

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="font-size: 24pt; font-weight: bold;">2015</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	▶ ☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information —enter all requested information		
1a Name of plan <u>H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
	1c Effective date of plan	<u>01/01/1989</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>H-E PARTS INTERNATIONAL LLC</u> <u>1117 PERIMETER CENTER WEST</u> <u>SUITE N-306</u> <u>ATLANTA, GA 30338</u>	2b Employer Identification Number (EIN)	<u>20-3895138</u>
	2c Plan Sponsor's telephone number	<u>678-443-2142</u>
	2d Business code (see instructions)	<u>423800</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2016	CHRISTA WESSELS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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	5 257
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) 228
a(2) Total number of active participants at the end of the plan year	6a(2) 217
b Retired or separated participants receiving benefits.....	6b 1
c Other retired or separated participants entitled to future benefits.....	6c 16
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 234
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 234
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 183
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 17
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 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2015 This Form is Open to Public Inspection
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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 H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 H-E PARTS INTERNATIONAL LLC	D Employer Identification Number (EIN) 20-3895138

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	52159	194	01/01/2015	12/31/2015

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid 21225	(b) Total amount of fees paid 11015
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

RAYMOND JAMES INSURANCE GROUP, INC
880 CARILLON PARKWAY
ST. PETERSBURG, FL 33716

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
21225			4

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

CBA
37 28TH AVE NORTH
ST. CLOUD, MN 56303

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	11015	TPA FEES	5

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

Schedule A (Form 5500) 2015
v. 150123

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	53428
5 Current value of plan's interest under this contract in separate accounts at year end	5	8135141

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

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

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

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

b Balance at the end of the previous year	7b	22115
c Additions: (1) Contributions deposited during the year	7c(1)	8742
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	76
(4) Transferred from separate account	7c(4)	45753
(5) Other (specify below)..... ▶ LOANS CREDITS	7c(5)	5639
(6) Total additions	7c(6)	60210
d Total of balance and additions (add lines 7b and 7c(6))	7d	82325
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	20620
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)..... ▶ LOANS ADJUSTMENTS	7e(4)	8277
(5) Total deductions	7e(5)	28897
f Balance at the end of the current year (subtract line 7e(5) from line 7d).....	7f	53428

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

A Name of plan <u>H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ► <u>001</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>H-E PARTS INTERNATIONAL LLC</u>	D Employer Identification Number (EIN) <u>20-3895138</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2050</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-001</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>76218</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2045</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-001</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>51921</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2040</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-001</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>535131</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2035</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-001</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>49500</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2030</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-001</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>200219</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2025</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-001</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>322515</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2020</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-001</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>95017</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2015		
b Name of sponsor of entity listed in (a): 01-0233346		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7495
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 251287
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 947897
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1013414
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 513385
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 242845
a Name of MTIA, CCT, PSA, or 103-12 IE: TOCQUEVILLE GOLD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27770
a Name of MTIA, CCT, PSA, or 103-12 IE: JH ACTIVE STRATEGY THOUGH 2055		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37787
a Name of MTIA, CCT, PSA, or 103-12 IE: NATURAL RESOURCES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11504
a Name of MTIA, CCT, PSA, or 103-12 IE: ROYCE OPPORTUNITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30675

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 116783

a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22826

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53725

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17800

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4087

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57745

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39036

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2691

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21381

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47133

a Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 111878

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 200591

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON CLEARBR AGG GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4177

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38728

a Name of MTIA, CCT, PSA, or 103-12 IE: NATURAL RESOURCES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 143515

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19910

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53071

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15386

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 109716

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 125404
a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 45303
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30724
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SMALL CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58100
a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT VALUE OPPS FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8265
a Name of MTIA, CCT, PSA, or 103-12 IE: MID VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 67721
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 146135
a Name of MTIA, CCT, PSA, or 103-12 IE: PRU JENNISON MID GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81376
a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6889
a Name of MTIA, CCT, PSA, or 103-12 IE: JH DISCIPLINED VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39969

a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 116905
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY CONTRAFUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 218471
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR TOTAL BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1162
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC.		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 87108
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK BASIC VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11906
a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 104081
a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46145
a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 231719
a Name of MTIA, CCT, PSA, or 103-12 IE: PARNASSUS CORE EQUITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1480
a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. EQUITY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2924

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE CAP APPRECIATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 155373
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL INCOME BUILDER		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 152448
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75527
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41983
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO ALL ASSET		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18171
a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46879
a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52684
a Name of MTIA, CCT, PSA, or 103-12 IE: U.S. HIGH YIELD BOND FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2604
a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED HIGH YIELD BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3198
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER INTL BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 127708

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADV NEW INSIGHTS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11270

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD MID-CAP VALUE ETF		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12346

a Name of MTIA, CCT, PSA, or 103-12 IE: NEW OPPORTUNITIES FUNDS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 290

a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2650

a Name of MTIA, CCT, PSA, or 103-12 IE: US EQUITY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4783

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL LARGE CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 986

a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 150794

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68889

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC.		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1750

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: **US GOVERNMENT SECURITIES****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18856
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD SHORT TERM FEDERAL****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3456
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a Name of MTIA, CCT, PSA, or 103-12 IE: **MONEY MARKET FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-001	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 255951
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

