Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
MINTED, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2012

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)
MINTED, LLC

747 FRONT STREET, SUITE 200
SAN FRANCISCO, CA 94111

2b Employer Identification Number (EIN)
75-3249279

2c Plan Sponsor's telephone number
415-399-1100

2d Business code (see instructions)
452110

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	ROSALYN DIGILOV
	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 [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	199
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)**	187
a(2) Total number of active participants at the end of the plan year	**6a(2)**	264
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	16
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	280
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	280
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	125
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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)	[X]	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)	[X]	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)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[ ]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

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

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

A Name of plan	B Three-digit plan number (PN) ▶	
MINTED, LLC 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
MINTED, LLC	75-3249279	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

LPL FINANCIAL CORPORATION

95-2834236

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55 61	ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	10165	Yes [ ] No [X]

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

NATIONAL FINANCIAL SERVICES LLC

04-3523567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
61	PAYING AGENT	0	Yes [X] No [ ]	Yes [X] No [ ]	3407	Yes [ ] No [X]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF NEW WORLD FUND R4 - AMERICAN FU 95-2566717	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK HI YD BD INV A - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CALVERT EQUITY A - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX STOCK - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM US SMALL CO A - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TEMPLETON FOREIGN A - FRANKLIN TEM 94-3167260	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES LLC	61	1497
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FA FREEDOM 2050 T - FIDELITY DISTR 04-2270522		

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
LPL FINANCIAL CORPORATION	61	9680
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NATIONAL FINANCIAL SERVICES LLC 04-3523567		

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection

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

A Name of plan
MINTED, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MINTED, LLC

D Employer Identification Number (EIN)
75-3249279

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	19911	38128
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	464	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	820668	1782586
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	841043	1820714
Liabilities			
g Benefit claims payable	1g	3132	7468
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	3132	7468
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	837911	1813246

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)	0	
(B) Participants	2a(1)(B)	925157	
(C) Others (including rollovers)	2a(1)(C)	126977	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1052134
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	42237	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		42237
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-61138
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1033233
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	57798	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		57798
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	100	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		100
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		57898
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		975335
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SHEA LABAGH DOBBERSTEIN **(2)** EIN: 94-2290202

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X			76295
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X		

		Yes	No	N/A	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X		
e	Was this plan covered by a fidelity bond?	4e	X			25000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X			
o	Did the plan trust incur unrelated business taxable income?	4o				
p	Were in-service distributions made during the plan year?	4p				

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

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

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

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

Part V Trust Information

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection.

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

A Name of plan
MINTED, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MINTED, LLC

D Employer Identification Number (EIN)
75-3249279

Part I Distributions

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

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

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

EIN(s): 04-6568107 95-6817943

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

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

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

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

MINTED, LLC 401(K) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Year Ended December 31, 2015

MINTED, LLC 401(k) PLAN

Year Ended December 31, 2015

Table of Contents

	Page
Independent Auditors' Report	1-2
Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2015	4
Notes to Financial Statements	5-14
Supplemental Schedules:	
Schedule H – Line 4a: Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2015	15
Schedule H – Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015	16

SHEA LABAGH DOBBERSTEIN
CERTIFIED PUBLIC ACCOUNTANTS & ADVISORS

INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR AND PARTICIPANTS
OF MINTED, LLC 401(k) PLAN

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company ("Fidelity") and Capital Bank & Trust ("Capital Bank"), trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity held the Plan's investment assets and executed investment transactions from August 1, 2015 to December 31, 2015 and Capital Bank held the Plan's investment assets and executed investment transactions as of December 31, 2014 and for the period January 1, 2015 to July 31, 2015. The plan administrator has obtained certifications from the trustees as of December 31, 2015 and 2014 and for the year ended December 31, 2015, that the information provided to the plan administrator by the trustees 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 – Supplemental Schedules

The supplemental Schedule H – Line 4a: Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2015 and Schedule H – Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

SHEA LABAGH DOBBERSTEIN
Certified Public Accountants, Inc.



San Francisco, California
October 11, 2016

MINTED, LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2015	December 31, 2014
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Mutual Funds	$ 1,782,586	$ 820,768
RECEIVABLES		
Participant Contributions	38,128	19,911
Note Receivable from Participant	-	469
TOTAL RECEIVABLES	38,128	20,380
TOTAL ASSETS	1,820,714	841,148
LIABILITIES		
EXCESS CONTRIBUTIONS PAYABLE	7,468	3,132
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,813,246	$ 838,016

See accompanying notes to financial statements.

MINTED, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2015

ADDITIONS		
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME (LOSS)		
Interest Income and Dividends	$	42,237
Net Depreciation in Fair Value of Investments		(61,243)
NET INVESTMENT LOSS		(19,006)
CONTRIBUTIONS		
Participants		925,157
Rollover		126,977
TOTAL CONTRIBUTIONS		1,052,134
TOTAL ADDITIONS		1,033,128
DEDUCTIONS		
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
BENEFITS PAID TO PARTICIPANTS		57,798
ADMINISTRATIVE EXPENSES		100
TOTAL DEDUCTIONS		57,898
NET INCREASE IN NET ASSETS		975,230
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR		838,016
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$	1,813,246

See accompanying notes to financial statements.

MINTED, LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2015

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the MINTED, LLC 401(k) 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 was established on January 1, 2012 to provide retirement benefits for employees of Minted, LLC (the "Company"). The Plan is a defined contribution plan covering all eligible employees who have attained eighteen years of age and whose regularly scheduled service is greater than 1,000 hours in the relevant eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and certain provisions of the Internal Revenue Code (the "IRC"). The Plan Committee is responsible for oversight of the Plan which includes determining the appropriateness of the Plan's investment offerings and monitoring investment performance.

The Plan provides for a Plan administrator who is responsible for keeping accurate and complete records with regard to the Plan's operations, informing participants of changes or amendments to the Plan, ensuring that the Plan conforms to the law and government regulations, and providing participants with any reports and documents required by law.

Effective August 1, 2015, the Plan changed its recordkeeper from American Funds Service Company to Fidelity Management Trust Company. In conjunction with the recordkeeper change, the Plan's assets were transferred from Capital Bank and Trust Company to Fidelity Management Trust Company. To help facilitate the transfer, a black-out period from July 24, 2015 to August 31, 2015 was observed during which investments held by the plan were converted to cash and re-invested in a new portfolio of investment funds. The Plan also fully adopted the provisions of Fidelity Management Trust Company's Volume Submitter Plan effective August 1, 2015.

