

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

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>VEYANCE TECH,INC. EMPLOYEES RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>07/31/2007</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>VEYANCE TECHNOLOGIES, INC.</u> <u>703 S CLEVELAND MASSILLON RD</u> <u>FAIRLAWN, OH 44333-3023</u>	2b Employer Identification Number (EIN) <u>20-8832176</u> 2c Plan Sponsor's telephone number <u>330-664-7000</u> 2d Business code (see instructions) <u>326200</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/17/2016</u>	<u>TED GOSSERT</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	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: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 2032
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) 1803
a(2) Total number of active participants at the end of the plan year	6a(2) 1833
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 296
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 2129
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 8
f Total. Add lines 6d and 6e	6f 2137
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 1996
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 119
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 2J 2K 2R 2S 2T 3D 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 VEYANCE TECH,INC. EMPLOYEES RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 VEYANCE TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 20-8832176	

Part I	Service Provider Information (see instructions)
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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)..... ☒ 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 CHARLES SCHWAB & CO. INC. AND AFFIL 94-1737782
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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)

SCHWAB RETIREMENT PLAN SERVICES, IN

34-1479833

(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?
15 50 64	NONE	23430	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 50 59 62 71	NONE	5168	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

CHARLES SCHWAB BANK

42-1558009

(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?
25 49 50 52 62	NONE	16	Yes ☒ No ☐	Yes ☒ No ☐	0	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
CHARLES SCHWAB & CO INC AND AFFILIA	59	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.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>VEYANCE TECH, INC. EMPLOYEES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VEYANCE TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>20-8832176</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	51939	94542
(2) Participant contributions	1b(2)	156078	235586
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	0	3307
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2784329	3039637
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	136550015	133890780
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	49439310	46891571

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	188981671	184155423

Liabilities

g Benefit claims payable	1g	0	126000
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	126000

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	188981671	184029423
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2663558	
(B) Participants	2a(1)(B)	8367103	
(C) Others (including rollovers)	2a(1)(C)	836737	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11867398
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	108454	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		108454
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	6542381	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		6542381
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-6427363
c Other income	2c		-822113
d Total income. Add all income amounts in column (b) and enter total	2d		11268757

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

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16120347	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		16120347
f Corrective distributions (see instructions)	2f		68425
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	8803	
(4) Other	2i(4)	23430	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		32233
j Total expenses. Add all expense amounts in column (b) and enter total	2j		16221005

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-4952248
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: BOBER MARKEY FEDOROVICH

(2) EIN: 34-1523030

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

	Yes	No	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X		
e Was this plan covered by a fidelity bond?	X			500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.				
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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

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

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

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

Part V Trust Information

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

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

A Name of plan VEYANCE TECH,INC. EMPLOYEES RETIREMENT PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 VEYANCE TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 20-8832176

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	0
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): 42-1558009		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.			
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

Schedule R (Form 5500) 2015
v. 150123

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)
	a Enter the percentage of plan assets held as: Stock: <u>0.0</u> % Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

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

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

December 31, 2015 and 2014

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
ANNUAL REPORT INDEX
December 31, 2015 and 2014

The following financial statements and other information of Veyance Technologies, Inc. Employees Retirement Plan are included herewith:

- Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014;
- Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2015 and 2014;
- Notes to Financial Statements.

The following supplemental schedules of Veyance Technologies, Inc. Employees Retirement Plan included in the Annual Report of the Plan on Form 5500 filed with the Department of Labor as of and for the year ended December 31, 2015 are included herewith:

- Schedule H, Line 4a – Schedule of Delinquent Participant Contributions;
- Schedule H, Line 4i – Schedule of Assets (Held at End of Year).

All other supplemental schedules and notes for which provision is made in the applicable rules and regulations of the Department of Labor Regulations are not required under the related instructions or are inapplicable and, therefore, have been omitted.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN

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INDEPENDENT AUDITORS' REPORT

To the Pension Committee and the Participants of
Veyance Technologies, Inc.
Employees Retirement Plan
Fairlawn, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Veyance Technologies, Inc. Employees Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014 and the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank (the "Trustee"), as of and for the years ended December 31, 2015 and 2014. 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 and for the years ended December 31, 2015 and 2014, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As discussed in Note 2, the Plan has elected to apply the early adoption provisions of Financial Accounting Standards Board Accounting Standards Update 2015-12, Plan Accounting: (Part I) Fully Benefit Responsive Investment Contracts, (Part II) Plan Investment Disclosures, and (Part III) Measurement Date Practical Expedient – consensus of the Emerging Issues Task Force and 2015-07, Fair Value Measurement: Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedules, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2015, are required by the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA 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 the supplemental schedules.