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 H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 H-E PARTS INTERNATIONAL LLC		D Employer Identification Number (EIN) 20-3895138

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a	5423	6997
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	315	
	(2) Participant contributions	1b(2)	30	
	(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)	150052	236770
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	6548193	8135141
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	22115	53428
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6726128	8432336

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	12941	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	12941	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6713187	8432336
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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)	218796	
(B) Participants	2a(1)(B)	838267	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)	266153	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1323216
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)	9908	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	34	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9942
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-209429
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1123729

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

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1499929	
(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)		1499929
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)	9129	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9129
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1509058

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-385329
l Transfers of assets:			
(1) To this plan	2l(1)		2104478
(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: CLIFTONLARSONALLEN LLP

(2) EIN: 41-0746749

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.)		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.)		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.)		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			1000000
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?		X		
p Were in-service distributions made during the plan year?		X		

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)
B & G MACHINE, INC 401(K) PLAN	91-0751347	001

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

Part V Trust Information

6a Name of trust

6b Trust's EIN

6c Name of trustee or custodian

6d Trustee's or custodian's telephone number

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

A Name of plan <u>H-E PARTS INTERNATIONAL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>H-E PARTS INTERNATIONAL LLC</u>	D Employer Identification Number (EIN) <u>20-3895138</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</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	<u>0</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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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

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

Schedule R (Form 5500) 2015
v. 150123

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

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

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

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

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

YEARS ENDED DECEMBER 31, 2015 AND 2014

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
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YEARS ENDED DECEMBER 31, 2015 AND 2014**

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INDEPENDENT AUDITORS' REPORT

Plan Trustees
H-E Parts International
Retirement Savings Plan
Atlanta, Georgia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of H-E Parts International Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 by John Hancock Life Insurance Company USA, the insurance company, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the insurance company holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the insurance company as of and for the years ended December 31, 2015 and 2014, that the information provided to the Plan administrator by the insurance company 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 schedule of assets (held at end of year) as of December 31, 2015, is 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 is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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 insurance company, 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.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

St. Cloud, Minnesota
October 13, 2016

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2015 AND 2014**

	<u>2015</u>	<u>2014</u>
ASSETS		
INVESTMENTS (at Fair Value)		
Guaranteed Interest Accounts	\$ 53,428	\$ 22,115
Pooled Separate Accounts	<u>8,135,141</u>	<u>6,548,193</u>
Total Investments	8,188,569	6,570,308
NON-INTEREST BEARING CASH	6,997	5,423
RECEIVABLES		
Employee 401(k) Deferral Contributions	-	30
Employer Match Contributions	-	315
Notes Receivable from Participants	<u>236,770</u>	<u>150,052</u>
Total Receivables	<u>236,770</u>	<u>150,397</u>
Total Assets	8,432,336	6,726,128
LIABILITIES		
EXCESS CONTRIBUTIONS PAYABLE	<u>-</u>	<u>12,941</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 8,432,336</u></u>	<u><u>\$ 6,713,187</u></u>

See accompanying Notes to Financial Statements.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2015 AND 2014**

	<u>2015</u>	<u>2014</u>
ADDITIONS:		
INVESTMENT INCOME (LOSS)		
Net Appreciation (Depreciation) in Fair Value of Investments	\$ (209,429)	\$ 245,001
Interest	<u>34</u>	<u>17</u>
Total Investment Income (Loss)	(209,395)	245,018
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	9,908	4,957
CONTRIBUTIONS		
Employee 401(k) Deferral	838,267	520,821
Employer Match	218,796	133,069
Employee Rollover	<u>266,153</u>	<u>153,612</u>
Total Contributions	1,323,216	807,502
Total Additions	1,123,729	1,057,477
DEDUCTIONS:		
BENEFITS PAID TO PARTICIPANTS	1,499,929	297,209
ADMINISTRATIVE EXPENSES	<u>9,129</u>	<u>8,577</u>
Total Deductions	1,509,058	305,786
NET (DECREASE) INCREASE BEFORE PLAN MERGER	(385,329)	751,691
TRANSFER IN FROM PLAN MERGER	<u>2,104,478</u>	<u>-</u>
NET INCREASE AFTER PLAN MERGER	1,719,149	751,691
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Year	<u>6,713,187</u>	<u>5,961,496</u>
End of Year	<u><u>\$ 8,432,336</u></u>	<u><u>\$ 6,713,187</u></u>

See accompanying Notes to Financial Statements.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 1 DESCRIPTION OF PLAN

The following description of H-E Parts International (Employer) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan originally effective January 1, 1989. The Plan has been amended and restated throughout the years to comply with tax legislation. The Plan was amended and restated effective January 1, 2016, and last amended effective December 1, 2014. The Plan covers all employees of the Employer and its participating employers, Dom-Ex LLC, Getco, Ltd, and Crown Parts & Machine, Inc., and B & G Machine, Inc. (collectively referred to as Employer). The Plan excludes employees covered by a collective bargaining agreement, non-resident aliens, and leased employees. Employees who have attained age 20 are immediately eligible to participate in the salary deferral arrangement portion of the Plan. Employees who have attained age 20 and completed 90 days of service are eligible to participate in the discretionary matching and profit sharing contributions. The Plan entry dates for matching and profit sharing eligibility are the first day of each month following the completion of the eligibility requirements. It is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Effective January 1, 2016, the Plan restatement included provisions to excluded employees who are regularly scheduled to work less than 1,000 hours and also removed the age requirement.