Participant Contributions – Participants may voluntarily contribute up to 100% of their annual compensation, with maximum contributions of $18,000 for 2015. Additionally, participants who have attained fifty years of age before the end of the Plan year are eligible to make catch up contributions of up to $6,000 for 2015. Participants may make either pre-tax or after-tax contributions and may also rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Employer Contributions – The Company may, at its discretion, elect to make employer matching contributions to the Plan subject to limitations imposed by applicable provisions of the IRC. Participants are required to be 18 years of age to be eligible for any discretionary matching contributions. Beginning August 1, 2015, the Company may also make non-elective contributions to the Plan subject to limitations imposed by applicable provisions of the IRS. Participants are required to be 18 years of age and have completed 1 year of service to be eligible for any non-elective contributions. No such employer contributions were made for the year ended December 31, 2015.

Participant Accounts – Each participant's account is credited with the participant's contributions and employer matching and non-elective contributions and allocations of investment earnings or losses and is charged for administrative expenses. Allocations are based on participant contributions, account balances or specific participant transactions, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that may be provided from the participant's vested account.

Vesting – Participants are immediately vested in their voluntary contributions, rollover contributions and any designated qualified matching contributions plus actual earnings thereon. Vesting in the Company's matching and non-elective contributions and earnings thereon is based on the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Investment Options – The participants may direct the investment of their account balance into various mutual funds available through the Plan.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Notes Receivable from Participants – Participants may borrow from their vested account balances provided they meet the Plan's eligibility requirements. The minimum loan amount is $1,000 and the maximum amount is the lesser of one-half of the participant's vested account balance or $50,000. The duration of the loan is not to exceed five years, except for loans used to finance the purchase of a primary residence. Interest rates are based on the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances and remain fixed throughout the life of the loan. Principal and interest are paid ratably through payroll deductions and are generally due immediately upon termination of employment.

Payment of Benefits – Upon termination of service, death, disability or retirement, a participant may elect to receive a distribution in a lump-sum payment, other amount of distribution or a rollover distribution. A participant may also elect to receive a pre-retirement distribution if the participant is 100% vested in the amount being distributed and has reached 59½ years of age. Benefit payments to the participant generally must begin no later than April 1st following the later of the end of the year after the participant attains age 70½ or the year in which the participant terminates employment. Terminated participants with account balances of $5,000 or greater may delay receipt of distribution. If the vested balance of a terminated participant's account is $5,000 or less, the balance will be directly rolled over into an individual retirement account ("IRA") if no distribution instructions are received. If the vested balance of a terminated participant's account is $1,000 or less, the balance will be distributed in a lump-sum payment.

Forfeited Accounts – A participant's non-vested account may be forfeited upon severance of employment. Forfeitures may be used to pay Plan fees, and/or reduce future employer matching contributions. As of December 31, 2015, there were no forfeited non-vested accounts.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan's financial statements are prepared on the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates – The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition – Investments are reported 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. The Plan's Committee determines the Plan's valuation policies utilizing information provided by the investment advisor and the trustee. See Note 3 for discussion of fair value measurements.

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

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2015 or 2014.

Excess Contributions Payable – Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as a liability with a corresponding reduction in contributions. The Plan distributed the 2015 excess contributions to the applicable participants in February 2016.

Expenses – Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

Payments of Benefits – Benefits are recorded when paid.

Adoption of Recent Accounting Pronouncements – Effective January 1, 2015, the Plan adopted the Financial Accounting Standards Board ('FASB") Accounting Standards Update ("ASU") 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* (consensuses of the FASB Emerging Issues Task Force). The overall objective of this ASU is to reduce complexity in employee benefit plan accounting. Some of its key provisions include the designation of contract value as the only required measure for fully benefit-responsive investment contracts and the elimination of certain disclosure requirements for investments.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of Recent Accounting Pronouncements (Continued) – This ASU has been applied retrospectively. Accordingly, certain disclosures related to 2014 have been modified to be in accordance with this new standard. These modifications had no effect on previously reported net assets available for benefits.

NOTE 3 – FAIR VALUE MEASUREMENTS

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 l) and the lowest priority to unobservable inputs (Level 3).

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.

Level 2: Inputs to the valuation methodology include:

- 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 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

The 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
Total Assets in the Fair Value Heirarchy:				
Mutual Funds	$ 1,782,586	$ -	$ -	$ 1,782,586

	2014			
	Level 1	Level 2	Level 3	Total
Total Assets in the Fair Value Heirarchy:				
Mutual Funds	$ 820,768	$ -	$ -	$ 820,768

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company ("Fidelity"), the current trustee of the Plan, has certified to the completeness and accuracy of all investments presented on the statement of net assets available for benefits and the supplemental Schedule H, line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015, and the related investment income (loss) presented in the statement of changes in net assets available for benefits for the period from August 1, 2015 to December 31, 2015. Capital Bank & Trust, the former trustee of the Plan, has certified to the completeness and accuracy of all investments and note receivable from participant information reflected on the statement of net assets available for benefits and related notes as of December 31, 2014, and the related investment income (loss) presented in the statement of changes in net assets available for benefits for the period from January 1, 2015 to July 31, 2015.

NOTE 5 – TAX STATUS

The Plan is a defined contribution plan designed to qualify as a tax-exempt plan under the IRC. A favorable opinion letter was received on March 31, 2008 regarding the qualified status of the prototype plan on which the terms of the Plan was based through July 1, 2015. As discussed in Note 1, effective August 1, 2015, the Plan adopted the provisions of the Fidelity Management Trust Company's Volume Submitter Plan. A favorable opinion letter from the IRS was received on March 31, 2014 regarding the qualified status of this prototype plan. Management believes the Plan is currently designed and being operated in a manner that is in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

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 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 6 – PLAN TERMINATION

The Company has established the Plan with the expressed intention and expectation that it will continue the Plan. However, if circumstances make it impossible or inadvisable to continue the Plan, the Company reserves the right to terminate it at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Benefits will be held in the trust fund which will remain in existence until the Company requests the discontinuance of the trust agreement.

NOTE 7 – RISKS AND UNCERTAINTIES

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

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

Effective August 1, 2015, certain Plan investments are managed by Fidelity. American Funds, an affiliate of Capital Bank & Trust, also managed certain plan investments in 2015. Fidelity was appointed the Plan's trustee effective August 1, 2015 and Capital Bank & Trust was the Plan's trustee prior to that. Accordingly, these transactions qualify as party-in-interest transactions.

Through July 31, 2015, a portion of fees paid by the Plan for the Plan administration services are netted against net appreciation or added to the net depreciation in fair value of investments as they are paid through revenue sharing. The Company pays directly any other fees related to the Plan's operations.

Effective August 1, 2015, Fidelity provides certain administrative services to the plan pursuant to a service agreement between the Plan and Fidelity. Fidelity receives revenue from mutual fund service providers for services Fidelity provides to the funds. This revenue is used to offset certain amounts owed to Fidelity for its administrative services to the Plan.