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

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

Correction of Error

As discussed in Note 9 to the financial statements, certain errors in the reporting of notes receivable from participants categorized as deemed loans resulting in an understatement of notes receivable from participants and net assets available for benefits were discovered during the current year. Accordingly, amounts reported for notes receivable from participants and net assets available for benefits have been restated in the 2014 financial statements now presented. Our opinion is not modified with respect to that matter.



BOBER, MARKEY, FEDOROVICH & COMPANY
Akron, Ohio

October 14, 2016

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u> <u>AS RESTATED</u>
ASSETS		
INVESTMENTS		
Stable value fund, at contract value	\$ 37,570,886	\$ 39,178,778
Self directed accounts, at fair value	9,323,992	9,200,134
Mutual funds, at fair value	<u>133,890,780</u>	<u>136,550,015</u>
 TOTAL INVESTMENTS	 180,785,658	 184,928,927
RECEIVABLES		
Contribution receivable - employee	235,586	156,078
Contribution receivable - employer	94,542	51,939
Notes receivable from participants, net of allowance for deemed loans of \$98,864 and \$92,435 as of December 31, 2015 and 2014, respectively	<u>3,039,637</u>	<u>2,784,329</u>
 TOTAL RECEIVABLES	 <u>3,369,765</u>	 <u>2,992,346</u>
LIABILITIES		
Excess employee contributions payable	<u>126,000</u>	<u>-</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 184,029,423</u></u>	 <u><u>\$ 187,921,273</u></u>

The accompanying notes are an integral part of these financial statements.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2015

	2015	2014 AS RESTATED
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME		
Interest and dividends	\$ 6,542,381	\$ 7,741,267
Interest on notes receivable from participants	108,454	111,766
	6,650,835	7,853,033
CONTRIBUTIONS		
Contributions - employee	8,367,103	8,038,974
Contributions - employer	2,663,558	2,600,183
Rollovers	836,737	188,952
	11,867,398	10,828,109
TOTAL ADDITIONS	18,518,233	18,681,142
DEDUCTIONS		
Benefit payments	16,188,772	14,229,452
Administrative expenses	32,233	18,053
TOTAL DEDUCTIONS	16,221,005	14,247,505
NET (DEPRECIATION) APPRECIATION IN FAIR VALUE OF INVESTMENTS	(6,189,078)	3,105,230
NET (DECREASE) INCREASE	(3,891,850)	7,538,867
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	187,921,273	180,382,406
END OF YEAR	\$ 184,029,423	\$ 187,921,273

The accompanying notes are an integral part of these financial statements.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2015 and 2014

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Veyance Technologies, Inc. Employees Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

All salaried, hourly, and U.S. expatriate salaried employees, including officers, of Veyance Technologies, Inc., (now known as of January 30, 2015 after their acquisition as ContiTech AG, a division of Continental Tire) (the "Company") are eligible to participate in the Plan as of the first enrollment date after completing three months of continuous service with the Company. As of this date, ContiTech AG was the Plan Sponsor. Employees of the Company who are covered by a collective bargaining agreement, (unless the agreement provides for coverage under the Plan) are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Eligible employees may elect to contribute any whole percent from 1% to 50% of earnings, including wages, bonuses, commissions, overtime and vacation pay into the Plan. In addition, the Plan permits catch-up contributions by participants who have attained age 50 by December 31 of each year subject to certain limitations under the Internal Revenue Code ("IRC"). Participating employees may elect to have their contributions invested in any of the funds available for employees at the time of their contributions.

The Company provides for a matching contribution in an amount equal to 50% of the first 6% of the participants pay that the participant designates as 401(k) or Roth contribution for each payroll period.

New employees are automatically enrolled in the Plan three months after their date of hire, unless they elect otherwise, at an automatic enrollment rate of 4%.