Contributions

The Plan includes a cash or deferred arrangement allowed under Section 401(k) of the Code. Eligible participants are thereby permitted to elect to have a percentage or dollar amount of their compensation contributed as pre-tax 401(k) or post-tax Roth 401(k) contributions to the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 4% of eligible compensation and their contributions investment in the designated default fund until changed by the participant. The Plan allows participants age 50 and older to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Employer authorized a discretionary matching contribution of 50% of deferrals up to 4% of compensation deferred for the years ended December 31, 2015 and 2014.

Each year, at its discretion, the Employer may choose to make a discretionary profit sharing contribution to eligible participants. In order to receive an allocation of discretionary profit sharing contributions, a participant must be employed on the last day of the Plan year, unless termination is due to death, disability or retirement. No Employer discretionary profit sharing contributions were authorized for the years ended December 31, 2015 and 2014. Contributions are subject to limitations. Participants direct the investment of contributions into various investment options offered under the Plan.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's contribution, the Employer discretionary matching and/or profit sharing contributions, an allocation of Plan earnings or losses and an allocation of administrative expenses. Employer matching contributions are allocated based on employee deferrals and compensation. Employer discretionary profit sharing contributions are allocated to participants based on compensation, subject to Plan provisions. Income is allocated daily based on number of shares in the participant's account.

Vesting

Employee 401(k) contributions, plus actual earnings thereon, are immediately 100% vested. Employer discretionary matching and profit sharing contributions, plus actual earnings thereon, are vested using a five-year graded vesting schedule, where a participant is 100% vested after completing five years of credited service. Notwithstanding the above, a participant is fully vested upon reaching early retirement age (55), upon death or disability.

Forfeitures

Forfeitures are first used to pay Plan expenses and are then used to reduce Employer contributions. No Forfeitures were used to reduce Employer contributions during 2015 and 2014. Forfeitures of \$4,971 and \$6,401 were used to pay Plan expenses during 2015 and 2014, respectively. At December 31, 2015 and 2014, non-vested account balances totaled \$6,997 and \$5,423, respectively.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer from the investment fund to the participant loan fund. Loan terms range from less than one year up to five years and may be longer when used to purchase a principal residence. The loans are secured by the balance in the participant's account and bear interest at the Prime rate plus 1%. Principal and interest is paid ratably through monthly payroll deductions.

Benefit Payments

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Upon termination of service, death, disability, or retirement (age 55), the participant may receive the value of the vested interest in their account in the form of a lump-sum or installment distribution. If a participant terminates employment and the participant's account balance was never greater than \$5,000 the Plan administrator will authorize the benefit payment without the participant's consent. The plan allows for in-service and hardship distributions subject to Plan provisions.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Change in Accounting Principle

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Parts I and III are not applicable to the Plan. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured at fair value. Plans will continue to disaggregate investments that are measured at fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics, and risks. Further, the disclosure of information about fair value measurements should be provided by general type of plan asset. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Part II is to be retrospectively applied. The Plan has elected to early adopt Part II.

Valuation of Investments and Income Recognition

The Plan's investments are valued at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

The Employer pays certain expenses incurred in the operation of the Plan. Fees related to the administration of the Plan are allocated as an expense to participant accounts. Loan and distribution fees are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of investments.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

Subsequent Events

In preparing these financial statements, the Employer has evaluated events and transactions for potential recognition or disclosure through October 13, 2016, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

John Hancock Life Insurance Company USA, the insurance company, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information including notes receivable from participants presented in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014, the statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2015.

NOTE 4 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value 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 are described as follows:

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

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Pooled Separate Accounts: Valued at the NAV of units as determined by the insurance company. NAV is a readily determinable fair value and is the basis for current transactions.

Guaranteed Interest Accounts: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer.

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

2015				
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts	\$ -	\$ 8,135,141	\$ -	\$ 8,135,141
Guaranteed Interest Accounts	-	53,428	-	53,428
Total Investments at Fair Value	\$ -	\$ 8,188,569	\$ -	\$ 8,188,569

2014				
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts	\$ -	\$ 6,548,193	\$ -	\$ 6,548,193
Guaranteed Interest Accounts	-	22,115	-	22,115
Total Investments at Fair Value	\$ -	\$ 6,570,308	\$ -	\$ 6,570,308

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 5 CONTRACT WITH INSURANCE COMPANY

The Plan entered into a contract with John Hancock Life Insurance Company USA that is not deemed to be fully benefit-responsive and is reported at fair value. The contract provides for withdrawals associated with certain events which are not in the ordinary course of Plan operations, and that the insurance company determines will have a material adverse effect on its financial interest, will be paid with a fair value adjustment to the contract value amount of such withdrawal as defined in such contracts. The Plan administrator does not believe that the occurrence of any such value event which would limit the Plan's ability to transact at contract value with the participants is probable.