If the revenue received by Fidelity from such mutual find service providers exceeds the amounts owed under the service agreement, Fidelity remits the excess to the Plan. Such amounts may be applied to pay recordkeeping and administration fees or allocated to the accounts of the participants invested in such funds. During 2015, there were no such excess amounts. The Plan or the Company may make a payment to Fidelity for administration expenses not covered by this revenue sharing arrangement.

NOTE 9 – DELINQUENT PARTICIPANT CONTRIBUTIONS

In 2015, there were unintentional delays by the Company in remitting certain employee deferrals amounting to $74,746 to the trustee. In 2014 and 2013, there were unintentional delays by the Company in remitting certain employee deferrals amounting to $749 and $800, respectively, to the trustee. These transactions constitute prohibited transactions as defined by ERISA. The Company corrected $38,128 of the 2015 late remittances in February 2016 and corrected the remaining $36,618 in September 2016. The Company corrected the 2014 and 2013 late remittances in September 2015.

NOTE 10 – PLAN ADMINISTRATION ERRORS

In 2016, certain operational errors that occurred in 2015 and prior years were discovered relating to compensation definition, participant deferral election implementation and excess distributions to certain participants. Plan management is in the process of determining the actions necessary to correct these errors.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per these financial statements to Form 5500 as of December 31, 2015 and 2014:

	2015	2014
Net Assets Available for Benefits per the Financial Statements	$ 1,813,246	$ 838,016
Reconciling Items:		
Other Items Recorded on the Financial Statements and Not on Form 5500	-	(105)
Net Assets Available for Benefits per Form 5500	$ 1,813,246	$ 837,911

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of the net increase in net assets per these financial statements to the Form 5500 for the year ended December 31, 2015:

Net Increase in Net Assets per the Statement of Changes in Net Assets Available for Benefits	$	975,230
Reconciling Items:		
Less: Other Items Recorded in the Financial Statements and Not on the Form 5500 in 2014		105
Net Increase in Net Assets per Form 5500	$	975,335

NOTE 12 – SUBSEQUENT EVENTS

The Plan's management has evaluated subsequent events through October 11, 2016, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

MINTED, LLC 401(k) PLAN

SCHEDULE H – LINE 4a: SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

FEIN: 75-3249279

Plan Number: 001

Year Ended December 31, 2015

Year	Participant Contributions Transferred Late to Plan	Check Here if Late Participant Loan Repayments Are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2013	$ 800	☐	$ -	$ 800	$ -	$ -
2014	$ 749	☐	$ -	$ 749	$ -	$ -
2015	$ 74,746	☐	$ 74,746	$ -	$ -	$ -

MINTED, LLC 401(k) PLAN

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

FEIN: 75-3249279

Plan Number: 001

December 31, 2015

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value			(d) Cost	(e) Current Value
		Mutual Funds:				
	American Funds	American Funds New World Fund Class R-4	288	Shares	^	$ 14,308
	BlackRock Advisors	BlackRock High Yield Bond Portfolio Investor A	1,620	Shares	^	11,552
	Calvert Investments	Calvert Equity Portfolio Class A	305	Shares	^	12,217
	Dodge & Cox	Dodge & Cox Stock Fund	176	Shares	^	28,655
*	Fidelity Investments	Fidelity Advisor Biotechnology Fund Class A	296	Shares	^	7,734
*	Fidelity Investments	Fidelity Advisor Energy Fund Class A	30	Shares	^	825
*	Fidelity Investments	Fidelity Advisor Freedom 2020 Fund Class T	7,463	Shares	^	92,689
*	Fidelity Investments	Fidelity Advisor Freedom 2030 Fund Class T	591	Shares	^	7,649
*	Fidelity Investments	Fidelity Advisor Freedom 2035 Fund Class T	5,309	Shares	^	65,518
*	Fidelity Investments	Fidelity Advisor Freedom 2040 Fund Class T	10,739	Shares	^	142,399
*	Fidelity Investments	Fidelity Advisor Freedom 2045 Fund Class T	26,246	Shares	^	267,973
*	Fidelity Investments	Fidelity Advisor Freedom 2050 Fund Class T	54,753	Shares	^	556,287
*	Fidelity Investments	Fidelity Advisor Freedom 2055 Fund Class T	10,591	Shares	^	116,814
*	Fidelity Investments	Fidelity Advisor Freedom 2060 Fund Class T	108	Shares	^	1,049
*	Fidelity Investments	Fidelity Advisor International Discovery Fund Class A	707	Shares	^	27,694
*	Fidelity Investments	Fidelity Advisor Mid Cap II Fund Class A	380	Shares	^	6,707
*	Fidelity Investments	Fidelity Advisor New Insights Fund Class A	707	Shares	^	18,490
*	Fidelity Investments	Fidelity Advisor Real Estate Fund Class A	3	Shares	^	72
*	Fidelity Investments	Fidelity Advisor Small Cap Fund Class A	23	Shares	^	567
*	Fidelity Investments	Fidelity Advisor Strategic Income Fund Class A	16	Shares	^	176
*	Fidelity Investments	Fidelity Advisor Total Bond Fund Class A	2,327	Shares	^	23,874
*	Fidelity Investments	Fidelity Advisor Utilities Fund Class A	5	Shares	^	114
*	Fidelity Investments	Fidelity Government Money Market Fund	45,906	Shares	^	45,906
	First Eagle Investment Management	First Eagle Gold Fund Class A	76	Shares	^	864
	J.P. Morgan Asset Management	JPMorgan U.S. Small Company Fund Class A	1,541	Shares	^	23,052
*	Fidelity Investments	Spartan 500 Index Fund - Fidelity Advantage Class	3,823	Shares	^	274,503
*	Fidelity Investments	Spartan International Index Fund - Fidelity Advantage Class	400	Shares	^	14,357
*	Fidelity Investments	Spartan Small Cap Index Fund - Fidelity Advantage Class	1,324	Shares	^	20,467
	Franklin Templeton Investments	Templeton Foreign Fund Class A	12	Shares	^	74
						$ 1,782,586

* Indicates party-in-interest transaction.

^ Column (d) Cost is omitted for participant directed investments.