Participant Accounts

Each participant's account is credited with the participant's contribution and employer contributions and an allocation of the Plan's earnings. Allocations are based on participant compensation or account balance, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Payment of Benefits and Vesting

Participants are immediately vested in their contributions. Participants become 100% vested in employer contributions after three years of continuous service, or under other conditions specified in the Plan document based on termination of participation. Participants who terminate under the Plan are paid 100% of their vested balance plus earnings thereon plus the value of any vested Company contributions.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2015 and 2014

Notes Receivable from Participants

Eligible employees may borrow money from their participant accounts. The minimum amount to be borrowed is \$1,000. The maximum amount to be borrowed is the lesser of \$50,000 reduced by the highest outstanding balance of any loan during the preceding twelve month period, or 50% of the participant's vested account balance. Participants may have up to two loans outstanding at any time.

Loan repayments, with interest, are made through payroll deductions over a period of twelve to fifty-four months. The interest rate charged will be a fixed rate that will be established at the time of the loan application based on prime plus one.

Notes are in arrears and delinquent when any payment is missed. If the note is not paid up-to-date by the end of the calendar quarter, after the calendar quarter in which a payment is first delinquent, the note will be in default. In that event, the entire outstanding note balance, consisting of the missed payments, remaining principal, and all accrued but unpaid interest, will be reported to the Internal Revenue Service ("IRS") as taxable income. If a note has not been fully repaid by the end of its term, the outstanding balance will be treated as a deemed distribution, and will be reported to the IRS as taxable income.

Forfeitures

Any non-vested Company contributions are forfeited upon termination and applied to reduce future contributions by the Company or to pay Plan expenses. Forfeitures of \$162,508 and \$103,488 were used to reduce Company contributions to qualifying accounts during the years ended December 31, 2015 and 2014, respectively.

Rollovers

Employees, Plan participants, or former Plan participants may transfer eligible cash distributions from any other employer sponsored plan qualified under Section 401 of the IRC into the Plan by a direct transfer from such other plan.

Administrative Fees

A portion of the administrative fees are paid by the Plan. Other administrative fees, including legal and professional fees, are paid by the Company as Plan Sponsor.

Termination Provisions

The Company anticipates and believes that the Plan will continue without interruption, but reserves the right to discontinue the Plan. In the event of termination, the obligation of the Company to make further contributions ceases. All participants' accounts would then be fully vested with respect to Company contributions.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2015 and 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accounts of the Plan are maintained on the accrual basis of accounting.

Investment Valuation

The Plan's investments are stated at fair value at December 31, 2015 and 2014. Stable value funds are reported at contract value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

Income Recognition

Investment income consists of interest and dividend income. The net (depreciation) appreciation in the fair value of investments consists of realized gains or losses and the unrealized (depreciation) appreciation on those investments. Dividend income is accrued on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported based on historical cost.

Notes Receivable from Participants

Notes receivable from participants represent participant loans and are measured as their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. Repayments of principal and interest are recognized in the period in which payroll deductions are processed.

A full allowance is provided for active employee deemed loans in default status resulting from non-payment for a period of ninety days or more.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the basic financial statements and related notes to financial statements. Changes in such estimates may affect amounts reported in future years.

Risk and Uncertainties

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

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2015 and 2014

Fair Value of Financial Assets and Liabilities

Fair value estimates are made at a specific point in time based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Recently Issued Accounting Standards

In July 2015, the Financial Accounting Standards Board ("FASB") issued an accounting standards update which:

- a) Removes the measurement and presentation of fully benefit-responsive investment contracts at fair value on the statement of net assets available for benefits and eliminates certain related footnote disclosures related to the fair value calculations, which were previously required under the Fair Value Measurements and Defined Contribution Pension Plans topics of the FASB Accounting Standards Codification ("ASC");
- b) Eliminates
 - i. the need to disaggregate the investments in accordance with the Fair Value Measurements topic of the FASB ASC, and requires disaggregation based only on general type,
 - ii. the requirement to disclose individual investments that represent 5% or more of the net assets available for benefits,
 - iii. the requirement to disclose net (depreciation) appreciation disaggregated by general investment type;
- c) Provides a practical expedient for plans to measure investments and investment related accounts as of a month-end date that is closest to the Plan's fiscal year end, when the fiscal year period does not coincide with a month-end.

