notes 4 & 5.

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

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

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

2. Summary of Significant Accounting Policies (continued)

h. Recently Adopted Accounting Pronouncements (continued)

- The amendments in Part II of this ASU will eliminate the requirements for plans to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period will still be required to be presented in the aggregate. In addition, if an investment is measured using the net asset value per share (or its equivalent) practical expedient in Topic 820 and that investment is in a fund that files a U.S. Department of Labor Form 5500, Annual Return/Report of Employee Benefit Plan, as a direct filing entity, disclosure of that investment's strategy will no longer be required.
- The amendments in Part III of this ASU reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

The ASU may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this ASU are effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all periods presented; the amendments in Part III shall be applied prospectively. The Plan adopted this update for the 2015 plan year, and the amendments in Part I were retrospectively applied to December 31, 2014 as follows:

	December 31, 2014
Investments in Master Trust, at fair value, as previously reported	\$ 55,563,759
Adjustment from fair value to contract value for fully benefit-responsive Stable Value Fund	(109,349)
Investments in Master Trust, at fair value, as currently reported	<u>\$ 55,454,410</u>

Part III did not have an impact on the financial statements. Prior year disclosures in Notes 4 & 5 have been revised to reflect the retrospective application of Parts I and II.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

2. Summary of Significant Accounting Policies (continued)

i. Subsequent Events

The plan administrator has evaluated subsequent events through October 11, 2016, the date on which the financial statements were available to be issued, and it was determined that all subsequent events have been properly accounted for.

3. Information Certified by Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified or provided by Fidelity, except for comparing such information certified by the trustee to information included in the Plan's financial statements.

Fidelity certified to the completeness and accuracy of the investments in Master Trust and investment income from the Master Trust in the accompanying financial statements as of December 31, 2015 and 2014 and for the year ended December 31, 2015. The Plan's interest in the Master Trust was \$56,357,725 and \$55,454,410 representing approximately 76 percent and 77 percent of the Master Trust's investments at December 31, 2015 and 2014, respectively. Total investment income from the Master Trust amounted to \$382,567 and interest on notes receivable from participants amounted to \$17,792 for the year ended December 31, 2015.

4. Investment in Master Trust

The Master Trust is composed of 29 mutual funds, a stable value fund, participant-directed brokerage accounts, which allows participants to directly invest in cash and cash equivalents, stocks or funds other than the Lifecycle or Core Investment Options offered, and the Company's common stock (only available for profit sharing contributions), some which are specific to individual plans. The assets are invested and records are maintained by each investment fund option. Funds are allocated to the two participating plans (the Plans) in accordance with the Plans' provisions and member allocation elections. The allocation of net assets available for benefits is based on the respective number of units held by the Plans' members as of the Plans' year-end. The allocation of the changes in net assets available for benefits is calculated daily based on the units held by the Plans' members as of that day's end.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

4. Investment in Master Trust (continued)

At December 31, 2015 and 2014, the assets of the following Plans were combined in the Master Trust:

- A&B Individual Deferred Compensation and Profit Sharing Plan for Bargaining Unit Employees
- A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

The net assets and investments of the Master Trust as of December 31, 2015 and 2014 are presented as follows:

	2015	2014
Investments:		
Mutual funds	\$ 59,946,254	\$ 57,758,097
Stable value fund	9,930,825	10,321,120
Participant-directed brokerage accounts	2,285,964	2,225,136
Common stock	1,666,280	1,727,057
Net assets of the Master Trust	<u>\$ 73,829,323</u>	<u>\$ 72,031,410</u>

Net investment income for the Master Trust for the year ended December 31, 2015 is summarized below:

	2015
Interest and dividends	\$ 2,881,854
Net depreciation in fair value of investments	<u>(2,140,199)</u>
Net investment income of Master Trust	<u>\$ 741,655</u>

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

5. Fair Value Measurements

U.S. GAAP 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 prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under U.S. GAAP are described below:

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

Level 2: Inputs to the valuation methodology include quoted prices for similar assets in active markets; quoted prices for identical or similar assets in inactive markets; inputs other than quoted prices that are observable for the asset; or inputs that are derived principally from or can be corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset.

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

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

Mutual Funds – Mutual funds are valued at the publicly quoted net asset value of each fund and are categorized as Level 1. The total net asset value is calculated by multiplying the net asset value per share by the number of shares held as of the measurement date.

Participant-directed Brokerage Accounts – Accounts consist of mutual funds, common stocks, preferred stocks, and corporate bonds that are valued on the basis of readily determinable market prices.

Common Stock – Common stock is valued by obtaining quoted prices on recognized and highly liquid exchanges and is categorized as Level 1.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

5. Fair Value Measurements (continued)

Stable Value Fund – The stable value fund is composed of fully benefit-responsive investment contracts that is valued at the net asset value of units of the bank collective trust. The net asset value is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will see the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the stable value fund, the issuer reserves the right to require 12 months' notification in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following table sets forth by level within the fair value hierarchy a summary of the Master Trust's investments measured at fair value on a recurring basis at December 31, 2015 and 2014.