MINTED, LLC 401(K) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Year Ended December 31, 2015

MINTED, LLC 401(k) PLAN

Year Ended December 31, 2015

Table of Contents

	Page
Independent Auditors' Report	1-2
Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2015	4
Notes to Financial Statements	5-14
Supplemental Schedules:	
Schedule H – Line 4a: Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2015	15
Schedule H – Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015	16

SHEA LABAGH DOBBERSTEIN
CERTIFIED PUBLIC ACCOUNTANTS & ADVISORS

INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR AND PARTICIPANTS
OF MINTED, LLC 401(k) PLAN

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company ("Fidelity") and Capital Bank & Trust ("Capital Bank"), trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity held the Plan's investment assets and executed investment transactions from August 1, 2015 to December 31, 2015 and Capital Bank held the Plan's investment assets and executed investment transactions as of December 31, 2014 and for the period January 1, 2015 to July 31, 2015. The plan administrator has obtained certifications from the trustees as of December 31, 2015 and 2014 and for the year ended December 31, 2015, that the information provided to the plan administrator by the trustees 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 – Supplemental Schedules

The supplemental Schedule H – Line 4a: Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2015 and Schedule H – Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

SHEA LABAGH DOBBERSTEIN
Certified Public Accountants, Inc.



San Francisco, California
October 11, 2016

MINTED, LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2015	December 31, 2014
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Mutual Funds	$ 1,782,586	$ 820,768
RECEIVABLES		
Participant Contributions	38,128	19,911
Note Receivable from Participant	-	469
TOTAL RECEIVABLES	38,128	20,380
TOTAL ASSETS	1,820,714	841,148
LIABILITIES		
EXCESS CONTRIBUTIONS PAYABLE	7,468	3,132
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,813,246	$ 838,016

See accompanying notes to financial statements.

MINTED, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2015

ADDITIONS		
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME (LOSS)		
Interest Income and Dividends	$	42,237
Net Depreciation in Fair Value of Investments		(61,243)
NET INVESTMENT LOSS		(19,006)
CONTRIBUTIONS		
Participants		925,157
Rollover		126,977
TOTAL CONTRIBUTIONS		1,052,134
TOTAL ADDITIONS		1,033,128
DEDUCTIONS		
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
BENEFITS PAID TO PARTICIPANTS		57,798
ADMINISTRATIVE EXPENSES		100
TOTAL DEDUCTIONS		57,898
NET INCREASE IN NET ASSETS		975,230
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR		838,016
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$	1,813,246

See accompanying notes to financial statements.

MINTED, LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2015

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the MINTED, LLC 401(k) 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 was established on January 1, 2012 to provide retirement benefits for employees of Minted, LLC (the "Company"). The Plan is a defined contribution plan covering all eligible employees who have attained eighteen years of age and whose regularly scheduled service is greater than 1,000 hours in the relevant eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and certain provisions of the Internal Revenue Code (the "IRC"). The Plan Committee is responsible for oversight of the Plan which includes determining the appropriateness of the Plan's investment offerings and monitoring investment performance.

The Plan provides for a Plan administrator who is responsible for keeping accurate and complete records with regard to the Plan's operations, informing participants of changes or amendments to the Plan, ensuring that the Plan conforms to the law and government regulations, and providing participants with any reports and documents required by law.

Effective August 1, 2015, the Plan changed its recordkeeper from American Funds Service Company to Fidelity Management Trust Company. In conjunction with the recordkeeper change, the Plan's assets were transferred from Capital Bank and Trust Company to Fidelity Management Trust Company. To help facilitate the transfer, a black-out period from July 24, 2015 to August 31, 2015 was observed during which investments held by the plan were converted to cash and re-invested in a new portfolio of investment funds. The Plan also fully adopted the provisions of Fidelity Management Trust Company's Volume Submitter Plan effective August 1, 2015.

Participant Contributions – Participants may voluntarily contribute up to 100% of their annual compensation, with maximum contributions of $18,000 for 2015. Additionally, participants who have attained fifty years of age before the end of the Plan year are eligible to make catch up contributions of up to $6,000 for 2015. Participants may make either pre-tax or after-tax contributions and may also rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Employer Contributions – The Company may, at its discretion, elect to make employer matching contributions to the Plan subject to limitations imposed by applicable provisions of the IRC. Participants are required to be 18 years of age to be eligible for any discretionary matching contributions. Beginning August 1, 2015, the Company may also make non-elective contributions to the Plan subject to limitations imposed by applicable provisions of the IRS. Participants are required to be 18 years of age and have completed 1 year of service to be eligible for any non-elective contributions. No such employer contributions were made for the year ended December 31, 2015.

Participant Accounts – Each participant's account is credited with the participant's contributions and employer matching and non-elective contributions and allocations of investment earnings or losses and is charged for administrative expenses. Allocations are based on participant contributions, account balances or specific participant transactions, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that may be provided from the participant's vested account.

Vesting – Participants are immediately vested in their voluntary contributions, rollover contributions and any designated qualified matching contributions plus actual earnings thereon. Vesting in the Company's matching and non-elective contributions and earnings thereon is based on the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Investment Options – The participants may direct the investment of their account balance into various mutual funds available through the Plan.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Notes Receivable from Participants – Participants may borrow from their vested account balances provided they meet the Plan's eligibility requirements. The minimum loan amount is $1,000 and the maximum amount is the lesser of one-half of the participant's vested account balance or $50,000. The duration of the loan is not to exceed five years, except for loans used to finance the purchase of a primary residence. Interest rates are based on the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances and remain fixed throughout the life of the loan. Principal and interest are paid ratably through payroll deductions and are generally due immediately upon termination of employment.

Payment of Benefits – Upon termination of service, death, disability or retirement, a participant may elect to receive a distribution in a lump-sum payment, other amount of distribution or a rollover distribution. A participant may also elect to receive a pre-retirement distribution if the participant is 100% vested in the amount being distributed and has reached 59½ years of age. Benefit payments to the participant generally must begin no later than April 1st following the later of the end of the year after the participant attains age 70½ or the year in which the participant terminates employment. Terminated participants with account balances of $5,000 or greater may delay receipt of distribution. If the vested balance of a terminated participant's account is $5,000 or less, the balance will be directly rolled over into an individual retirement account ("IRA") if no distribution instructions are received. If the vested balance of a terminated participant's account is $1,000 or less, the balance will be distributed in a lump-sum payment.

Forfeited Accounts – A participant's non-vested account may be forfeited upon severance of employment. Forfeitures may be used to pay Plan fees, and/or reduce future employer matching contributions. As of December 31, 2015, there were no forfeited non-vested accounts.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan's financial statements are prepared on the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates – The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition – Investments are reported 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. The Plan's Committee determines the Plan's valuation policies utilizing information provided by the investment advisor and the trustee. See Note 3 for discussion of fair value measurements.

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

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2015 or 2014.

Excess Contributions Payable – Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as a liability with a corresponding reduction in contributions. The Plan distributed the 2015 excess contributions to the applicable participants in February 2016.

Expenses – Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

Payments of Benefits – Benefits are recorded when paid.

