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. . . . . ▶ [X]

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
TPC GROUP RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/1985

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)

TPC GROUP LLC

500 DALLAS ST.
SUITE 1000
HOUSTON, TX 77002

2b Employer Identification Number (EIN)
74-1778313

2c Plan Sponsor's telephone number
713-475-5290

2d Business code (see instructions)
324110

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.	10/17/2016	PETER DUMOULIN
	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**	697
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)**	588
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	597
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	120
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	717
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	719
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	706
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
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:
2F 2G 2E 2J 2K 2S 2T

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)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

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

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

A Name of plan
TPC GROUP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1778313

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

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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)

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	40036	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(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?
37 60 64 65	RECORDKEEPER	-24790	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
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.
ALZGI NFJ DIV VL ADM - BOSTON FINA 20-3247785	0.35%

(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.
AM CENT OC IN RTM IS - AMERICAN CE 44-0619208	0.15%

(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.
AM CENT OC 2020 INST - AMERICAN CE 44-0619208	0.15%

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.
AM CENT OC 2025 INST - AMERICAN CE 44-0619208	0.15%

(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.
AM CENT OC 2030 INST - AMERICAN CE 44-0619208	0.15%

(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.
AM CENT OC 2035 INST - AMERICAN CE 44-0619208	0.15%

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.
AM CENT OC 2040 INST - AMERICAN CE 44-0619208	0.15%

(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.
AM CENT OC 2045 INST - AMERICAN CE 44-0619208	0.15%

(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.
AM CENT OC 2050 INST - AMERICAN CE 44-0619208	0.15%

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.
AM CENT OC 2055 INST - AMERICAN CE 44-0619208	0.15%

(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.
AMCENT INFL ADJBD IS - AMERICAN CE 44-0619208	0.05%

(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.
CT STABLE INC I-15 41-0007957	0.15%

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.
GS SATELLITE STR IS - GOLDMAN, SAC 13-5108880	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.
GS SM CAP VALUE INST - GOLDMAN, SA 13-5108880	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.
JANUS TRITON T - JANUS SERVICES LL 43-1804048	0.35%

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.
JH DSCPL VAL MDCP I - JOHN HANCOCK 01-0233346	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.
MFS INTL DIVRSN R4 - MFS SERVICE C 04-2865649	0.15%

(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.
NWD GNV MDCP GR IS - NATIONWIDE FU 31-0900518	0.15%

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.
PIMCO TOT RETURN ADM - BOSTON FINA BFDS BUILDING, 30 DAN ROAD CANTON, MA 02021	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection.

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

A Name of plan
TPC GROUP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
TPC GROUP LLC

D Employer Identification Number (EIN)
74-1778313

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: CT STABLE INC I-15

b Name of sponsor of entity listed in (a): AMERIPRISE TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
41-0007957-066	C	9865291

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection

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

A Name of plan
TPC GROUP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1778313

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)	0	0
(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)	2299545	2660109
(9) Value of interest in common/collective trusts	1c(9)	10868412	9865291
(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)	74293774	76822246
(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	87461731	89347646
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	87461731	89347646

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)	4916015	
(B) Participants	2a(1)(B)	5894037	
(C) Others (including rollovers)	2a(1)(C)	427569	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		11237621
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)	111088	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		111088
(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)	4595003	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4595003
(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)		108749
(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)		-4990036
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		11062425
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9059927	
(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)		9059927
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		101280
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)	40036	
(4) Other	2i(4)	-24733	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		15303
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		9176510
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1885915
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: DOEREN MAYHEW **(2)** EIN: 36-4745545

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			90695
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			5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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
TPC GROUP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1778313

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

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

TPC GROUP RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

DECEMBER 31, 2015 AND 2014
(With Independent Auditor's Report Thereon)

Insight. Oversight. Foresight.℠

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TPC GROUP RETIREMENT SAVINGS PLAN

TABLE OF CONTENTS

Page

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits - December 31, 2015 and 2014 3

Statement of Changes in Net Assets Available for Benefits - Year Ended December 31, 2015 4

Notes to Financial Statements 5

SUPPLEMENTAL SCHEDULES *

Schedule H, Line 4(a) - Delinquent Participant Contributions - Year Ended December 31, 2015 16

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) - December 31, 2015 17

* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

DoerenMayhew
CPAs AND ADVISORS

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INDEPENDENT AUDITOR'S REPORT

Participants and Plan Administrator
of **TPC Group Retirement Savings Plan**

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of TPC Group Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (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, the Trustee 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 the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

DoerenMayhew

Disclaimer of Opinion

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

Other Matter - Supplemental Schedules

The supplemental schedules of assets (held at end of year) as of December 31, 2015 and delinquent participant contributions for the year ended December 31, 2015 are required by the DOL'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's Rules and Regulations

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



Houston, Texas
October 17, 2016

TPC GROUP RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2015 AND 2014

Assets	2015	2014
Investments at fair value (Notes 3 and 4)	$ 86,687,537	$ 85,162,186
Receivables:		
Employer contributions receivable	115,356	511,409
Participant contributions receivable	180,282	-
Notes receivable from participants (Note 4)	2,660,109	2,299,545
Total receivables	2,955,747	2,810,954
Total assets and net assets available for benefits	$ 89,643,284	$ 87,973,140

See accompanying notes to financial statements.

TPC GROUP RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2015

Additions to net assets, net:	
Contributions:	
Employer contributions	$ 4,519,963
Participant contributions	6,074,319
Rollovers	427,569
Total contributions	11,021,851
Investment income (loss):	
Net depreciation in fair value of investments (Note 4)	(4,881,286)
Dividend and interest income (Note 4)	4,595,003
Total investment loss	(286,283)
Interest income from participant notes receivable (Note 4)	117,574
Other income (Note 5)	42,428
Total additions to net assets, net	10,895,570
Deductions from net assets:	
Distributions to participants	9,167,695
Administrative fees	57,731
Total deductions from net assets	9,225,426
Net increase in net assets available for benefits	1,670,144
Net assets available for benefits:	
Beginning of year	87,973,140
End of year	$ 89,643,284

See accompanying notes to financial statements.

Note 1 - Description of Plan

General

The TPC Group Retirement Savings Plan (the Plan) is a defined contribution plan and was established on June 1, 1985 and covers substantially all employees of Texas Petrochemicals LLC (the Company). The Plan's sponsor is TPC Group LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan was amended and restated on May 18, 2015. The following description of the Plan provides only general information and is as of December 31, 2015 unless otherwise noted. Participants should refer to the Adoption Agreement for a more complete description of the Plan's provisions.