Master Trust	December 31, 2015		
	Level 1	Level 2	Total
Mutual funds	\$ 59,946,254	\$ -	\$ 59,946,254
Participant-directed brokerage accounts	2,285,964	-	2,285,964
Common stocks	1,666,280	-	1,666,280
Total assets in the fair value hierarchy	<u>\$ 63,898,498</u>	<u>\$ -</u>	<u>63,898,498</u>
Stable value fund measured at net asset value (a)			<u>9,930,825</u>
Total investments			<u>\$ 73,829,323</u>

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

5. Fair Value Measurements (continued)

Master Trust	December 31, 2014		
	Level 1	Level 2	Total
Mutual funds	\$ 57,758,097	\$ -	\$ 57,758,097
Participant-directed brokerage accounts	2,225,136	-	2,225,136
Common stocks	1,727,057	-	1,727,057
Total assets in the fair value hierarchy	<u>\$ 61,710,290</u>	<u>\$ -</u>	<u>61,710,290</u>
Stable value fund measured at net asset value (a)			<u>10,321,120</u>
Total investments			<u>\$ 72,031,410</u>

(a) In accordance with Topic 820, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in the table above are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

A summary of the Master Trust's investments with a reported net asset value as of December 31, 2015 and 2014 is as follows:

Investment	Fair Value Estimated Using Net Asset Value Per Share December 31, 2015				
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Wells Fargo Stable Value Fund C	\$ 9,930,825	\$ -	Immediate	None	12 months

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

5. Fair Value Measurements (continued)

Investment	Fair Value Estimated Using Net Asset Value Per Share December 31, 2014				
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Wells Fargo Stable Value Fund C	\$10,321,120	\$ -	Immediate	None	12 months

6. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

7. Federal Income Tax Status

Under IRS Rev. Proc. 2007-44, the Plan is on Cycle E for purposes of filing an application for a determination letter. Accordingly, an application for a determination letter was filed in December 2015. The plan administrator believes the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Management is not aware of any uncertain tax positions that would require the Plan to recognize a tax liability (or asset).

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

7. Federal Income Tax Status (continued)

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Distributions

There were no distributions payable to terminated employees included in net assets available for benefits for the years ended December 31, 2015 and 2014.

9. Exempt Party-in-Interest Transactions

Certain Master Trust investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund. Notes receivable from participants are also considered exempt party-in-interest transactions.

At December 31, 2015 and 2014, the Master Trust held 32,106 and 33,001 shares, respectively, of common stock of the Company, the sponsoring employer, with a cost basis of \$632,057 and \$627,120, respectively. During the year ended December 31, 2015, the Master Trust recorded dividend income of \$10,928 related to the Company's common stock.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Notes to Financial Statements
December 31, 2015 and 2014

10. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2015 and 2014, to Form 5500 and the investment income from the Master Trust per the financial statements to the net investment gain from Master Trust investments per the Form 5500 for the year ended December 31, 2015:

	<u>2015</u>	<u>2014</u>
Net assets available for benefit per the financial statements	\$ 56,921,404	\$ 56,520,532
Adjustments from contract value to fair value for fully benefit-responsive stable value fund	<u>-</u>	<u>109,349</u>
Net assets available for benefit per Form 5500	<u>\$ 56,921,404</u>	<u>\$ 56,629,881</u>
Net increase before transfers per the financial statements	\$ 395,170	
Adjustments from contract value to fair value for fully benefit-responsive stable value fund - 2014	<u>(109,349)</u>	
Net increase before transfers per the Form 5500	<u>\$ 285,821</u>	

Supplemental Schedules

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Employer Identification Number 80-0819474

Plan Number - 001

Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions

For the Year Ended December 31, 2015

Participant Contributions Transferred Late to Plan Check Here if Late Participant Loan Repayments are Included [X]	<u>Total that Constitute Nonexempt Prohibited Transactions</u>			Total Fully Corrected Under VFCP and PTE 2002-51
	<u>Contributions Not Corrected</u>	<u>Contributions Corrected Outside VFCP</u>	<u>Contributions Pending Correction in VFCP</u>	
Late Participant Contributions from 2012:				
\$ 726,891	\$ -	\$ -	\$ -	\$ 726,891
Late Participant Contributions from 2013:				
\$ 1,095,229	\$ -	\$ -	\$ -	\$ 1,095,229
Late Participant Contributions from 2014:				
\$ 88,848	\$ -	\$ -	\$ -	\$ 88,848
Late Participant Contributions from 2015:				
\$ 85,954	\$ -	\$ -	\$ -	\$ 85,954

See Independent Auditor's Report.

A&B Individual Deferred Compensation and Profit Sharing Plan for Salaried Non-Bargaining Employees

Employer Identification Number 80-0819474

Plan Number - 001

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

December 31, 2015

(a)	(b) Identity of Issue	(c) Description	(d) Cost	(e) Current Value
	Interest in the Master Trust		**	\$ 56,357,725
*	Notes Receivable from Participants	Promissory notes; secured by vested interest; various terms; interest rates ranging from 4.25 to 5.37 percent, maturing at various dates through June 2028.	**	488,712
		Total assets		<u>\$ 56,846,437</u>

* Party-in-interest

** Investments are participant-directed

The above information has been certified by Fidelity Management Trust Company, the Plan's trustee, as complete and accurate.