NOTE 6 PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination the Plan administrator will facilitate the distribution of account balances under the provisions of the Plan and Trust Agreement until all assets have been distributed. Upon termination, each participant will become 100% vested and entitled to receive the value of their account.

NOTE 7 PLAN TAX STATUS

The prototype plan has received an opinion letter dated March 31, 2008, from the Internal Revenue Service (IRS) indicating that the prototype plan is qualified under Section 401 of the Internal Revenue Code (IRC) and is therefore not subject to tax under present income tax law. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 9 PARTY IN INTEREST TRANSACTIONS

The Plan's investments are managed by John Hancock Life Insurance Company USA. John Hancock Life Insurance Company is the insurance company as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest.

NOTE 10 PLAN MERGER

Effective February 3, 2015, the board of directors of the Company authorized the plan merger of the B & G Machine, Inc. 401(k) Plan (B & G) into the Plan. The Plan Sponsor of the B & G plan was a related employer. As a result, assets of \$2,104,478 were transferred into the Plan.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
E.I.N. 20-3895138 PLAN NO. 001
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2015**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost **	(e) Current Value
		<u>Pooled Separate Accounts:</u>		
*	John Hancock Life Ins. Co.	Retirement Living through 2015		\$ 7,495
*	John Hancock Life Ins. Co.	Retirement Living through 2020		95,017
*	John Hancock Life Ins. Co.	Retirement Living through 2025		322,515
*	John Hancock Life Ins. Co.	Retirement Living through 2030		200,219
*	John Hancock Life Ins. Co.	Retirement Living through 2035		49,500
*	John Hancock Life Ins. Co.	Retirement Living through 2040		535,131
*	John Hancock Life Ins. Co.	Retirement Living through 2045		51,921
*	John Hancock Life Ins. Co.	Retirement Living through 2050		76,218
*	John Hancock Life Ins. Co.	Retirement Living through 2055		37,787
*	John Hancock Life Ins. Co.	Lifestyle Fund - Conservative Portfolio		242,845
*	John Hancock Life Ins. Co.	Lifestyle Fund - Moderate Portfolio		513,385
*	John Hancock Life Ins. Co.	Lifestyle Fund - Balanced Portfolio		1,013,414
*	John Hancock Life Ins. Co.	Lifestyle Fund - Growth Portfolio		947,897
*	John Hancock Life Ins. Co.	Lifestyle Fund - Aggressive Portfolio		251,287
*	John Hancock Life Ins. Co.	Money Market		255,951
*	John Hancock Life Ins. Co.	Short Term Federal		3,456
*	John Hancock Life Ins. Co.	U.S. Government Securities		18,856
*	John Hancock Life Ins. Co.	Strategic Income Opportunities		150,794
*	John Hancock Life Ins. Co.	T. Rowe Price Spectrum Income		1,750
*	John Hancock Life Ins. Co.	PIMCO Real Return		68,889
*	John Hancock Life Ins. Co.	Oppenheimer International Bond		127,708
*	John Hancock Life Ins. Co.	Federated Institutional High Yield Bond		3,198
*	John Hancock Life Ins. Co.	U.S. High Yield		2,604
*	John Hancock Life Ins. Co.	High Yield Fund		52,684
*	John Hancock Life Ins. Co.	Mutual Global Discovery		46,879
*	John Hancock Life Ins. Co.	PIMCO All Asset		18,171
*	John Hancock Life Ins. Co.	BlackRock Global Allocation		41,983
*	John Hancock Life Ins. Co.	American Balanced Fund		75,527
*	John Hancock Life Ins. Co.	Capital Income Builder		152,448
*	John Hancock Life Ins. Co.	T. Rowe Capital Appreciation		155,373
*	John Hancock Life Ins. Co.	U.S. Equity		4,783
*	John Hancock Life Ins. Co.	Parnassus Equity Income		1,480
*	John Hancock Life Ins. Co.	Washington Mutual Investors		231,719
*	John Hancock Life Ins. Co.	Mutual Beacon		46,145
*	John Hancock Life Ins. Co.	500 Index Fund		104,081
*	John Hancock Life Ins. Co.	BlackRock Basic Value		11,906
*	John Hancock Life Ins. Co.	T. Rowe Price Equity Income		87,108
*	John Hancock Life Ins. Co.	Fidelity Contrafund		218,471
*	John Hancock Life Ins. Co.	The Growth Fund of America		116,905