Eligibility

An eligible employee is defined as each employee other than (a) an employee whose terms and conditions of employment are governed by a memorandum or collective bargaining agreement unless such agreement provides for his coverage under the Plan, (b) a nonresident alien who receives no earned income from the Company that constitutes income from sources within the United States, (c) a leased employee, (d) an individual who is deemed to be an employee pursuant to Treasury regulations issued under section 414(o) of the Internal Revenue Code (the Code), (e) an employee who has waived participation in the Plan through any means, including but not limited to an employee whose employment is governed by a written agreement with the Company that provides that the employee is not eligible to participate in the Plan, (f) any employee who is a cooperative education student, and (g) independent contractors. Eligible employees may immediately begin participating in the Plan on the first day of their employment.

Contributions

Effective May 18, 2015, participants in the Plan may contribute on a pre-tax basis 1% to 60% of their basic compensation. Prior to May 18, 2015, participants in the Plan could contribute on a pre-tax basis 1% to 25% of their basic compensation. Contributions are deposited in individual participant accounts as basic contributions, subject to dollar limitations contained in section 401(g) of the Code. The Plan includes an auto-enrollment feature whereby an eligible employee who is initially employed on or after February 1, 2008 shall automatically be enrolled with a deferral amount of 3% of defined compensation as before-tax contributions as described in the Plan agreement. Participants who are or will attain age 50 years old or older before the close of the Plan's year, are eligible to make a catch-up contribution in accordance with section 414(v) of the Code, with such catch-up contributions being subject to the Company's matching contribution. Rollover contributions, consisting of before-tax contributions and earnings, are also accepted by the Plan on behalf of participants from other plans qualified under Section 401(a) of the Code.

Note 1 - Description of Plan (Continued)

Contributions (Continued)

Each month, the Company will contribute employer matching contributions. The employer matching contribution for employees not represented by collective bargaining units is 100% of the first 5% of before-tax contributions, not to exceed 5% of such participant's compensation, as defined in the Plan agreement, for that month. The employer matching contribution for employees represented by a collective bargaining unit is 100% of the first 7% of before-tax contributions.

In addition to the employer matching contribution, the company may contribute to the Plan, as employer discretionary contributions, a percentage (if any) of each eligible participant's compensation during each quarter, as determined by the Compensation Committee of the Company. Employees represented by a collective bargaining unit are not eligible for employer discretionary contributions. For the year ended December 31, 2015, the Company made employer discretionary contributions of $1,273,340.

Prior to May 18, 2015, the Plan provided for employer true-up contributions for participants who elected to make before-tax contributions at a rate in excess of the percentage of their pay eligible for employer matching contributions for a Plan year, and the participant subsequently reduced or ceased before-tax contributions during the year, resulting in not receiving the maximum annual employer matching contributions for the Plan year.

Rollovers from other qualified retirement plans are allowed, except for any amounts attributable to Roth after-tax deferral contributions.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary contributions and Plan earnings. Participant accounts are charged with an allocation of administrative expenses applicable to the Plan. Allocations are based on the participant's earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

Vesting

Effective May 18, 2015, participants are always 100% vested in rollover contributions, employer nonelective contributions, employer matching contributions, qualified matching contributions, qualified nonelective contributions, deferral contributions and any earnings thereon. Prior to May 18, 2015, vesting in the company contributions plus earnings thereon was on a graded scale over five years, beginning with one year of service.

Note 1 - Description of Plan (Continued)

Forfeitures

At December 31, 2015 and 2014, forfeited non-vested accounts totaled $24,314 and $24,117, respectively. Forfeited amounts may be applied to the payment of administrative expenses of the Plan or used to reduce employer contributions, depending on the nature of the forfeiture. During 2015, no forfeited amounts were used applied to the payment of administrative expenses of the Plan or used to reduce employer contributions.

Benefit Payments

Benefits are payable from participant account balances, subject to certain restrictions, upon termination of employment, retirement age of 65, reaching the age of 70 ½, or by incurring a death, disability or financial hardship, as defined in the Plan agreement. In-service distributions are allowed for employees who have reached the age of 59 ½. Benefit payments are in the form of lump-sum payments. Vested accounts that are $1,000 or less for terminated participants are automatically distributed from the Plan.

Notes Receivable from Participants

A participant may obtain a loan from his or her separate account balance. The loans are secured by the balance in the participant's account and bear interest at the prime interest rate established by the Federal Reserve Board plus 1%. The loans are limited to the lesser of 50% of the individual participant's vested account or $50,000 reduced by the highest outstanding loan balance during the prior twelve month period. The loans accrue interest generally at the prime rate at date of origination. The minimum loan amount is $1,000 and a participant may have two loans outstanding at any given time. The term of the loan may not exceed five years, with the exception of mortgage loans which may be fifteen years. Principal and interest is paid ratably through payroll deductions.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual method of accounting and present the net assets available for benefits and changes in those net assets in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

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

Note 2 - Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820), Disclosure for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent).* ASU 2015-07 exempts investments measured using the net asset value practical expedient in ASC 820, Fair Value Measurement, from categorization within the fair value hierarchy and removes the requirement to make certain disclosures.

In July 2015, the FASB issued 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 and (Part III) Measurement Date Practical Expedient.* Part I and Part III of ASU 2015-12 are not applicable to the Plan. Part II of ASU 2015-12 eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also requires plans to disaggregate investments measured using fair value only by general type.

ASU 2015-07 and ASU 2015-12 are effective for fiscal years beginning after December 15, 2015, with early adoption permitted and retrospective application required. Plan management reviewed both ASU 2015-07 and ASU 2015-12, and decided to early adopt both standards as they believe it will simplify plan accounting and its presentation in the financial statements. As such, the accounting and disclosures in these financial statements and notes follow ASU 2015-07 and ASU 2015-12.

Change in Presentation

The presentation of the stable value common collective investment fund for 2014 has been changed to be consistent with the 2015 presentation. The fund is presented using Net Asset Value per unit as the practical expedient for the fair value of the investment without presentation of contract value or the difference between fair value and contract value. This change in presentation resulted from a recent clarification from the FASB, and had no effect on total net assets available for benefits or the change in net assets available for benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as discussed in Note 3. 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. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Note 2 - Summary of Significant Accounting Policies (Continued)

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 and 2014. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Fees and Expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. In accordance with the Plan agreement, administrative expenses incurred by the Plan may be paid from the Plan assets. 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 expenses are included in the net appreciation or depreciation in fair value of the respective investment.

Note 3 - Fair Value Measurements

GAAP provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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; and 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.