Adoption of Recent Accounting Pronouncements – Effective January 1, 2015, the Plan adopted the Financial Accounting Standards Board ('FASB") Accounting Standards Update ("ASU") 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* (consensuses of the FASB Emerging Issues Task Force). The overall objective of this ASU is to reduce complexity in employee benefit plan accounting. Some of its key provisions include the designation of contract value as the only required measure for fully benefit-responsive investment contracts and the elimination of certain disclosure requirements for investments.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of Recent Accounting Pronouncements (Continued) – This ASU has been applied retrospectively. Accordingly, certain disclosures related to 2014 have been modified to be in accordance with this new standard. These modifications had no effect on previously reported net assets available for benefits.

NOTE 3 – FAIR VALUE MEASUREMENTS

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 l) and the lowest priority to unobservable inputs (Level 3).

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.

Level 2: Inputs to the valuation methodology include:

- 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 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

The 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
Total Assets in the Fair Value Heirarchy:				
Mutual Funds	$ 1,782,586	$ -	$ -	$ 1,782,586

	2014			
	Level 1	Level 2	Level 3	Total
Total Assets in the Fair Value Heirarchy:				
Mutual Funds	$ 820,768	$ -	$ -	$ 820,768

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company ("Fidelity"), the current trustee of the Plan, has certified to the completeness and accuracy of all investments presented on the statement of net assets available for benefits and the supplemental Schedule H, line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015, and the related investment income (loss) presented in the statement of changes in net assets available for benefits for the period from August 1, 2015 to December 31, 2015. Capital Bank & Trust, the former trustee of the Plan, has certified to the completeness and accuracy of all investments and note receivable from participant information reflected on the statement of net assets available for benefits and related notes as of December 31, 2014, and the related investment income (loss) presented in the statement of changes in net assets available for benefits for the period from January 1, 2015 to July 31, 2015.

NOTE 5 – TAX STATUS

The Plan is a defined contribution plan designed to qualify as a tax-exempt plan under the IRC. A favorable opinion letter was received on March 31, 2008 regarding the qualified status of the prototype plan on which the terms of the Plan was based through July 1, 2015. As discussed in Note 1, effective August 1, 2015, the Plan adopted the provisions of the Fidelity Management Trust Company's Volume Submitter Plan. A favorable opinion letter from the IRS was received on March 31, 2014 regarding the qualified status of this prototype plan. Management believes the Plan is currently designed and being operated in a manner that is in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

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 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 6 – PLAN TERMINATION

The Company has established the Plan with the expressed intention and expectation that it will continue the Plan. However, if circumstances make it impossible or inadvisable to continue the Plan, the Company reserves the right to terminate it at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Benefits will be held in the trust fund which will remain in existence until the Company requests the discontinuance of the trust agreement.

NOTE 7 – RISKS AND UNCERTAINTIES

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

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

Effective August 1, 2015, certain Plan investments are managed by Fidelity. American Funds, an affiliate of Capital Bank & Trust, also managed certain plan investments in 2015. Fidelity was appointed the Plan's trustee effective August 1, 2015 and Capital Bank & Trust was the Plan's trustee prior to that. Accordingly, these transactions qualify as party-in-interest transactions.

Through July 31, 2015, a portion of fees paid by the Plan for the Plan administration services are netted against net appreciation or added to the net depreciation in fair value of investments as they are paid through revenue sharing. The Company pays directly any other fees related to the Plan's operations.

Effective August 1, 2015, Fidelity provides certain administrative services to the plan pursuant to a service agreement between the Plan and Fidelity. Fidelity receives revenue from mutual fund service providers for services Fidelity provides to the funds. This revenue is used to offset certain amounts owed to Fidelity for its administrative services to the Plan.

If the revenue received by Fidelity from such mutual find service providers exceeds the amounts owed under the service agreement, Fidelity remits the excess to the Plan. Such amounts may be applied to pay recordkeeping and administration fees or allocated to the accounts of the participants invested in such funds. During 2015, there were no such excess amounts. The Plan or the Company may make a payment to Fidelity for administration expenses not covered by this revenue sharing arrangement.

NOTE 9 – DELINQUENT PARTICIPANT CONTRIBUTIONS

In 2015, there were unintentional delays by the Company in remitting certain employee deferrals amounting to $74,746 to the trustee. In 2014 and 2013, there were unintentional delays by the Company in remitting certain employee deferrals amounting to $749 and $800, respectively, to the trustee. These transactions constitute prohibited transactions as defined by ERISA. The Company corrected $38,128 of the 2015 late remittances in February 2016 and corrected the remaining $36,618 in September 2016. The Company corrected the 2014 and 2013 late remittances in September 2015.

NOTE 10 – PLAN ADMINISTRATION ERRORS

In 2016, certain operational errors that occurred in 2015 and prior years were discovered relating to compensation definition, participant deferral election implementation and excess distributions to certain participants. Plan management is in the process of determining the actions necessary to correct these errors.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per these financial statements to Form 5500 as of December 31, 2015 and 2014:

	2015	2014
Net Assets Available for Benefits per the Financial Statements	$ 1,813,246	$ 838,016
Reconciling Items:		
Other Items Recorded on the Financial Statements and Not on Form 5500	-	(105)
Net Assets Available for Benefits per Form 5500	$ 1,813,246	$ 837,911

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of the net increase in net assets per these financial statements to the Form 5500 for the year ended December 31, 2015:

Net Increase in Net Assets per the Statement of Changes in Net Assets Available for Benefits	$	975,230
Reconciling Items:		
Less: Other Items Recorded in the Financial Statements and Not on the Form 5500 in 2014		105
Net Increase in Net Assets per Form 5500	$	975,335

NOTE 12 – SUBSEQUENT EVENTS

The Plan's management has evaluated subsequent events through October 11, 2016, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

MINTED, LLC 401(k) PLAN

SCHEDULE H – LINE 4a: SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

FEIN: 75-3249279

Plan Number: 001

Year Ended December 31, 2015

Year	Participant Contributions Transferred Late to Plan	Check Here if Late Participant Loan Repayments Are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2013	$ 800	☐	$ -	$ 800	$ -	$ -
2014	$ 749	☐	$ -	$ 749	$ -	$ -
2015	$ 74,746	☐	$ 74,746	$ -	$ -	$ -