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
E.I.N. 20-3895138 PLAN NO. 001
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
DECEMBER 31, 2015**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost **	(e) Current Value
		<u>Pooled Separate Accounts (Continued):</u>		
*	John Hancock Life Ins. Co.	Disciplined Value Fund		\$ 39,969
*	John Hancock Life Ins. Co.	Total Stock Market Index		6,890
*	John Hancock Life Ins. Co.	Prudential Jennison Mid Cap Growth		81,376
*	John Hancock Life Ins. Co.	Capital Appreciation Fund		146,135
*	John Hancock Life Ins. Co.	JP Morgan Mid Cap Value		67,721
*	John Hancock Life Ins. Co.	Lord Abbett Value Opportunities		8,265
*	John Hancock Life Ins. Co.	Small Cap Value		58,100
*	John Hancock Life Ins. Co.	Mid Cap Index		30,724
*	John Hancock Life Ins. Co.	Value Fund		45,303
*	John Hancock Life Ins. Co.	Blue Chip Growth Fund		109,716
*	John Hancock Life Ins. Co.	Small Cap Value		15,386
*	John Hancock Life Ins. Co.	Small Cap Value Index		53,071
*	John Hancock Life Ins. Co.	Aston/Fairpointe Mid Cap		4,087
*	John Hancock Life Ins. Co.	Small Cap Opportunities		290
*	John Hancock Life Ins. Co.	Invesco International Growth		38,728
*	John Hancock Life Ins. Co.	Legg Mason ClearBridge Aggressive Growth		4,177
*	John Hancock Life Ins. Co.	Europacific Growth		200,591
*	John Hancock Life Ins. Co.	Small Cap Growth		111,878
*	John Hancock Life Ins. Co.	Small Growth Fund		21,381
*	John Hancock Life Ins. Co.	American Century Heritage		19,910
*	John Hancock Life Ins. Co.	Small Cap Index Fund		125,404
*	John Hancock Life Ins. Co.	International Equity Index Fund		2,691
*	John Hancock Life Ins. Co.	DFA US Small Cap		39,036
*	John Hancock Life Ins. Co.	T. Rowe Price Science & Technology		57,746
*	John Hancock Life Ins. Co.	Mid Cap Stock Fund		47,133
*	John Hancock Life Ins. Co.	DFA U.S. Targeted Value		17,800
*	John Hancock Life Ins. Co.	International Value Fund		53,725
*	John Hancock Life Ins. Co.	Energy Fund		22,826
*	John Hancock Life Ins. Co.	Oppenheimer Developing Markets		116,783
*	John Hancock Life Ins. Co.	Royce Opportunity		30,675
*	John Hancock Life Ins. Co.	Natural Resources		11,504
*	John Hancock Life Ins. Co.	VS Rests		143,515
*	John Hancock Life Ins. Co.	Fundamental Large Cap Value Fund		986
*	John Hancock Life Ins. Co.	Domini Social Equity Fund		2,650
*	John Hancock Life Ins. Co.	Vanguard Mid-Cap Value ETF		12,346
*	John Hancock Life Ins. Co.	Tocqueville Gold Fund		27,770
*	John Hancock Life Ins. Co.	Fidnewin		11,270
*	John Hancock Life Ins. Co.	Fid Total		1,162
*	John Hancock Life Ins. Co.	JPM Use		2,921
		Total Pooled Separate Accounts		<u>\$ 8,135,141</u>

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
E.I.N. 20-3895138 PLAN NO. 001
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
DECEMBER 31, 2015**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost **	(e) Current Value
		<u>Guaranteed Interest Accounts:</u>		
*	John Hancock Life Ins. Co.	General Account - 3-Year Comp		\$ 49,686
*	John Hancock Life Ins. Co.	General Account - 5-Year Comp		<u>3,742</u>
		Total Guaranteed Interest Accounts		\$ 53,428
*	Participants	Participant Loans		
		Rates from 4.25% to 4.50%	-	<u>236,770</u>
	Total			<u><u>\$ 8,425,339</u></u>

* Indicates Party-in-Interest

**Cost omitted for participant-directed accounts

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

YEARS ENDED DECEMBER 31, 2015 AND 2014

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
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INDEPENDENT AUDITORS' REPORT

Plan Trustees
H-E Parts International
Retirement Savings Plan
Atlanta, Georgia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of H-E Parts International Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 by John Hancock Life Insurance Company USA, the insurance company, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the insurance company holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the insurance company as of and for the years ended December 31, 2015 and 2014, that the information provided to the Plan administrator by the insurance company 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 schedule of assets (held at end of year) as of December 31, 2015, is 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 is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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 insurance company, 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.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

St. Cloud, Minnesota
October 13, 2016

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2015 AND 2014**

	<u>2015</u>	<u>2014</u>
ASSETS		
INVESTMENTS (at Fair Value)		
Guaranteed Interest Accounts	\$ 53,428	\$ 22,115
Pooled Separate Accounts	<u>8,135,141</u>	<u>6,548,193</u>
Total Investments	8,188,569	6,570,308
NON-INTEREST BEARING CASH	6,997	5,423
RECEIVABLES		
Employee 401(k) Deferral Contributions	-	30
Employer Match Contributions	-	315
Notes Receivable from Participants	<u>236,770</u>	<u>150,052</u>
Total Receivables	<u>236,770</u>	<u>150,397</u>
Total Assets	8,432,336	6,726,128
LIABILITIES		
EXCESS CONTRIBUTIONS PAYABLE	<u>-</u>	<u>12,941</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 8,432,336</u></u>	<u><u>\$ 6,713,187</u></u>

See accompanying Notes to Financial Statements.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2015 AND 2014**