Note 3 - Fair Value Measurements (Continued)

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

Collective investment fund: Valued at the NAV of units of the collective trust. The NAV, as provided by the trustee, is used as the practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Participant transactions may occur daily. There are no unfunded commitments for these funds.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes the 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 table sets forth by level, within the fair value hierarchy, the Plan's assets measured on a recurring basis at fair value as of December 31, 2015:

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 76,822,246	$ -	$ -	$ 76,822,246
Total assets in the fair value hierarchy	76,822,246	-	-	76,822,246
Investments measured at net asset value [(a)]	-	-	-	9,865,291
Total investments at fair value	$ 76,822,246	$ -	$ -	$ 86,687,537

(a) In accordance with Subtopic 820-10, the collective investment fund was measured using NAV as the practical expedient and accordingly, has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 3 - Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured on a recurring basis at fair value as of December 31, 2014:

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 74,293,774	$ -	$ -	$ 74,293,774
Total assets in the fair value hierarchy	74,293,774	-	-	74,293,774
Investments measured at net asset value [(a)]	-	-	-	10,868,412
Total investments at fair value	$ 74,293,774	$ -	$ -	$ 85,162,186

(a) In accordance with Subtopic 820-10, the collective investment fund was measured using NAV as the practical expedient and accordingly, has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 4 - Unaudited Information Certified by Trustee

The Plan Administrator has elected the method of annual reporting compliance 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 has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2015 and 2014 and notes to financial statements.

- Net depreciation in fair value of investments, dividend and interest income, and interest income from participant notes receivable as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2015 and notes to financial statements.

- The supplemental schedule of assets (held at end of year) as of December 31, 2015.

Note 4 - Unaudited Information Certified by Trustee (Continued)

Investments representing 10% or more of the Plan's net assets available for benefits are considered significant and are as follows at December 31:

	2015	2014
Columbia Trust Stable Income I-15 Fund	$ 9,865,291	$ 10,868,412

Note 5 - Other Income

In situations where record keeping revenue received in connection with Plan administration exceeds agreed upon compensation, the record keeper can allocate such excess revenue received to accounts of eligible participants. During the year ended December 31, 2015, the record keeper allocated excess revenue from Plan administration to eligible participant accounts in the amount of $42,428.

Note 6 - Federal Income Tax Status

The Plan has adopted the Fidelity Volume Submitter Defined Contribution Plan (the Volume Submitter Plan). On March 31, 2014, the Volume Submitter Plan received a favorable opinion letter from the Internal Revenue Service which stated that the Volume Submitter Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires 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 Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain positions taken or expected to be taken that would qualify for either recognition or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 7 - Party-in-Interest Transactions

Certain Plan investments are funds which are managed by affiliates of the Trustee. The Plan’s transactions involving these investments qualify as party-in-interest transactions. However, these transactions are covered by an exemption from the prohibited transaction provisions of ERISA. Fees paid by the Plan for the investment management services are included in the net appreciation or depreciation in fair value of the related investment.

Note 8 - Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue contributions and to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, the participants will become fully vested in their account balances.

Note 9 - Risks and Uncertainties

The Plan provides for investment in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility 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 those changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 10 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to the Form 5500:

	2015	2014
Net assets available for benefits per the financial statements	$ 89,643,284	$ 87,973,140
Less: contributions receivable	(295,638)	(511,409)
Net assets available for benefits per the Form 5500	$ 89,347,646	$ 87,461,731

The following is a reconciliation of changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 20152014:

Net increase in net assets available for benefits per the financial statements	$ 1,670,144
Current year contributions receivable	(295,638)
Prior year contributions receivable	511,409
Net increase in net assets available for benefits per the Form 5500	$ 1,885,915

Note 11 - Nonexempt Transactions

During the 2012 Plan year, certain participant contributions were not remitted to the trust within the time frame specified by the Department of Labor's Regulation 29 CFR2510.3-102, thus constituting nonexempt transactions between the Plan and the Company. During 2015, these nonexempt transactions were fully corrected and in accordance with the Form 5500 reporting instructions, have been reported on the supplemental schedule of delinquent participant contributions for the 2015 Plan year.

Note 12 - Subsequent Events

Beginning for the 2016 Plan year, the employer discretionary contribution will be determined annually in March of the following year.

Management has evaluated subsequent events through October 17, 2016, the date which the financial statements were available to be issued. Management has determined that no other subsequent events require recognition or disclosure in these financial statements.

*** * * End of Notes * * ***

SUPPLEMENTAL SCHEDULES

Supplemental Schedule H, Line 4(a)
Plan Sponsor No. 74-1778313
Plan No. 001

TPC GROUP RETIREMENT SAVINGS PLAN

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2015

Participant Contributions Transferred Late to the Plan				Check Here If Late Participant Loan Repayments Are Included	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted	Date Corrected		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Corrections in VFCP	
$ 44,828	1/19/2012	1/31/2012	10/14/2015	√	$ -	$ -	$ -	$ 44,828
45,867	1/20/2012	1/31/2012	10/14/2015	√	-	-	-	45,867

Supplemental Schedule H, Line 4(i)
Plan Sponsor No. 74-1778313
Plan No. 001

TPC GROUP RETIREMENT SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED 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
	Columbia Trust	Stable Income I-15 Fund	**	$ 9,865,291
*	Fidelity Investments	Spartan 500 Index Fund	**	7,810,360
	MFS	International New Discovery Fund Class R4	**	6,457,216
*	Fidelity Investments	Spartan Extended Market Index	**	6,008,794
	John Hancock	Disciplined Value Mid Cap Fund Institutional	**	5,705,620
	American Century	One Choice 2020 Fund Institutional	**	5,625,721
	American Century	One Choice 2025 Fund Institutional	**	4,972,918
*	Fidelity Investments	Capital Appreciation Fund	**	4,740,467
	PIMCO	Total Return Fund Administrative	**	4,397,898
	Janus	Triton Fund Class T	**	4,302,253
*	Fidelity Investments	Balanced Fund	**	3,231,990
	Nationwide	Geneva Mid Cap Growth Fund	**	3,148,896
	American Century	One Choice 2030 Fund Institutional	**	3,096,297
	American Century	One Choice 2035 Fund Institutional	**	2,977,533
	Allianz	NFJ Dividend Value Fund	**	2,755,037
	Vanguard	Total Bond Market Index Fund	**	2,505,668
	American Century	One Choice 2040 Fund Institutional	**	2,450,561
	American Century	One Choice Income Retirement Fund Institutional	**	2,300,223
	American Century	One Choice 2045 Fund Institutional	**	1,779,857
	American Century	One Choice 2050 Fund Institutional	**	986,745
	American Century	One Choice 2055 Fund Institutional	**	448,447
	Goldman Sachs	Satellite Strategies Fund Institutional	**	436,761
	Goldman Sachs	Small Cap Value Fund Institutional	**	423,533
	American Century	Inflation Adjusted Bond Fund Institutional	**	259,451
		Investments at fair value		86,687,537
*	Participant loans	Loans to participants at annual interest rates ranging from 4.25% to 7.00%, maturity up to 15 years	**	2,660,109
		Assets held (at end of year)		$ 89,347,646

* Party-in-interest

** Investment is directed by Plan participants and thus, cost is not a required disclosure.

Note: This schedule was prepared from information certified by the Trustee, Fidelity Management Trust Company.