This standards update is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Plan management has elected to early adopt the updates for the year ended December 31, 2015 and has applied the updates retrospectively to the year ended December 31, 2014. See Note 4.

Reclassification

Certain amounts in the 2014 financial statements have been reclassified to conform to the 2015 financial statement presentation.

Subsequent Events

The Plan has evaluated subsequent events through October 14, 2016, the date the financial statements were available to be issued. See Note 8.

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2015 and 2014

NOTE 3 - TRUSTEE CERTIFICATION AND INVESTMENTS

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements, which was prepared by the Trustee as of and for the years ended December 31, 2015 and 2014 and furnished to the Plan administrator. The Plan administrator obtained certifications from the Trustee that such information is complete and accurate.

	2015	2014 AS RESTATED
Stable value fund, at contract value	\$ 37,570,886	\$ 39,178,778
Self directed accounts, at fair value	\$ 9,323,992	\$ 9,200,134
Mutual funds, at fair value	\$ 133,890,780	\$ 136,550,015
Notes receivable from participants	\$ 3,039,637	\$ 2,784,329
Net (depreciation) appreciation in fair value of investments	\$ (6,189,078)	\$ 3,105,230
Interest and dividends	\$ 6,542,381	\$ 7,741,267
Interest on notes receivable from participants	\$ 108,454	\$ 111,766

NOTE 4 - FAIR VALUE MEASUREMENT

Fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Plan uses a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 - Observable inputs such as quoted prices in active markets;
- Level 2 - Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3 - Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions

The classification of fair value measurements within the hierarchy is based upon the lowest level of input that is significant to the measurement. Valuation methodologies used for assets and liabilities measured at fair value are as follows:

Mutual funds: Valued at the closing price reported on the active market in which the individual funds are traded.

Self directed accounts: Account primarily consists of mutual funds and common stocks that are valued at the closing price reported on the active markets on which the individual securities are traded at year end.

VEYANCE TECHNOLOGIES, INC.
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December 31, 2015 and 2014

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 the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

2015				
	Level 1	Level 2	Level 3	Total
Self directed account	\$ 9,323,992	\$ -	\$ -	\$ 9,323,992
Mutual funds	133,890,780	-	-	133,890,780
	<u>\$ 143,214,772</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 143,214,772</u>
2014				
	Level 1	Level 2	Level 3	Total
Self directed account	\$ 9,200,134	\$ -	\$ -	\$ 9,200,134
Mutual funds	136,550,015	-	-	136,550,015
	<u>\$ 145,750,149</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 145,750,149</u>

The self directed account was reclassified from a Level 2 investment in 2014 to a Level 1 investment in 2015 due to the Plan administrator obtaining further information on the underlying investments, resulting in a change in the assessment of the level within the fair value hierarchy. For purposes of consistency, the amount reflected on the table above has been reclassified to Level 1 for 2014.

NOTE 5 - STABLE VALUE FUND

The Stable Value Fund entered into benefit-responsive guaranteed investment contracts and wrapper contracts with various financial institutions. The financial institutions maintain the contributions in general accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

The Stable Value Fund purchased wrapper contracts from the financial institutions. The wrapper contracts amortize the realized and unrealized gains and losses on the underlying fixed income investments, typically over the duration of the investments; through adjustments to the future interest crediting rate (which is the rate earned by participants in the fund for underlying investments). The issuers of the wrapper contracts provide assurance that the adjustments to the interest crediting rate do not result in a future interest crediting rate that is less than zero.

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Certain events limit the ability of the Plan to transact at contract value with the issuer. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the Stable Value Fund elects to withdraw from a wrapper contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract. The events described above that could result in the payment of benefits at market value rather than contract value are not probable of occurring in the foreseeable future.

The wrapper contracts do not permit the issuers to terminate the contracts unless the Plan loses its qualified status, has incurred material breaches of responsibilities, or material and adverse changes occur to the provisions of the Plan.

NOTE 6 - TAX STATUS OF PLAN

The Plan has received a determination letter from the IRS dated June 13, 2013 stating that the Plan, as then designed, is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation.