MINTED, LLC 401(k) PLAN

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

FEIN: 75-3249279

Plan Number: 001

December 31, 2015

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value			(d) Cost	(e) Current Value
		Mutual Funds:				
	American Funds	American Funds New World Fund Class R-4	288	Shares	^	$ 14,308
	BlackRock Advisors	BlackRock High Yield Bond Portfolio Investor A	1,620	Shares	^	11,552
	Calvert Investments	Calvert Equity Portfolio Class A	305	Shares	^	12,217
	Dodge & Cox	Dodge & Cox Stock Fund	176	Shares	^	28,655
*	Fidelity Investments	Fidelity Advisor Biotechnology Fund Class A	296	Shares	^	7,734
*	Fidelity Investments	Fidelity Advisor Energy Fund Class A	30	Shares	^	825
*	Fidelity Investments	Fidelity Advisor Freedom 2020 Fund Class T	7,463	Shares	^	92,689
*	Fidelity Investments	Fidelity Advisor Freedom 2030 Fund Class T	591	Shares	^	7,649
*	Fidelity Investments	Fidelity Advisor Freedom 2035 Fund Class T	5,309	Shares	^	65,518
*	Fidelity Investments	Fidelity Advisor Freedom 2040 Fund Class T	10,739	Shares	^	142,399
*	Fidelity Investments	Fidelity Advisor Freedom 2045 Fund Class T	26,246	Shares	^	267,973
*	Fidelity Investments	Fidelity Advisor Freedom 2050 Fund Class T	54,753	Shares	^	556,287
*	Fidelity Investments	Fidelity Advisor Freedom 2055 Fund Class T	10,591	Shares	^	116,814
*	Fidelity Investments	Fidelity Advisor Freedom 2060 Fund Class T	108	Shares	^	1,049
*	Fidelity Investments	Fidelity Advisor International Discovery Fund Class A	707	Shares	^	27,694
*	Fidelity Investments	Fidelity Advisor Mid Cap II Fund Class A	380	Shares	^	6,707
*	Fidelity Investments	Fidelity Advisor New Insights Fund Class A	707	Shares	^	18,490
*	Fidelity Investments	Fidelity Advisor Real Estate Fund Class A	3	Shares	^	72
*	Fidelity Investments	Fidelity Advisor Small Cap Fund Class A	23	Shares	^	567
*	Fidelity Investments	Fidelity Advisor Strategic Income Fund Class A	16	Shares	^	176
*	Fidelity Investments	Fidelity Advisor Total Bond Fund Class A	2,327	Shares	^	23,874
*	Fidelity Investments	Fidelity Advisor Utilities Fund Class A	5	Shares	^	114
*	Fidelity Investments	Fidelity Government Money Market Fund	45,906	Shares	^	45,906
	First Eagle Investment Management	First Eagle Gold Fund Class A	76	Shares	^	864
	J.P. Morgan Asset Management	JPMorgan U.S. Small Company Fund Class A	1,541	Shares	^	23,052
*	Fidelity Investments	Spartan 500 Index Fund - Fidelity Advantage Class	3,823	Shares	^	274,503
*	Fidelity Investments	Spartan International Index Fund - Fidelity Advantage Class	400	Shares	^	14,357
*	Fidelity Investments	Spartan Small Cap Index Fund - Fidelity Advantage Class	1,324	Shares	^	20,467
	Franklin Templeton Investments	Templeton Foreign Fund Class A	12	Shares	^	74
						$ 1,782,586

* Indicates party-in-interest transaction.

^ Column (d) Cost is omitted for participant directed investments.

MINTED, LLC 401(K) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

Year Ended December 31, 2015

MINTED, LLC 401(k) PLAN

Year Ended December 31, 2015

Table of Contents

	Page
Independent Auditors' Report	1-2
Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2015	4
Notes to Financial Statements	5-14
Supplemental Schedules:	
Schedule H – Line 4a: Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2015	15
Schedule H – Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015	16

SHEA LABAGH DOBBERSTEIN
CERTIFIED PUBLIC ACCOUNTANTS & ADVISORS

INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR AND PARTICIPANTS
OF MINTED, LLC 401(k) PLAN

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company ("Fidelity") and Capital Bank & Trust ("Capital Bank"), trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity held the Plan's investment assets and executed investment transactions from August 1, 2015 to December 31, 2015 and Capital Bank held the Plan's investment assets and executed investment transactions as of December 31, 2014 and for the period January 1, 2015 to July 31, 2015. The plan administrator has obtained certifications from the trustees as of December 31, 2015 and 2014 and for the year ended December 31, 2015, that the information provided to the plan administrator by the trustees 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 – Supplemental Schedules

The supplemental Schedule H – Line 4a: Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2015 and Schedule H – Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

SHEA LABAGH DOBBERSTEIN
Certified Public Accountants, Inc.



San Francisco, California
October 11, 2016

MINTED, LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2015	December 31, 2014
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Mutual Funds	$ 1,782,586	$ 820,768
RECEIVABLES		
Participant Contributions	38,128	19,911
Note Receivable from Participant	-	469
TOTAL RECEIVABLES	38,128	20,380
TOTAL ASSETS	1,820,714	841,148
LIABILITIES		
EXCESS CONTRIBUTIONS PAYABLE	7,468	3,132
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,813,246	$ 838,016

See accompanying notes to financial statements.

MINTED, LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2015

ADDITIONS		
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME (LOSS)		
Interest Income and Dividends	$	42,237
Net Depreciation in Fair Value of Investments		(61,243)
NET INVESTMENT LOSS		(19,006)
CONTRIBUTIONS		
Participants		925,157
Rollover		126,977
TOTAL CONTRIBUTIONS		1,052,134
TOTAL ADDITIONS		1,033,128
DEDUCTIONS		
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
BENEFITS PAID TO PARTICIPANTS		57,798
ADMINISTRATIVE EXPENSES		100
TOTAL DEDUCTIONS		57,898
NET INCREASE IN NET ASSETS		975,230
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR		838,016
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$	1,813,246

See accompanying notes to financial statements.

MINTED, LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2015

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the MINTED, LLC 401(k) 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 was established on January 1, 2012 to provide retirement benefits for employees of Minted, LLC (the "Company"). The Plan is a defined contribution plan covering all eligible employees who have attained eighteen years of age and whose regularly scheduled service is greater than 1,000 hours in the relevant eligibility computation period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and certain provisions of the Internal Revenue Code (the "IRC"). The Plan Committee is responsible for oversight of the Plan which includes determining the appropriateness of the Plan's investment offerings and monitoring investment performance.

The Plan provides for a Plan administrator who is responsible for keeping accurate and complete records with regard to the Plan's operations, informing participants of changes or amendments to the Plan, ensuring that the Plan conforms to the law and government regulations, and providing participants with any reports and documents required by law.

Effective August 1, 2015, the Plan changed its recordkeeper from American Funds Service Company to Fidelity Management Trust Company. In conjunction with the recordkeeper change, the Plan's assets were transferred from Capital Bank and Trust Company to Fidelity Management Trust Company. To help facilitate the transfer, a black-out period from July 24, 2015 to August 31, 2015 was observed during which investments held by the plan were converted to cash and re-invested in a new portfolio of investment funds. The Plan also fully adopted the provisions of Fidelity Management Trust Company's Volume Submitter Plan effective August 1, 2015.