TPC GROUP RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

DECEMBER 31, 2015 AND 2014
(With Independent Auditor's Report Thereon)

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TPC GROUP RETIREMENT SAVINGS PLAN

TABLE OF CONTENTS

Page

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits - December 31, 2015 and 2014 3

Statement of Changes in Net Assets Available for Benefits - Year Ended December 31, 2015 4

Notes to Financial Statements 5

SUPPLEMENTAL SCHEDULES *

Schedule H, Line 4(a) - Delinquent Participant Contributions - Year Ended December 31, 2015 16

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) - December 31, 2015 17

* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

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INDEPENDENT AUDITOR'S REPORT

Participants and Plan Administrator
of **TPC Group Retirement Savings Plan**

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of TPC Group Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related 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.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (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, the Trustee 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 the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

DoerenMayhew

Disclaimer of Opinion

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

Other Matter - Supplemental Schedules

The supplemental schedules of assets (held at end of year) as of December 31, 2015 and delinquent participant contributions for the year ended December 31, 2015 are required by the DOL'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's Rules and Regulations

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



Houston, Texas
October 17, 2016

TPC GROUP RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2015 AND 2014

Assets	2015	2014
Investments at fair value (Notes 3 and 4)	$ 86,687,537	$ 85,162,186
Receivables:		
Employer contributions receivable	115,356	511,409
Participant contributions receivable	180,282	-
Notes receivable from participants (Note 4)	2,660,109	2,299,545
Total receivables	2,955,747	2,810,954
Total assets and net assets available for benefits	$ 89,643,284	$ 87,973,140

See accompanying notes to financial statements.

TPC GROUP RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2015

Additions to net assets, net:	
Contributions:	
Employer contributions	$ 4,519,963
Participant contributions	6,074,319
Rollovers	427,569
Total contributions	11,021,851
Investment income (loss):	
Net depreciation in fair value of investments (Note 4)	(4,881,286)
Dividend and interest income (Note 4)	4,595,003
Total investment loss	(286,283)
Interest income from participant notes receivable (Note 4)	117,574
Other income (Note 5)	42,428
Total additions to net assets, net	10,895,570
Deductions from net assets:	
Distributions to participants	9,167,695
Administrative fees	57,731
Total deductions from net assets	9,225,426
Net increase in net assets available for benefits	1,670,144
Net assets available for benefits:	
Beginning of year	87,973,140
End of year	$ 89,643,284

See accompanying notes to financial statements.

Note 1 - Description of Plan

General

The TPC Group Retirement Savings Plan (the Plan) is a defined contribution plan and was established on June 1, 1985 and covers substantially all employees of Texas Petrochemicals LLC (the Company). The Plan's sponsor is TPC Group LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan was amended and restated on May 18, 2015. The following description of the Plan provides only general information and is as of December 31, 2015 unless otherwise noted. Participants should refer to the Adoption Agreement for a more complete description of the Plan's provisions.

Eligibility

An eligible employee is defined as each employee other than (a) an employee whose terms and conditions of employment are governed by a memorandum or collective bargaining agreement unless such agreement provides for his coverage under the Plan, (b) a nonresident alien who receives no earned income from the Company that constitutes income from sources within the United States, (c) a leased employee, (d) an individual who is deemed to be an employee pursuant to Treasury regulations issued under section 414(o) of the Internal Revenue Code (the Code), (e) an employee who has waived participation in the Plan through any means, including but not limited to an employee whose employment is governed by a written agreement with the Company that provides that the employee is not eligible to participate in the Plan, (f) any employee who is a cooperative education student, and (g) independent contractors. Eligible employees may immediately begin participating in the Plan on the first day of their employment.

Contributions

Effective May 18, 2015, participants in the Plan may contribute on a pre-tax basis 1% to 60% of their basic compensation. Prior to May 18, 2015, participants in the Plan could contribute on a pre-tax basis 1% to 25% of their basic compensation. Contributions are deposited in individual participant accounts as basic contributions, subject to dollar limitations contained in section 401(g) of the Code. The Plan includes an auto-enrollment feature whereby an eligible employee who is initially employed on or after February 1, 2008 shall automatically be enrolled with a deferral amount of 3% of defined compensation as before-tax contributions as described in the Plan agreement. Participants who are or will attain age 50 years old or older before the close of the Plan's year, are eligible to make a catch-up contribution in accordance with section 414(v) of the Code, with such catch-up contributions being subject to the Company's matching contribution. Rollover contributions, consisting of before-tax contributions and earnings, are also accepted by the Plan on behalf of participants from other plans qualified under Section 401(a) of the Code.

Note 1 - Description of Plan (Continued)

Contributions (Continued)

Each month, the Company will contribute employer matching contributions. The employer matching contribution for employees not represented by collective bargaining units is 100% of the first 5% of before-tax contributions, not to exceed 5% of such participant's compensation, as defined in the Plan agreement, for that month. The employer matching contribution for employees represented by a collective bargaining unit is 100% of the first 7% of before-tax contributions.

In addition to the employer matching contribution, the company may contribute to the Plan, as employer discretionary contributions, a percentage (if any) of each eligible participant's compensation during each quarter, as determined by the Compensation Committee of the Company. Employees represented by a collective bargaining unit are not eligible for employer discretionary contributions. For the year ended December 31, 2015, the Company made employer discretionary contributions of $1,273,340.

Prior to May 18, 2015, the Plan provided for employer true-up contributions for participants who elected to make before-tax contributions at a rate in excess of the percentage of their pay eligible for employer matching contributions for a Plan year, and the participant subsequently reduced or ceased before-tax contributions during the year, resulting in not receiving the maximum annual employer matching contributions for the Plan year.

Rollovers from other qualified retirement plans are allowed, except for any amounts attributable to Roth after-tax deferral contributions.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary contributions and Plan earnings. Participant accounts are charged with an allocation of administrative expenses applicable to the Plan. Allocations are based on the participant's earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

Vesting

Effective May 18, 2015, participants are always 100% vested in rollover contributions, employer nonelective contributions, employer matching contributions, qualified matching contributions, qualified nonelective contributions, deferral contributions and any earnings thereon. Prior to May 18, 2015, vesting in the company contributions plus earnings thereon was on a graded scale over five years, beginning with one year of service.