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

NOTE 7 – RECONCILIATION TO FORM 5500

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

	<u>2014</u>
Net assets available for benefits per financial statements, as restated	\$ 187,921,273
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,060,398</u>
Net assets available for benefits per Form 5500	<u><u>\$ 188,981,671</u></u>

VEYANCE TECHNOLOGIES, INC.
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NOTES TO FINANCIAL STATEMENTS
December 31, 2015 and 2014

The following is a reconciliation of net (depreciation) appreciation in fair value of investments per the financial statements to the Form 5500 for the years ended December 31, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Net (depreciation) appreciation in fair value of investments per financial statements	\$ (6,189,078)	\$ 3,105,230
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,060,398) *</u>	<u>18,572</u>
Net (depreciation) appreciation in fair value of investments per Form 5500	<u>\$ (7,249,476)</u>	<u>\$ 3,123,802</u>

* Includes the impact of the change in accounting as denoted in Note 2

NOTE 8 – SUBSEQUENT EVENTS

Effective January 1, 2016, the Plan was amended and restated. The only significant change in provisions was an increase in the matching contribution to an amount equal to 100% of the first 4.5% of a participant's pay.

NOTE 9 – PRIOR PERIOD ADJUSTMENT

The Plan's reporting for outstanding notes receivable from participants categorized as deemed loans was enhanced in 2015, providing independent tracking of deemed loans exclusive of the notes receivable from participants certified by the Trustee (Note 3). As a result, the Plan has restated the accompanying comparative December 31, 2014 financial statements. Beginning net assets available for benefits for the year ended December 31, 2014 was increased by \$113,599 and notes receivable from participants for the year ended December 31, 2014 was increased by the same amount.

	<u>As Previously Reported</u>	<u>Restated</u>
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS		
Net assets available for benefits, January 1, 2014	\$ 180,268,807	\$ 180,382,406
Net assets available for benefits, December 31, 2014	\$ 187,807,674	\$ 187,921,273
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS		
Notes receivable from participants, net of allowance	\$ 2,670,730	\$ 2,784,329

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2015
Employer Identification Number: 20-8832176, Plan Number: 001

Participant Contributions Transferred Late to Plan		Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51	
Check here if Late Participant Loan Repayments are included: ☐		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		
\$	-	\$	-	\$ 537	\$	-

VEYANCE TECHNOLOGIES, INC.
EMPLOYEES RETIREMENT PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2015
Employer Identification Number: 20-8832176, Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower lessor or similar party	Description of investment Including maturity date, rate of interest, collateral par, or maturity value	Cost	Current Value
	Invesco Stable Value	Stable Value Fund	^	\$ 37,570,886
	Personal Choice Retirement Account	Self directed accounts	^	9,323,992
	Europacific Growth R4	Mutual Fund	^	2,498,835
	J Hancock3 Disciplined Val I	Mutual Fund	^	5,890,990
	JPMorgan Intl Rsrch Enh Eq Sel	Mutual Fund	^	12,712,681
	Mainstay large cap growth I	Mutual Fund	^	10,166,007
	Metropolitan West total Ret Bd	Mutual Fund	^	8,029,449
	MFS Mid Cap Value R5	Mutual Fund	^	2,483,595
	Morgan Stanley Mid Cap Grth A	Mutual Fund	^	1,801,914
	Prudential Jennison Small Co A	Mutual Fund	^	7,939,199
	Vanguard Extended Mkt Indx Adm	Mutual Fund	^	1,966,339
	Vanguard Institutional Index	Mutual Fund	^	35,494,499
	Vanguard Target Retirement 2010	Mutual Fund	^	78,732
	Vanguard Target Retirement 2015	Mutual Fund	^	5,468,128
	Vanguard Target Retirement 2020	Mutual Fund	^	1,304,280
	Vanguard Target Retirement 2025	Mutual Fund	^	15,519,132
	Vanguard Target Retirement 2030	Mutual Fund	^	1,166,828
	Vanguard Target Retirement 2035	Mutual Fund	^	7,352,924
	Vanguard Target Retirement 2040	Mutual Fund	^	148,431
	Vanguard Target Retirement 2045	Mutual Fund	^	9,095,480
	Vanguard Target Retirement 2050	Mutual Fund	^	189,284
	Vanguard Target Retirement 2055	Mutual Fund	^	138,802
	Vanguard Target Retirement 2060	Mutual Fund	^	56,728
	Vanguard Target Retmt Income	Mutual Fund	^	2,112,394
	Victory Small Co Opportunity I	Mutual Fund	^	2,276,129
				<u>133,890,780</u>
*	Notes Receivable from Participants	Interest rate 4.25% - 4.50% Term: 1 - 5 years	\$ -	<u>3,039,637</u>
				<u><u>\$ 183,825,295</u></u>

* Represents a party-in-interest as defined by ERISA.