	<u>2015</u>	<u>2014</u>
ADDITIONS:		
INVESTMENT INCOME (LOSS)		
Net Appreciation (Depreciation) in Fair Value of Investments	\$ (209,429)	\$ 245,001
Interest	<u>34</u>	<u>17</u>
Total Investment Income (Loss)	(209,395)	245,018
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	9,908	4,957
CONTRIBUTIONS		
Employee 401(k) Deferral	838,267	520,821
Employer Match	218,796	133,069
Employee Rollover	<u>266,153</u>	<u>153,612</u>
Total Contributions	1,323,216	807,502
Total Additions	1,123,729	1,057,477
DEDUCTIONS:		
BENEFITS PAID TO PARTICIPANTS	1,499,929	297,209
ADMINISTRATIVE EXPENSES	<u>9,129</u>	<u>8,577</u>
Total Deductions	1,509,058	305,786
NET (DECREASE) INCREASE BEFORE PLAN MERGER	(385,329)	751,691
TRANSFER IN FROM PLAN MERGER	<u>2,104,478</u>	<u>-</u>
NET INCREASE AFTER PLAN MERGER	1,719,149	751,691
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Year	<u>6,713,187</u>	<u>5,961,496</u>
End of Year	<u><u>\$ 8,432,336</u></u>	<u><u>\$ 6,713,187</u></u>

See accompanying Notes to Financial Statements.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 1 DESCRIPTION OF PLAN

The following description of H-E Parts International (Employer) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan originally effective January 1, 1989. The Plan has been amended and restated throughout the years to comply with tax legislation. The Plan was amended and restated effective January 1, 2016, and last amended effective December 1, 2014. The Plan covers all employees of the Employer and its participating employers, Dom-Ex LLC, Getco, Ltd, and Crown Parts & Machine, Inc., and B & G Machine, Inc. (collectively referred to as Employer). The Plan excludes employees covered by a collective bargaining agreement, non-resident aliens, and leased employees. Employees who have attained age 20 are immediately eligible to participate in the salary deferral arrangement portion of the Plan. Employees who have attained age 20 and completed 90 days of service are eligible to participate in the discretionary matching and profit sharing contributions. The Plan entry dates for matching and profit sharing eligibility are the first day of each month following the completion of the eligibility requirements. It is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Effective January 1, 2016, the Plan restatement included provisions to excluded employees who are regularly scheduled to work less than 1,000 hours and also removed the age requirement.

Contributions

The Plan includes a cash or deferred arrangement allowed under Section 401(k) of the Code. Eligible participants are thereby permitted to elect to have a percentage or dollar amount of their compensation contributed as pre-tax 401(k) or post-tax Roth 401(k) contributions to the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 4% of eligible compensation and their contributions investment in the designated default fund until changed by the participant. The Plan allows participants age 50 and older to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Employer authorized a discretionary matching contribution of 50% of deferrals up to 4% of compensation deferred for the years ended December 31, 2015 and 2014.

Each year, at its discretion, the Employer may choose to make a discretionary profit sharing contribution to eligible participants. In order to receive an allocation of discretionary profit sharing contributions, a participant must be employed on the last day of the Plan year, unless termination is due to death, disability or retirement. No Employer discretionary profit sharing contributions were authorized for the years ended December 31, 2015 and 2014. Contributions are subject to limitations. Participants direct the investment of contributions into various investment options offered under the Plan.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's contribution, the Employer discretionary matching and/or profit sharing contributions, an allocation of Plan earnings or losses and an allocation of administrative expenses. Employer matching contributions are allocated based on employee deferrals and compensation. Employer discretionary profit sharing contributions are allocated to participants based on compensation, subject to Plan provisions. Income is allocated daily based on number of shares in the participant's account.

Vesting

Employee 401(k) contributions, plus actual earnings thereon, are immediately 100% vested. Employer discretionary matching and profit sharing contributions, plus actual earnings thereon, are vested using a five-year graded vesting schedule, where a participant is 100% vested after completing five years of credited service. Notwithstanding the above, a participant is fully vested upon reaching early retirement age (55), upon death or disability.

Forfeitures

Forfeitures are first used to pay Plan expenses and are then used to reduce Employer contributions. No Forfeitures were used to reduce Employer contributions during 2015 and 2014. Forfeitures of \$4,971 and \$6,401 were used to pay Plan expenses during 2015 and 2014, respectively. At December 31, 2015 and 2014, non-vested account balances totaled \$6,997 and \$5,423, respectively.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer from the investment fund to the participant loan fund. Loan terms range from less than one year up to five years and may be longer when used to purchase a principal residence. The loans are secured by the balance in the participant's account and bear interest at the Prime rate plus 1%. Principal and interest is paid ratably through monthly payroll deductions.

Benefit Payments

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Upon termination of service, death, disability, or retirement (age 55), the participant may receive the value of the vested interest in their account in the form of a lump-sum or installment distribution. If a participant terminates employment and the participant's account balance was never greater than \$5,000 the Plan administrator will authorize the benefit payment without the participant's consent. The plan allows for in-service and hardship distributions subject to Plan provisions.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Change in Accounting Principle

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Parts I and III are not applicable to the Plan. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured at fair value. Plans will continue to disaggregate investments that are measured at fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics, and risks. Further, the disclosure of information about fair value measurements should be provided by general type of plan asset. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Part II is to be retrospectively applied. The Plan has elected to early adopt Part II.