Note 1 - Description of Plan (Continued)

Forfeitures

At December 31, 2015 and 2014, forfeited non-vested accounts totaled $24,314 and $24,117, respectively. Forfeited amounts may be applied to the payment of administrative expenses of the Plan or used to reduce employer contributions, depending on the nature of the forfeiture. During 2015, no forfeited amounts were used applied to the payment of administrative expenses of the Plan or used to reduce employer contributions.

Benefit Payments

Benefits are payable from participant account balances, subject to certain restrictions, upon termination of employment, retirement age of 65, reaching the age of 70 ½, or by incurring a death, disability or financial hardship, as defined in the Plan agreement. In-service distributions are allowed for employees who have reached the age of 59 ½. Benefit payments are in the form of lump-sum payments. Vested accounts that are $1,000 or less for terminated participants are automatically distributed from the Plan.

Notes Receivable from Participants

A participant may obtain a loan from his or her separate account balance. The loans are secured by the balance in the participant's account and bear interest at the prime interest rate established by the Federal Reserve Board plus 1%. The loans are limited to the lesser of 50% of the individual participant's vested account or $50,000 reduced by the highest outstanding loan balance during the prior twelve month period. The loans accrue interest generally at the prime rate at date of origination. The minimum loan amount is $1,000 and a participant may have two loans outstanding at any given time. The term of the loan may not exceed five years, with the exception of mortgage loans which may be fifteen years. Principal and interest is paid ratably through payroll deductions.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual method of accounting and present the net assets available for benefits and changes in those net assets in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

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

Note 2 - Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820), Disclosure for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent).* ASU 2015-07 exempts investments measured using the net asset value practical expedient in ASC 820, Fair Value Measurement, from categorization within the fair value hierarchy and removes the requirement to make certain disclosures.

In July 2015, the FASB issued 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 and (Part III) Measurement Date Practical Expedient.* Part I and Part III of ASU 2015-12 are not applicable to the Plan. Part II of ASU 2015-12 eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also requires plans to disaggregate investments measured using fair value only by general type.

ASU 2015-07 and ASU 2015-12 are effective for fiscal years beginning after December 15, 2015, with early adoption permitted and retrospective application required. Plan management reviewed both ASU 2015-07 and ASU 2015-12, and decided to early adopt both standards as they believe it will simplify plan accounting and its presentation in the financial statements. As such, the accounting and disclosures in these financial statements and notes follow ASU 2015-07 and ASU 2015-12.

Change in Presentation

The presentation of the stable value common collective investment fund for 2014 has been changed to be consistent with the 2015 presentation. The fund is presented using Net Asset Value per unit as the practical expedient for the fair value of the investment without presentation of contract value or the difference between fair value and contract value. This change in presentation resulted from a recent clarification from the FASB, and had no effect on total net assets available for benefits or the change in net assets available for benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as discussed in Note 3. 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. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Note 2 - Summary of Significant Accounting Policies (Continued)

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 and 2014. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Fees and Expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. In accordance with the Plan agreement, administrative expenses incurred by the Plan may be paid from the Plan assets. 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 expenses are included in the net appreciation or depreciation in fair value of the respective investment.

Note 3 - Fair Value Measurements

GAAP provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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; and 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.

Note 3 - Fair Value Measurements (Continued)

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

Collective investment fund: Valued at the NAV of units of the collective trust. The NAV, as provided by the trustee, is used as the practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Participant transactions may occur daily. There are no unfunded commitments for these funds.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes the 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 table sets forth by level, within the fair value hierarchy, the Plan's assets measured on a recurring basis at fair value as of December 31, 2015:

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 76,822,246	$ -	$ -	$ 76,822,246
Total assets in the fair value hierarchy	76,822,246	-	-	76,822,246
Investments measured at net asset value [(a)]	-	-	-	9,865,291
Total investments at fair value	$ 76,822,246	$ -	$ -	$ 86,687,537

(a) In accordance with Subtopic 820-10, the collective investment fund was measured using NAV as the practical expedient and accordingly, has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 3 - Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured on a recurring basis at fair value as of December 31, 2014:

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 74,293,774	$ -	$ -	$ 74,293,774
Total assets in the fair value hierarchy	74,293,774	-	-	74,293,774
Investments measured at net asset value [(a)]	-	-	-	10,868,412
Total investments at fair value	$ 74,293,774	$ -	$ -	$ 85,162,186

(a) In accordance with Subtopic 820-10, the collective investment fund was measured using NAV as the practical expedient and accordingly, has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 4 - Unaudited Information Certified by Trustee

The Plan Administrator has elected the method of annual reporting compliance 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 has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2015 and 2014 and notes to financial statements.

- Net depreciation in fair value of investments, dividend and interest income, and interest income from participant notes receivable as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2015 and notes to financial statements.

- The supplemental schedule of assets (held at end of year) as of December 31, 2015.

Note 4 - Unaudited Information Certified by Trustee (Continued)

Investments representing 10% or more of the Plan's net assets available for benefits are considered significant and are as follows at December 31:

	2015	2014
Columbia Trust Stable Income I-15 Fund	$ 9,865,291	$ 10,868,412

Note 5 - Other Income

In situations where record keeping revenue received in connection with Plan administration exceeds agreed upon compensation, the record keeper can allocate such excess revenue received to accounts of eligible participants. During the year ended December 31, 2015, the record keeper allocated excess revenue from Plan administration to eligible participant accounts in the amount of $42,428.

Note 6 - Federal Income Tax Status

The Plan has adopted the Fidelity Volume Submitter Defined Contribution Plan (the Volume Submitter Plan). On March 31, 2014, the Volume Submitter Plan received a favorable opinion letter from the Internal Revenue Service which stated that the Volume Submitter Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires 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 Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain positions taken or expected to be taken that would qualify for either recognition or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 7 - Party-in-Interest Transactions

Certain Plan investments are funds which are managed by affiliates of the Trustee. The Plan’s transactions involving these investments qualify as party-in-interest transactions. However, these transactions are covered by an exemption from the prohibited transaction provisions of ERISA. Fees paid by the Plan for the investment management services are included in the net appreciation or depreciation in fair value of the related investment.

Note 8 - Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue contributions and to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, the participants will become fully vested in their account balances.

Note 9 - Risks and Uncertainties

The Plan provides for investment in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility 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 those changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 10 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to the Form 5500:

	2015	2014
Net assets available for benefits per the financial statements	$ 89,643,284	$ 87,973,140
Less: contributions receivable	(295,638)	(511,409)
Net assets available for benefits per the Form 5500	$ 89,347,646	$ 87,461,731

The following is a reconciliation of changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 20152014:

Net increase in net assets available for benefits per the financial statements	$ 1,670,144
Current year contributions receivable	(295,638)
Prior year contributions receivable	511,409
Net increase in net assets available for benefits per the Form 5500	$ 1,885,915

Note 11 - Nonexempt Transactions

During the 2012 Plan year, certain participant contributions were not remitted to the trust within the time frame specified by the Department of Labor's Regulation 29 CFR2510.3-102, thus constituting nonexempt transactions between the Plan and the Company. During 2015, these nonexempt transactions were fully corrected and in accordance with the Form 5500 reporting instructions, have been reported on the supplemental schedule of delinquent participant contributions for the 2015 Plan year.