^ Information is not required for participant-directed investments pursuant to Form 5500 instructions.

Veyance Technologies, Inc. Employees Retirement Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2015

EIN: 20-8832176
Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
American Funds	95-1411037	Rate of 0.34% of average daily balance of asset(s)
John Hancock	04-3483032	Rate of 0.10% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.24% of average daily balance of asset(s)
MainStay	52-2206685	Rate of 0.14% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Rate of 0.34% of average daily balance of asset(s)
Morgan Stanley	36-3145972	Rate of 0.38% of average daily balance of asset(s)
Prudential Investments	22-3703799	Rate of 0.48% of average daily balance of asset(s)
Victory	Not Available	Rate of 0.14% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Akre	54-1968332	Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	06-1349805	Range of 0.35 - 0.50% of average daily balance of assets
American Beacon	75-2401150	Rate of 0.40% of average daily balance of asset(s)
American Century Investments	43-0821857	Rate of 0.35% of average daily balance of asset(s)
American Funds	95-1411037	Rate of 0.37% of average daily balance of asset(s)
AMG Funds	06-1555943	Rate of 0.40% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Baron Capital Group	13-3107580	Rate of 0.40% of average daily balance of asset(s)
Berkshire	77-0330031	Rate of 0.40% of average daily balance of asset(s)
Brown Capital Management, LLC	Not Available	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Range of 0.10 - 0.50% of average daily balance of assets
Deutsche Asset & Wealth Mngt	13-3241232	Rate of 0.40% of average daily balance of asset(s)
Direxion Funds	13-4143904	Rate of 0.40% of average daily balance of asset(s)
Dreyfus	Not Available	Rate of 0.48% of average daily balance of asset(s)
Driehaus	20-3634295	Rate of 0.40% of average daily balance of asset(s)
Eagle Funds	59-2385219	Rate of 0.50% of average daily balance of asset(s)
Eaton Vance	04-2718215	Rate of 0.40% of average daily balance of asset(s)
Federated	25-1111467	Range of 0.25 - 0.75% of average daily balance of assets
Fidelity Investments	06-1194217	Rate of 0.10% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
FMI Funds	39-1861095	Rate of 0.45% of average daily balance of asset(s)
Gabelli	13-3340139	Rate of 0.35% of average daily balance of asset(s)
Glenmede	Not Available	Rate of 0.40% of average daily balance of asset(s)
Goldman Sachs	Not Available	Range of 0.45 - 0.50% of average daily balance of assets
Harbor	04-2679462	Range of 0.35 - 0.43% of average daily balance of assets
Harding Loevner	Not Available	Rate of 0.40% of average daily balance of asset(s)
Hartford Mutual Funds	13-3317783	Rate of 0.40% of average daily balance of asset(s)
Heartland	39-1572323	Rate of 0.50% of average daily balance of asset(s)
Hodges	75-2278918	Rate of 0.40% of average daily balance of asset(s)
Invesco	58-2287224	Range of 0.40 - 0.50% of average daily balance of assets
Ivy Funds	04-6006759	Range of 0.40 - 0.50% of average daily balance of assets
Janus	43-1804048	Rate of 0.35% of average daily balance of asset(s)
John Hancock	04-3483032	Range of 0.45 - 0.50% of average daily balance of assets
JPMorgan	13-2624428	Rate of 0.50% of average daily balance of asset(s)

Veyance Technologies, Inc. Employees Retirement Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2015