Valuation of Investments and Income Recognition

The Plan's investments are valued at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

The Employer pays certain expenses incurred in the operation of the Plan. Fees related to the administration of the Plan are allocated as an expense to participant accounts. Loan and distribution fees are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of investments.

**H-E PARTS INTERNATIONAL
RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2015 AND 2014**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

Subsequent Events

In preparing these financial statements, the Employer has evaluated events and transactions for potential recognition or disclosure through October 13, 2016, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

John Hancock Life Insurance Company USA, the insurance company, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information including notes receivable from participants presented in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014, the statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2015.

NOTE 4 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value 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 are described as follows:

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

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NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Pooled Separate Accounts: Valued at the NAV of units as determined by the insurance company. NAV is a readily determinable fair value and is the basis for current transactions.

Guaranteed Interest Accounts: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer.

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

2015				
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts	\$ -	\$ 8,135,141	\$ -	\$ 8,135,141
Guaranteed Interest Accounts	-	53,428	-	53,428
Total Investments at Fair Value	\$ -	\$ 8,188,569	\$ -	\$ 8,188,569

2014				
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts	\$ -	\$ 6,548,193	\$ -	\$ 6,548,193
Guaranteed Interest Accounts	-	22,115	-	22,115
Total Investments at Fair Value	\$ -	\$ 6,570,308	\$ -	\$ 6,570,308

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NOTE 5 CONTRACT WITH INSURANCE COMPANY

The Plan entered into a contract with John Hancock Life Insurance Company USA that is not deemed to be fully benefit-responsive and is reported at fair value. The contract provides for withdrawals associated with certain events which are not in the ordinary course of Plan operations, and that the insurance company determines will have a material adverse effect on its financial interest, will be paid with a fair value adjustment to the contract value amount of such withdrawal as defined in such contracts. The Plan administrator does not believe that the occurrence of any such value event which would limit the Plan's ability to transact at contract value with the participants is probable.

NOTE 6 PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination the Plan administrator will facilitate the distribution of account balances under the provisions of the Plan and Trust Agreement until all assets have been distributed. Upon termination, each participant will become 100% vested and entitled to receive the value of their account.

NOTE 7 PLAN TAX STATUS

The prototype plan has received an opinion letter dated March 31, 2008, from the Internal Revenue Service (IRS) indicating that the prototype plan is qualified under Section 401 of the Internal Revenue Code (IRC) and is therefore not subject to tax under present income tax law. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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NOTE 9 PARTY IN INTEREST TRANSACTIONS

The Plan's investments are managed by John Hancock Life Insurance Company USA. John Hancock Life Insurance Company is the insurance company as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest.

NOTE 10 PLAN MERGER

Effective February 3, 2015, the board of directors of the Company authorized the plan merger of the B & G Machine, Inc. 401(k) Plan (B & G) into the Plan. The Plan Sponsor of the B & G plan was a related employer. As a result, assets of \$2,104,478 were transferred into the Plan.

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SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2015**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost **	(e) Current Value
		<u>Pooled Separate Accounts:</u>		
*	John Hancock Life Ins. Co.	Retirement Living through 2015		\$ 7,495
*	John Hancock Life Ins. Co.	Retirement Living through 2020		95,017
*	John Hancock Life Ins. Co.	Retirement Living through 2025		322,515
*	John Hancock Life Ins. Co.	Retirement Living through 2030		200,219
*	John Hancock Life Ins. Co.	Retirement Living through 2035		49,500
*	John Hancock Life Ins. Co.	Retirement Living through 2040		535,131
*	John Hancock Life Ins. Co.	Retirement Living through 2045		51,921
*	John Hancock Life Ins. Co.	Retirement Living through 2050		76,218
*	John Hancock Life Ins. Co.	Retirement Living through 2055		37,787
*	John Hancock Life Ins. Co.	Lifestyle Fund - Conservative Portfolio		242,845
*	John Hancock Life Ins. Co.	Lifestyle Fund - Moderate Portfolio		513,385
*	John Hancock Life Ins. Co.	Lifestyle Fund - Balanced Portfolio		1,013,414
*	John Hancock Life Ins. Co.	Lifestyle Fund - Growth Portfolio		947,897
*	John Hancock Life Ins. Co.	Lifestyle Fund - Aggressive Portfolio		251,287
*	John Hancock Life Ins. Co.	Money Market		255,951
*	John Hancock Life Ins. Co.	Short Term Federal		3,456
*	John Hancock Life Ins. Co.	U.S. Government Securities		18,856
*	John Hancock Life Ins. Co.	Strategic Income Opportunities		150,794
*	John Hancock Life Ins. Co.	T. Rowe Price Spectrum Income		1,750
*	John Hancock Life Ins. Co.	PIMCO Real Return		68,889
*	John Hancock Life Ins. Co.	Oppenheimer International Bond		127,708
*	John Hancock Life Ins. Co.	Federated Institutional High Yield Bond		3,198
*	John Hancock Life Ins. Co.	U.S. High Yield		2,604
*	John Hancock Life Ins. Co.	High Yield Fund		52,684
*	John Hancock Life Ins. Co.	Mutual Global Discovery		46,879
*	John Hancock Life Ins. Co.	PIMCO All Asset		18,171
*	John Hancock Life Ins. Co.	BlackRock Global Allocation		41,983
*	John Hancock Life Ins. Co.	American Balanced Fund		75,527
*	John Hancock Life Ins. Co.	Capital Income Builder		152,448
*	John Hancock Life Ins. Co.	T. Rowe Capital Appreciation		155,373
*	John Hancock Life Ins. Co.	U.S. Equity		4,783
*	John Hancock Life Ins. Co.	Parnassus Equity Income		1,480
*	John Hancock Life Ins. Co.	Washington Mutual Investors		231,719
*	John Hancock Life Ins. Co.	Mutual Beacon		46,145
*	John Hancock Life Ins. Co.	500 Index Fund		104,081
*	John Hancock Life Ins. Co.	BlackRock Basic Value		11,906
*	John Hancock Life Ins. Co.	T. Rowe Price Equity Income		87,108
*	John Hancock Life Ins. Co.	Fidelity Contrafund		218,471
*	John Hancock Life Ins. Co.	The Growth Fund of America		116,905