Note 12 - Subsequent Events

Beginning for the 2016 Plan year, the employer discretionary contribution will be determined annually in March of the following year.

Management has evaluated subsequent events through October 17, 2016, the date which the financial statements were available to be issued. Management has determined that no other subsequent events require recognition or disclosure in these financial statements.

*** * * End of Notes * * ***

SUPPLEMENTAL SCHEDULES

Supplemental Schedule H, Line 4(a)
Plan Sponsor No. 74-1778313
Plan No. 001

TPC GROUP RETIREMENT SAVINGS PLAN

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2015

Participant Contributions Transferred Late to the Plan				Check Here If Late Participant Loan Repayments Are Included	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted	Date Corrected		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Corrections in VFCP	
$ 44,828	1/19/2012	1/31/2012	10/14/2015	√	$ -	$ -	$ -	$ 44,828
45,867	1/20/2012	1/31/2012	10/14/2015	√	-	-	-	45,867

Supplemental Schedule H, Line 4(i)
Plan Sponsor No. 74-1778313
Plan No. 001

TPC GROUP RETIREMENT SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED 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
	Columbia Trust	Stable Income I-15 Fund	**	$ 9,865,291
*	Fidelity Investments	Spartan 500 Index Fund	**	7,810,360
	MFS	International New Discovery Fund Class R4	**	6,457,216
*	Fidelity Investments	Spartan Extended Market Index	**	6,008,794
	John Hancock	Disciplined Value Mid Cap Fund Institutional	**	5,705,620
	American Century	One Choice 2020 Fund Institutional	**	5,625,721
	American Century	One Choice 2025 Fund Institutional	**	4,972,918
*	Fidelity Investments	Capital Appreciation Fund	**	4,740,467
	PIMCO	Total Return Fund Administrative	**	4,397,898
	Janus	Triton Fund Class T	**	4,302,253
*	Fidelity Investments	Balanced Fund	**	3,231,990
	Nationwide	Geneva Mid Cap Growth Fund	**	3,148,896
	American Century	One Choice 2030 Fund Institutional	**	3,096,297
	American Century	One Choice 2035 Fund Institutional	**	2,977,533
	Allianz	NFJ Dividend Value Fund	**	2,755,037
	Vanguard	Total Bond Market Index Fund	**	2,505,668
	American Century	One Choice 2040 Fund Institutional	**	2,450,561
	American Century	One Choice Income Retirement Fund Institutional	**	2,300,223
	American Century	One Choice 2045 Fund Institutional	**	1,779,857
	American Century	One Choice 2050 Fund Institutional	**	986,745
	American Century	One Choice 2055 Fund Institutional	**	448,447
	Goldman Sachs	Satellite Strategies Fund Institutional	**	436,761
	Goldman Sachs	Small Cap Value Fund Institutional	**	423,533
	American Century	Inflation Adjusted Bond Fund Institutional	**	259,451
		Investments at fair value		86,687,537
*	Participant loans	Loans to participants at annual interest rates ranging from 4.25% to 7.00%, maturity up to 15 years	**	2,660,109
		Assets held (at end of year)		$ 89,347,646

* Party-in-interest

** Investment is directed by Plan participants and thus, cost is not a required disclosure.

Note: This schedule was prepared from information certified by the Trustee, Fidelity Management Trust Company.

TPC GROUP RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

DECEMBER 31, 2015 AND 2014
(With Independent Auditor's Report Thereon)

Insight. Oversight. Foresight.℠

DoerenMayhew
CPAs AND ADVISORS

TPC GROUP RETIREMENT SAVINGS PLAN

TABLE OF CONTENTS

Page

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits - December 31, 2015 and 2014 3

Statement of Changes in Net Assets Available for Benefits - Year Ended December 31, 2015 4

Notes to Financial Statements 5

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CPAs AND ADVISORS

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of **TPC Group Retirement Savings Plan**

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Auditor's Responsibility

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

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

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



Houston, Texas
October 17, 2016

TPC GROUP RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2015 AND 2014

Assets	2015	2014
Investments at fair value (Notes 3 and 4)	$ 86,687,537	$ 85,162,186
Receivables:		
Employer contributions receivable	115,356	511,409
Participant contributions receivable	180,282	-
Notes receivable from participants (Note 4)	2,660,109	2,299,545
Total receivables	2,955,747	2,810,954
Total assets and net assets available for benefits	$ 89,643,284	$ 87,973,140

See accompanying notes to financial statements.

TPC GROUP RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2015

Additions to net assets, net:	
Contributions:	
Employer contributions	$ 4,519,963
Participant contributions	6,074,319
Rollovers	427,569
Total contributions	11,021,851
Investment income (loss):	
Net depreciation in fair value of investments (Note 4)	(4,881,286)
Dividend and interest income (Note 4)	4,595,003
Total investment loss	(286,283)
Interest income from participant notes receivable (Note 4)	117,574
Other income (Note 5)	42,428
Total additions to net assets, net	10,895,570
Deductions from net assets:	
Distributions to participants	9,167,695
Administrative fees	57,731
Total deductions from net assets	9,225,426
Net increase in net assets available for benefits	1,670,144
Net assets available for benefits:	
Beginning of year	87,973,140
End of year	$ 89,643,284

See accompanying notes to financial statements.

Note 1 - Description of Plan

General

The TPC Group Retirement Savings Plan (the Plan) is a defined contribution plan and was established on June 1, 1985 and covers substantially all employees of Texas Petrochemicals LLC (the Company). The Plan's sponsor is TPC Group LLC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan was amended and restated on May 18, 2015. The following description of the Plan provides only general information and is as of December 31, 2015 unless otherwise noted. Participants should refer to the Adoption Agreement for a more complete description of the Plan's provisions.

Eligibility

An eligible employee is defined as each employee other than (a) an employee whose terms and conditions of employment are governed by a memorandum or collective bargaining agreement unless such agreement provides for his coverage under the Plan, (b) a nonresident alien who receives no earned income from the Company that constitutes income from sources within the United States, (c) a leased employee, (d) an individual who is deemed to be an employee pursuant to Treasury regulations issued under section 414(o) of the Internal Revenue Code (the Code), (e) an employee who has waived participation in the Plan through any means, including but not limited to an employee whose employment is governed by a written agreement with the Company that provides that the employee is not eligible to participate in the Plan, (f) any employee who is a cooperative education student, and (g) independent contractors. Eligible employees may immediately begin participating in the Plan on the first day of their employment.