EIN: 20-8832176
Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Kinetics	13-3878346	Rate of 0.40% of average daily balance of asset(s)
Lazard	Not Available	Rate of 0.40% of average daily balance of asset(s)
Legg Mason	52-1200960	Rate of 0.40% of average daily balance of asset(s)
LoCorr Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Lord Abbett	13-3731507	Rate of 0.40% of average daily balance of asset(s)
MainStay	52-2206685	Rate of 0.40% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Range of 0.35 - 0.40% of average daily balance of assets
MFS	04-3253929	Range of 0.10 - 0.45% of average daily balance of assets
Natixis Funds	04-3200027	Range of 0.35 - 0.40% of average daily balance of assets
Needham	22-3408336	Rate of 0.40% of average daily balance of asset(s)
Neuberger Berman	13-3216325	Rate of 0.29% of average daily balance of asset(s)
Northern Funds	36-3608252	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Oberweis	Not Available	Rate of 0.40% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Range of 0.40 - 0.50% of average daily balance of assets
Pear Tree Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Probabilities Fund	Not Available	Rate of 0.40% of average daily balance of asset(s)
ProFunds	52-2035197	Rate of 0.40% of average daily balance of asset(s)
Putnam	36-4488942	Rate of 0.50% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.45% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
Scout	43-1270132	Rate of 0.40% of average daily balance of asset(s)
Sterling Capital Funds	56-1368984	Rate of 0.09% of average daily balance of asset(s)
SunAmerica	95-4715639	Rate of 0.40% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.40% of average daily balance of asset(s)
Third Avenue	01-0690900	Rate of 0.40% of average daily balance of asset(s)
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
Touchstone	31-0487145	Rate of 0.40% of average daily balance of asset(s)
Wasatch	87-0319391	Rate of 0.35% of average daily balance of asset(s)
Weitz	47-0693748	Rate of 0.40% of average daily balance of asset(s)
Wells Fargo Funds	41-0449260	Range of 0.35 - 0.55% of average daily balance of assets
William Blair	Not Available	Rate of 0.40% of average daily balance of asset(s)

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

NAME OF PLAN SPONSOR:	Veyance Technologies, Inc.
NAME OF PLAN:	Veyance Technologies, Inc. Employees Retirement Plan
EIN:	20-8832176
PLAN NUMBER:	001

(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
*	PARTICIPANT LOANS	Loans (4.25% - 4.5%)		3,039,637
	PCRA	Self-Directed Brokerage Account		9,329,488
	EUROPACIFIC GROWTH R4	Registered Investment Company		2,498,835
	J HANCOCK3 DISCIPLINED VAL I	Registered Investment Company		5,890,990
	JPMORGAN INTL RSRCH ENH EQ SEL	Registered Investment Company		12,712,681
	MAINSTAY LARGE CAP GROWTH I	Registered Investment Company		10,166,007
	METROPOLITAN WEST TOTAL RET BD	Registered Investment Company		8,029,449
	MFS MID CAP VALUE R5	Registered Investment Company		2,483,596
	MORGAN STANLEY MID CAP GRTH A	Registered Investment Company		1,801,914
	PRUDENTIAL JENNISON SMALL CO A	Registered Investment Company		7,939,199
	VANGUARD EXTENDED MKT INDX ADM	Registered Investment Company		1,966,339
	VANGUARD INSTITUTIONAL INDEX	Registered Investment Company		35,494,498
	VANGUARD TARGET RETIREMNT 2010	Registered Investment Company		78,732
	VANGUARD TARGET RETIREMNT 2015	Registered Investment Company		5,468,128
	VANGUARD TARGET RETIREMNT 2020	Registered Investment Company		1,304,280
	VANGUARD TARGET RETIREMNT 2025	Registered Investment Company		15,519,132
	VANGUARD TARGET RETIREMNT 2030	Registered Investment Company		1,166,828
	VANGUARD TARGET RETIREMNT 2035	Registered Investment Company		7,352,924
	VANGUARD TARGET RETIREMNT 2040	Registered Investment Company		148,431
	VANGUARD TARGET RETIREMNT 2045	Registered Investment Company		9,095,480
	VANGUARD TARGET RETIREMNT 2050	Registered Investment Company		189,284
	VANGUARD TARGET RETIREMNT 2055	Registered Investment Company		138,802
	VANGUARD TARGET RETIREMNT 2060	Registered Investment Company		56,728
	VANGUARD TARGET RETMT INCOME	Registered Investment Company		2,112,394
	VICTORY SMALL CO OPPORTUNITY I	Registered Investment Company		2,276,129
	INVESCO STABLE VALUE	Other Assets		37,562,083
	LIMITED PARTNERSHIP	Limited Partnership		3,307

* Party-in-interest

LIABILITIES	Liabilities		(126,000)
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