Participant Contributions – Participants may voluntarily contribute up to 100% of their annual compensation, with maximum contributions of $18,000 for 2015. Additionally, participants who have attained fifty years of age before the end of the Plan year are eligible to make catch up contributions of up to $6,000 for 2015. Participants may make either pre-tax or after-tax contributions and may also rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Employer Contributions – The Company may, at its discretion, elect to make employer matching contributions to the Plan subject to limitations imposed by applicable provisions of the IRC. Participants are required to be 18 years of age to be eligible for any discretionary matching contributions. Beginning August 1, 2015, the Company may also make non-elective contributions to the Plan subject to limitations imposed by applicable provisions of the IRS. Participants are required to be 18 years of age and have completed 1 year of service to be eligible for any non-elective contributions. No such employer contributions were made for the year ended December 31, 2015.

Participant Accounts – Each participant's account is credited with the participant's contributions and employer matching and non-elective contributions and allocations of investment earnings or losses and is charged for administrative expenses. Allocations are based on participant contributions, account balances or specific participant transactions, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that may be provided from the participant's vested account.

Vesting – Participants are immediately vested in their voluntary contributions, rollover contributions and any designated qualified matching contributions plus actual earnings thereon. Vesting in the Company's matching and non-elective contributions and earnings thereon is based on the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Investment Options – The participants may direct the investment of their account balance into various mutual funds available through the Plan.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Notes Receivable from Participants – Participants may borrow from their vested account balances provided they meet the Plan's eligibility requirements. The minimum loan amount is $1,000 and the maximum amount is the lesser of one-half of the participant's vested account balance or $50,000. The duration of the loan is not to exceed five years, except for loans used to finance the purchase of a primary residence. Interest rates are based on the prevailing interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances and remain fixed throughout the life of the loan. Principal and interest are paid ratably through payroll deductions and are generally due immediately upon termination of employment.

Payment of Benefits – Upon termination of service, death, disability or retirement, a participant may elect to receive a distribution in a lump-sum payment, other amount of distribution or a rollover distribution. A participant may also elect to receive a pre-retirement distribution if the participant is 100% vested in the amount being distributed and has reached 59½ years of age. Benefit payments to the participant generally must begin no later than April 1st following the later of the end of the year after the participant attains age 70½ or the year in which the participant terminates employment. Terminated participants with account balances of $5,000 or greater may delay receipt of distribution. If the vested balance of a terminated participant's account is $5,000 or less, the balance will be directly rolled over into an individual retirement account ("IRA") if no distribution instructions are received. If the vested balance of a terminated participant's account is $1,000 or less, the balance will be distributed in a lump-sum payment.

Forfeited Accounts – A participant's non-vested account may be forfeited upon severance of employment. Forfeitures may be used to pay Plan fees, and/or reduce future employer matching contributions. As of December 31, 2015, there were no forfeited non-vested accounts.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan's financial statements are prepared on the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates – The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition – Investments are reported 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. The Plan's Committee determines the Plan's valuation policies utilizing information provided by the investment advisor and the trustee. See Note 3 for discussion of fair value measurements.

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

Notes Receivable From Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2015 or 2014.

Excess Contributions Payable – Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as a liability with a corresponding reduction in contributions. The Plan distributed the 2015 excess contributions to the applicable participants in February 2016.

Expenses – Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) of fair value of investments.

Payments of Benefits – Benefits are recorded when paid.

Adoption of Recent Accounting Pronouncements – Effective January 1, 2015, the Plan adopted the Financial Accounting Standards Board ('FASB") Accounting Standards Update ("ASU") 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* (consensuses of the FASB Emerging Issues Task Force). The overall objective of this ASU is to reduce complexity in employee benefit plan accounting. Some of its key provisions include the designation of contract value as the only required measure for fully benefit-responsive investment contracts and the elimination of certain disclosure requirements for investments.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of Recent Accounting Pronouncements (Continued) – This ASU has been applied retrospectively. Accordingly, certain disclosures related to 2014 have been modified to be in accordance with this new standard. These modifications had no effect on previously reported net assets available for benefits.

NOTE 3 – FAIR VALUE MEASUREMENTS

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 l) and the lowest priority to unobservable inputs (Level 3).

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.

Level 2: Inputs to the valuation methodology include:

- 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 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

The 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
Total Assets in the Fair Value Heirarchy:				
Mutual Funds	$ 1,782,586	$ -	$ -	$ 1,782,586

	2014			
	Level 1	Level 2	Level 3	Total
Total Assets in the Fair Value Heirarchy:				
Mutual Funds	$ 820,768	$ -	$ -	$ 820,768

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company ("Fidelity"), the current trustee of the Plan, has certified to the completeness and accuracy of all investments presented on the statement of net assets available for benefits and the supplemental Schedule H, line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2015, and the related investment income (loss) presented in the statement of changes in net assets available for benefits for the period from August 1, 2015 to December 31, 2015. Capital Bank & Trust, the former trustee of the Plan, has certified to the completeness and accuracy of all investments and note receivable from participant information reflected on the statement of net assets available for benefits and related notes as of December 31, 2014, and the related investment income (loss) presented in the statement of changes in net assets available for benefits for the period from January 1, 2015 to July 31, 2015.

NOTE 5 – TAX STATUS

The Plan is a defined contribution plan designed to qualify as a tax-exempt plan under the IRC. A favorable opinion letter was received on March 31, 2008 regarding the qualified status of the prototype plan on which the terms of the Plan was based through July 1, 2015. As discussed in Note 1, effective August 1, 2015, the Plan adopted the provisions of the Fidelity Management Trust Company's Volume Submitter Plan. A favorable opinion letter from the IRS was received on March 31, 2014 regarding the qualified status of this prototype plan. Management believes the Plan is currently designed and being operated in a manner that is in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

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 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 6 – PLAN TERMINATION

The Company has established the Plan with the expressed intention and expectation that it will continue the Plan. However, if circumstances make it impossible or inadvisable to continue the Plan, the Company reserves the right to terminate it at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Benefits will be held in the trust fund which will remain in existence until the Company requests the discontinuance of the trust agreement.

NOTE 7 – RISKS AND UNCERTAINTIES

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

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS

Effective August 1, 2015, certain Plan investments are managed by Fidelity. American Funds, an affiliate of Capital Bank & Trust, also managed certain plan investments in 2015. Fidelity was appointed the Plan's trustee effective August 1, 2015 and Capital Bank & Trust was the Plan's trustee prior to that. Accordingly, these transactions qualify as party-in-interest transactions.