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SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
DECEMBER 31, 2015**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost **	(e) Current Value
		<u>Pooled Separate Accounts (Continued):</u>		
*	John Hancock Life Ins. Co.	Disciplined Value Fund		\$ 39,969
*	John Hancock Life Ins. Co.	Total Stock Market Index		6,890
*	John Hancock Life Ins. Co.	Prudential Jennison Mid Cap Growth		81,376
*	John Hancock Life Ins. Co.	Capital Appreciation Fund		146,135
*	John Hancock Life Ins. Co.	JP Morgan Mid Cap Value		67,721
*	John Hancock Life Ins. Co.	Lord Abbett Value Opportunities		8,265
*	John Hancock Life Ins. Co.	Small Cap Value		58,100
*	John Hancock Life Ins. Co.	Mid Cap Index		30,724
*	John Hancock Life Ins. Co.	Value Fund		45,303
*	John Hancock Life Ins. Co.	Blue Chip Growth Fund		109,716
*	John Hancock Life Ins. Co.	Small Cap Value		15,386
*	John Hancock Life Ins. Co.	Small Cap Value Index		53,071
*	John Hancock Life Ins. Co.	Aston/Fairpointe Mid Cap		4,087
*	John Hancock Life Ins. Co.	Small Cap Opportunities		290
*	John Hancock Life Ins. Co.	Invesco International Growth		38,728
*	John Hancock Life Ins. Co.	Legg Mason ClearBridge Aggressive Growth		4,177
*	John Hancock Life Ins. Co.	Europacific Growth		200,591
*	John Hancock Life Ins. Co.	Small Cap Growth		111,878
*	John Hancock Life Ins. Co.	Small Growth Fund		21,381
*	John Hancock Life Ins. Co.	American Century Heritage		19,910
*	John Hancock Life Ins. Co.	Small Cap Index Fund		125,404
*	John Hancock Life Ins. Co.	International Equity Index Fund		2,691
*	John Hancock Life Ins. Co.	DFA US Small Cap		39,036
*	John Hancock Life Ins. Co.	T. Rowe Price Science & Technology		57,746
*	John Hancock Life Ins. Co.	Mid Cap Stock Fund		47,133
*	John Hancock Life Ins. Co.	DFA U.S. Targeted Value		17,800
*	John Hancock Life Ins. Co.	International Value Fund		53,725
*	John Hancock Life Ins. Co.	Energy Fund		22,826
*	John Hancock Life Ins. Co.	Oppenheimer Developing Markets		116,783
*	John Hancock Life Ins. Co.	Royce Opportunity		30,675
*	John Hancock Life Ins. Co.	Natural Resources		11,504
*	John Hancock Life Ins. Co.	VS Rests		143,515
*	John Hancock Life Ins. Co.	Fundamental Large Cap Value Fund		986
*	John Hancock Life Ins. Co.	Domini Social Equity Fund		2,650
*	John Hancock Life Ins. Co.	Vanguard Mid-Cap Value ETF		12,346
*	John Hancock Life Ins. Co.	Tocqueville Gold Fund		27,770
*	John Hancock Life Ins. Co.	Fidnewin		11,270
*	John Hancock Life Ins. Co.	Fid Total		1,162
*	John Hancock Life Ins. Co.	JPM Use		2,921
		Total Pooled Separate Accounts		<u>\$ 8,135,141</u>

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SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
DECEMBER 31, 2015**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost **	(e) Current Value
		<u>Guaranteed Interest Accounts:</u>		
*	John Hancock Life Ins. Co.	General Account - 3-Year Comp		\$ 49,686
*	John Hancock Life Ins. Co.	General Account - 5-Year Comp		<u>3,742</u>
		Total Guaranteed Interest Accounts		\$ 53,428
*	Participants	Participant Loans		
		Rates from 4.25% to 4.50%	-	<u>236,770</u>
	Total			<u><u>\$ 8,425,339</u></u>

* Indicates Party-in-Interest

**Cost omitted for participant-directed accounts