Contributions

Effective May 18, 2015, participants in the Plan may contribute on a pre-tax basis 1% to 60% of their basic compensation. Prior to May 18, 2015, participants in the Plan could contribute on a pre-tax basis 1% to 25% of their basic compensation. Contributions are deposited in individual participant accounts as basic contributions, subject to dollar limitations contained in section 401(g) of the Code. The Plan includes an auto-enrollment feature whereby an eligible employee who is initially employed on or after February 1, 2008 shall automatically be enrolled with a deferral amount of 3% of defined compensation as before-tax contributions as described in the Plan agreement. Participants who are or will attain age 50 years old or older before the close of the Plan's year, are eligible to make a catch-up contribution in accordance with section 414(v) of the Code, with such catch-up contributions being subject to the Company's matching contribution. Rollover contributions, consisting of before-tax contributions and earnings, are also accepted by the Plan on behalf of participants from other plans qualified under Section 401(a) of the Code.

Note 1 - Description of Plan (Continued)

Contributions (Continued)

Each month, the Company will contribute employer matching contributions. The employer matching contribution for employees not represented by collective bargaining units is 100% of the first 5% of before-tax contributions, not to exceed 5% of such participant's compensation, as defined in the Plan agreement, for that month. The employer matching contribution for employees represented by a collective bargaining unit is 100% of the first 7% of before-tax contributions.

In addition to the employer matching contribution, the company may contribute to the Plan, as employer discretionary contributions, a percentage (if any) of each eligible participant's compensation during each quarter, as determined by the Compensation Committee of the Company. Employees represented by a collective bargaining unit are not eligible for employer discretionary contributions. For the year ended December 31, 2015, the Company made employer discretionary contributions of $1,273,340.

Prior to May 18, 2015, the Plan provided for employer true-up contributions for participants who elected to make before-tax contributions at a rate in excess of the percentage of their pay eligible for employer matching contributions for a Plan year, and the participant subsequently reduced or ceased before-tax contributions during the year, resulting in not receiving the maximum annual employer matching contributions for the Plan year.

Rollovers from other qualified retirement plans are allowed, except for any amounts attributable to Roth after-tax deferral contributions.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary contributions and Plan earnings. Participant accounts are charged with an allocation of administrative expenses applicable to the Plan. Allocations are based on the participant's earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested balance.

Vesting

Effective May 18, 2015, participants are always 100% vested in rollover contributions, employer nonelective contributions, employer matching contributions, qualified matching contributions, qualified nonelective contributions, deferral contributions and any earnings thereon. Prior to May 18, 2015, vesting in the company contributions plus earnings thereon was on a graded scale over five years, beginning with one year of service.

Note 1 - Description of Plan (Continued)

Forfeitures

At December 31, 2015 and 2014, forfeited non-vested accounts totaled $24,314 and $24,117, respectively. Forfeited amounts may be applied to the payment of administrative expenses of the Plan or used to reduce employer contributions, depending on the nature of the forfeiture. During 2015, no forfeited amounts were used applied to the payment of administrative expenses of the Plan or used to reduce employer contributions.

Benefit Payments

Benefits are payable from participant account balances, subject to certain restrictions, upon termination of employment, retirement age of 65, reaching the age of 70 ½, or by incurring a death, disability or financial hardship, as defined in the Plan agreement. In-service distributions are allowed for employees who have reached the age of 59 ½. Benefit payments are in the form of lump-sum payments. Vested accounts that are $1,000 or less for terminated participants are automatically distributed from the Plan.

Notes Receivable from Participants

A participant may obtain a loan from his or her separate account balance. The loans are secured by the balance in the participant's account and bear interest at the prime interest rate established by the Federal Reserve Board plus 1%. The loans are limited to the lesser of 50% of the individual participant's vested account or $50,000 reduced by the highest outstanding loan balance during the prior twelve month period. The loans accrue interest generally at the prime rate at date of origination. The minimum loan amount is $1,000 and a participant may have two loans outstanding at any given time. The term of the loan may not exceed five years, with the exception of mortgage loans which may be fifteen years. Principal and interest is paid ratably through payroll deductions.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual method of accounting and present the net assets available for benefits and changes in those net assets in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

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

Note 2 - Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820), Disclosure for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent).* ASU 2015-07 exempts investments measured using the net asset value practical expedient in ASC 820, Fair Value Measurement, from categorization within the fair value hierarchy and removes the requirement to make certain disclosures.

In July 2015, the FASB issued 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 and (Part III) Measurement Date Practical Expedient.* Part I and Part III of ASU 2015-12 are not applicable to the Plan. Part II of ASU 2015-12 eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also requires plans to disaggregate investments measured using fair value only by general type.

ASU 2015-07 and ASU 2015-12 are effective for fiscal years beginning after December 15, 2015, with early adoption permitted and retrospective application required. Plan management reviewed both ASU 2015-07 and ASU 2015-12, and decided to early adopt both standards as they believe it will simplify plan accounting and its presentation in the financial statements. As such, the accounting and disclosures in these financial statements and notes follow ASU 2015-07 and ASU 2015-12.

Change in Presentation

The presentation of the stable value common collective investment fund for 2014 has been changed to be consistent with the 2015 presentation. The fund is presented using Net Asset Value per unit as the practical expedient for the fair value of the investment without presentation of contract value or the difference between fair value and contract value. This change in presentation resulted from a recent clarification from the FASB, and had no effect on total net assets available for benefits or the change in net assets available for benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as discussed in Note 3. 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. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Note 2 - Summary of Significant Accounting Policies (Continued)

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 and 2014. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Fees and Expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. In accordance with the Plan agreement, administrative expenses incurred by the Plan may be paid from the Plan assets. 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 expenses are included in the net appreciation or depreciation in fair value of the respective investment.

Note 3 - Fair Value Measurements

GAAP provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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; and 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.