Through July 31, 2015, a portion of fees paid by the Plan for the Plan administration services are netted against net appreciation or added to the net depreciation in fair value of investments as they are paid through revenue sharing. The Company pays directly any other fees related to the Plan's operations.

Effective August 1, 2015, Fidelity provides certain administrative services to the plan pursuant to a service agreement between the Plan and Fidelity. Fidelity receives revenue from mutual fund service providers for services Fidelity provides to the funds. This revenue is used to offset certain amounts owed to Fidelity for its administrative services to the Plan.

If the revenue received by Fidelity from such mutual find service providers exceeds the amounts owed under the service agreement, Fidelity remits the excess to the Plan. Such amounts may be applied to pay recordkeeping and administration fees or allocated to the accounts of the participants invested in such funds. During 2015, there were no such excess amounts. The Plan or the Company may make a payment to Fidelity for administration expenses not covered by this revenue sharing arrangement.

NOTE 9 – DELINQUENT PARTICIPANT CONTRIBUTIONS

In 2015, there were unintentional delays by the Company in remitting certain employee deferrals amounting to $74,746 to the trustee. In 2014 and 2013, there were unintentional delays by the Company in remitting certain employee deferrals amounting to $749 and $800, respectively, to the trustee. These transactions constitute prohibited transactions as defined by ERISA. The Company corrected $38,128 of the 2015 late remittances in February 2016 and corrected the remaining $36,618 in September 2016. The Company corrected the 2014 and 2013 late remittances in September 2015.

NOTE 10 – PLAN ADMINISTRATION ERRORS

In 2016, certain operational errors that occurred in 2015 and prior years were discovered relating to compensation definition, participant deferral election implementation and excess distributions to certain participants. Plan management is in the process of determining the actions necessary to correct these errors.

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per these financial statements to Form 5500 as of December 31, 2015 and 2014:

	2015	2014
Net Assets Available for Benefits per the Financial Statements	$ 1,813,246	$ 838,016
Reconciling Items:		
Other Items Recorded on the Financial Statements and Not on Form 5500	-	(105)
Net Assets Available for Benefits per Form 5500	$ 1,813,246	$ 837,911

NOTE 11 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of the net increase in net assets per these financial statements to the Form 5500 for the year ended December 31, 2015:

Net Increase in Net Assets per the Statement of Changes in Net Assets Available for Benefits	$	975,230
Reconciling Items:		
Less: Other Items Recorded in the Financial Statements and Not on the Form 5500 in 2014		105
Net Increase in Net Assets per Form 5500	$	975,335

NOTE 12 – SUBSEQUENT EVENTS

The Plan's management has evaluated subsequent events through October 11, 2016, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

MINTED, LLC 401(k) PLAN

SCHEDULE H – LINE 4a: SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

FEIN: 75-3249279

Plan Number: 001

Year Ended December 31, 2015

Year	Participant Contributions Transferred Late to Plan	Check Here if Late Participant Loan Repayments Are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2013	$ 800	☐	$ -	$ 800	$ -	$ -
2014	$ 749	☐	$ -	$ 749	$ -	$ -
2015	$ 74,746	☐	$ 74,746	$ -	$ -	$ -

MINTED, LLC 401(k) PLAN

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

FEIN: 75-3249279

Plan Number: 001

December 31, 2015

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value			(d) Cost	(e) Current Value
		Mutual Funds:				
	American Funds	American Funds New World Fund Class R-4	288	Shares	^	$ 14,308
	BlackRock Advisors	BlackRock High Yield Bond Portfolio Investor A	1,620	Shares	^	11,552
	Calvert Investments	Calvert Equity Portfolio Class A	305	Shares	^	12,217
	Dodge & Cox	Dodge & Cox Stock Fund	176	Shares	^	28,655
*	Fidelity Investments	Fidelity Advisor Biotechnology Fund Class A	296	Shares	^	7,734
*	Fidelity Investments	Fidelity Advisor Energy Fund Class A	30	Shares	^	825
*	Fidelity Investments	Fidelity Advisor Freedom 2020 Fund Class T	7,463	Shares	^	92,689
*	Fidelity Investments	Fidelity Advisor Freedom 2030 Fund Class T	591	Shares	^	7,649
*	Fidelity Investments	Fidelity Advisor Freedom 2035 Fund Class T	5,309	Shares	^	65,518
*	Fidelity Investments	Fidelity Advisor Freedom 2040 Fund Class T	10,739	Shares	^	142,399
*	Fidelity Investments	Fidelity Advisor Freedom 2045 Fund Class T	26,246	Shares	^	267,973
*	Fidelity Investments	Fidelity Advisor Freedom 2050 Fund Class T	54,753	Shares	^	556,287
*	Fidelity Investments	Fidelity Advisor Freedom 2055 Fund Class T	10,591	Shares	^	116,814
*	Fidelity Investments	Fidelity Advisor Freedom 2060 Fund Class T	108	Shares	^	1,049
*	Fidelity Investments	Fidelity Advisor International Discovery Fund Class A	707	Shares	^	27,694
*	Fidelity Investments	Fidelity Advisor Mid Cap II Fund Class A	380	Shares	^	6,707
*	Fidelity Investments	Fidelity Advisor New Insights Fund Class A	707	Shares	^	18,490
*	Fidelity Investments	Fidelity Advisor Real Estate Fund Class A	3	Shares	^	72
*	Fidelity Investments	Fidelity Advisor Small Cap Fund Class A	23	Shares	^	567
*	Fidelity Investments	Fidelity Advisor Strategic Income Fund Class A	16	Shares	^	176
*	Fidelity Investments	Fidelity Advisor Total Bond Fund Class A	2,327	Shares	^	23,874
*	Fidelity Investments	Fidelity Advisor Utilities Fund Class A	5	Shares	^	114
*	Fidelity Investments	Fidelity Government Money Market Fund	45,906	Shares	^	45,906
	First Eagle Investment Management	First Eagle Gold Fund Class A	76	Shares	^	864
	J.P. Morgan Asset Management	JPMorgan U.S. Small Company Fund Class A	1,541	Shares	^	23,052
*	Fidelity Investments	Spartan 500 Index Fund - Fidelity Advantage Class	3,823	Shares	^	274,503
*	Fidelity Investments	Spartan International Index Fund - Fidelity Advantage Class	400	Shares	^	14,357
*	Fidelity Investments	Spartan Small Cap Index Fund - Fidelity Advantage Class	1,324	Shares	^	20,467
	Franklin Templeton Investments	Templeton Foreign Fund Class A	12	Shares	^	74
						$ 1,782,586

* Indicates party-in-interest transaction.

^ Column (d) Cost is omitted for participant directed investments.