Note 3 - Fair Value Measurements (Continued)

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

Collective investment fund: Valued at the NAV of units of the collective trust. The NAV, as provided by the trustee, is used as the practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Participant transactions may occur daily. There are no unfunded commitments for these funds.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management believes the 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 table sets forth by level, within the fair value hierarchy, the Plan's assets measured on a recurring basis at fair value as of December 31, 2015:

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 76,822,246	$ -	$ -	$ 76,822,246
Total assets in the fair value hierarchy	76,822,246	-	-	76,822,246
Investments measured at net asset value [(a)]	-	-	-	9,865,291
Total investments at fair value	$ 76,822,246	$ -	$ -	$ 86,687,537

(a) In accordance with Subtopic 820-10, the collective investment fund was measured using NAV as the practical expedient and accordingly, has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 3 - Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured on a recurring basis at fair value as of December 31, 2014:

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 74,293,774	$ -	$ -	$ 74,293,774
Total assets in the fair value hierarchy	74,293,774	-	-	74,293,774
Investments measured at net asset value [(a)]	-	-	-	10,868,412
Total investments at fair value	$ 74,293,774	$ -	$ -	$ 85,162,186

(a) In accordance with Subtopic 820-10, the collective investment fund was measured using NAV as the practical expedient and accordingly, has not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 4 - Unaudited Information Certified by Trustee

The Plan Administrator has elected the method of annual reporting compliance 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 has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2015 and 2014 and notes to financial statements.

- Net depreciation in fair value of investments, dividend and interest income, and interest income from participant notes receivable as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2015 and notes to financial statements.

- The supplemental schedule of assets (held at end of year) as of December 31, 2015.

Note 4 - Unaudited Information Certified by Trustee (Continued)

Investments representing 10% or more of the Plan's net assets available for benefits are considered significant and are as follows at December 31:

	2015	2014
Columbia Trust Stable Income I-15 Fund	$ 9,865,291	$ 10,868,412

Note 5 - Other Income

In situations where record keeping revenue received in connection with Plan administration exceeds agreed upon compensation, the record keeper can allocate such excess revenue received to accounts of eligible participants. During the year ended December 31, 2015, the record keeper allocated excess revenue from Plan administration to eligible participant accounts in the amount of $42,428.

Note 6 - Federal Income Tax Status

The Plan has adopted the Fidelity Volume Submitter Defined Contribution Plan (the Volume Submitter Plan). On March 31, 2014, the Volume Submitter Plan received a favorable opinion letter from the Internal Revenue Service which stated that the Volume Submitter Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires 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 Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain positions taken or expected to be taken that would qualify for either recognition or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 7 - Party-in-Interest Transactions

Certain Plan investments are funds which are managed by affiliates of the Trustee. The Plan’s transactions involving these investments qualify as party-in-interest transactions. However, these transactions are covered by an exemption from the prohibited transaction provisions of ERISA. Fees paid by the Plan for the investment management services are included in the net appreciation or depreciation in fair value of the related investment.

Note 8 - Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue contributions and to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, the participants will become fully vested in their account balances.

Note 9 - Risks and Uncertainties

The Plan provides for investment in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility 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 those changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 10 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to the Form 5500:

	2015	2014
Net assets available for benefits per the financial statements	$ 89,643,284	$ 87,973,140
Less: contributions receivable	(295,638)	(511,409)
Net assets available for benefits per the Form 5500	$ 89,347,646	$ 87,461,731

The following is a reconciliation of changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 20152014:

Net increase in net assets available for benefits per the financial statements	$ 1,670,144
Current year contributions receivable	(295,638)
Prior year contributions receivable	511,409
Net increase in net assets available for benefits per the Form 5500	$ 1,885,915

Note 11 - Nonexempt Transactions

During the 2012 Plan year, certain participant contributions were not remitted to the trust within the time frame specified by the Department of Labor's Regulation 29 CFR2510.3-102, thus constituting nonexempt transactions between the Plan and the Company. During 2015, these nonexempt transactions were fully corrected and in accordance with the Form 5500 reporting instructions, have been reported on the supplemental schedule of delinquent participant contributions for the 2015 Plan year.

Note 12 - Subsequent Events

Beginning for the 2016 Plan year, the employer discretionary contribution will be determined annually in March of the following year.

Management has evaluated subsequent events through October 17, 2016, the date which the financial statements were available to be issued. Management has determined that no other subsequent events require recognition or disclosure in these financial statements.

*** * * End of Notes * * ***

SUPPLEMENTAL SCHEDULES

Supplemental Schedule H, Line 4(a)
Plan Sponsor No. 74-1778313
Plan No. 001

TPC GROUP RETIREMENT SAVINGS PLAN

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2015

Participant Contributions Transferred Late to the Plan				Check Here If Late Participant Loan Repayments Are Included	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Amount Withheld	Date Withheld	Date Remitted	Date Corrected		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Corrections in VFCP	
$ 44,828	1/19/2012	1/31/2012	10/14/2015	√	$ -	$ -	$ -	$ 44,828
45,867	1/20/2012	1/31/2012	10/14/2015	√	-	-	-	45,867

Supplemental Schedule H, Line 4(i)
Plan Sponsor No. 74-1778313
Plan No. 001

TPC GROUP RETIREMENT SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED 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
	Columbia Trust	Stable Income I-15 Fund	**	$ 9,865,291
*	Fidelity Investments	Spartan 500 Index Fund	**	7,810,360
	MFS	International New Discovery Fund Class R4	**	6,457,216
*	Fidelity Investments	Spartan Extended Market Index	**	6,008,794
	John Hancock	Disciplined Value Mid Cap Fund Institutional	**	5,705,620
	American Century	One Choice 2020 Fund Institutional	**	5,625,721
	American Century	One Choice 2025 Fund Institutional	**	4,972,918
*	Fidelity Investments	Capital Appreciation Fund	**	4,740,467
	PIMCO	Total Return Fund Administrative	**	4,397,898
	Janus	Triton Fund Class T	**	4,302,253
*	Fidelity Investments	Balanced Fund	**	3,231,990
	Nationwide	Geneva Mid Cap Growth Fund	**	3,148,896
	American Century	One Choice 2030 Fund Institutional	**	3,096,297
	American Century	One Choice 2035 Fund Institutional	**	2,977,533
	Allianz	NFJ Dividend Value Fund	**	2,755,037
	Vanguard	Total Bond Market Index Fund	**	2,505,668
	American Century	One Choice 2040 Fund Institutional	**	2,450,561
	American Century	One Choice Income Retirement Fund Institutional	**	2,300,223
	American Century	One Choice 2045 Fund Institutional	**	1,779,857
	American Century	One Choice 2050 Fund Institutional	**	986,745
	American Century	One Choice 2055 Fund Institutional	**	448,447
	Goldman Sachs	Satellite Strategies Fund Institutional	**	436,761
	Goldman Sachs	Small Cap Value Fund Institutional	**	423,533
	American Century	Inflation Adjusted Bond Fund Institutional	**	259,451
		Investments at fair value		86,687,537
*	Participant loans	Loans to participants at annual interest rates ranging from 4.25% to 7.00%, maturity up to 15 years	**	2,660,109
		Assets held (at end of year)		$ 89,347,646

* Party-in-interest

** Investment is directed by Plan participants and thus, cost is not a required disclosure.

Note: This schedule was prepared from information certified by the Trustee, Fidelity Management Trust Company.