

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>BRODER BROS., CO. EMPLOYEES' 401(K) TRUST</u>	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>01/01/1987</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>BRODER BROS., CO.</u> <u>6 NESHAMINY INTERPLEX DR</u> <u>6TH FLOOR</u> <u>TREVOSE, PA 19053</u>	2b Employer Identification Number (EIN) <u>38-1911112</u> 2c Plan Sponsor's telephone number <u>215-291-6140</u> 2d Business code (see instructions) <u>424300</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>CHRISTINE CUSTER</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

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

Form 5500 (2015)
v. 150123

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 1437
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 1224 6a(2) 1213 6b 4 6c 257 6d 1474 6e 0 6f 1474 6g 1361 6h 242
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 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)
-----------------	---

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 _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 BRODER BROS., CO. EMPLOYEES' 401(K) TRUST	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BRODER BROS., CO.	D Employer Identification Number (EIN) 38-1911112	

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)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	12556	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(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	12346	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 ☐

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.
ASTON/F MID CAP N - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.40%	
(a) Enter service provider name as it appears on line 2		(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.
COL MID CAP GRTH Z - COLUMBIA MGT PO BOX 8081 BOSTON, MA 02266	0.40%	
(a) Enter service provider name as it appears on line 2		(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.
HEARTLAND VAL PLS IV - ALPS FUND S 20-3247785	0.50%	

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.	
HTFD INTL OPPS R4 - HARTFORD ADMIN 41-0679409	0.50%	
(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.	
LOOMIS SM CP GRTH R - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%	
(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 MA INV TRUST R3 - MFS SERVICE 04-2865649	0.50%	

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.	
MNSTY LG CAP GRTH R2 - NYLIM SERVI 52-2206685	0.50%	
(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.	
OAKMARK EQ & INC I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	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.	
PIMCO TOT RETURN ADM - BOSTON FINA BFDS BUILDING, 30 DAN ROAD CANTON, MA 02021	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RDGWITH MID CAP VAL I - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.40%	
(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.
TRP EQUITY INC ADV - T. ROWE PRICE 52-2269240	0.40%	
(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.
WF STABLE VALUE 94-6751924	0.25%	

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

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:

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**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**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan BRODER BROS., CO. EMPLOYEES' 401(K) TRUST	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BRODER BROS., CO.	D Employer Identification Number (EIN) 38-1911112	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	35876
	(2) Participant contributions	1b(2)	0	74301
	(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)	957640	936903
	(9) Value of interest in common/collective trusts.....	1c(9)	2636317	2781709
	(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)	23368330	23000214
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	26962287	26829003

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26962287	26829003
---	-----------	----------	----------

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)	927436	
(B) Participants	2a(1)(B)	2267319	
(C) Others (including rollovers)	2a(1)(C)	49608	
(2) Noncash contributions	2a(2)	0	3244363
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	39886	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		39886
(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)	1401267	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1401267
(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)		31596
(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)		-1498811
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		3218301

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3272724	
(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)		3272724
f Corrective distributions (see instructions)	2f		53944
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	12346	
(4) Other	2i(4)	12571	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		24917
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3351585

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-133284
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) ☒ 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: COHN REZNICK

(2) EIN: 22-1478099

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.)	☒	☐	☐	13722
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			1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X		
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.
---	--	--

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

A Name of plan <u>BRODER BROS., CO. EMPLOYEES' 401(K) TRUST</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRODER BROS., CO.</u>	D Employer Identification Number (EIN) <u>38-1911112</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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: _____% 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

**Broder Bros., Co.
Employees' 401(k) Trust**

**Financial Statements
(With Supplementary Information)
and Independent Auditor's Report**

December 31, 2015

**Broder Bros., Co.
Employees' 401(k) Trust**

Index

	<u>Page</u>
Independent Auditor's Report	2
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6
Supplementary Information	
Schedule H, Part IV, Line 4I - Schedule of Assets (Held at End of Year)	14
Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions	15

Independent Auditor's Report

To the Plan Administrator
Broder Bros., Co. Employees' 401(k) Trust

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, 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 a certification from the Trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets (held at end of year) and delinquent contributions as of December 31, 2015 are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are

presented for the 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "CohnReznick LLP". The signature is written in a cursive, flowing style.

Bethesda, Maryland
October 14, 2016

**Broder Bros., Co.
Employees' 401(k) Trust**

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

	<u>Assets</u>	
	<u>2015</u>	<u>2014</u>
Assets		
Investments, at fair value	<u>\$ 25,781,923</u>	<u>\$ 26,004,647</u>
Receivables		
Employer contributions	35,876	-
Participant contributions	74,301	-
Notes receivable from participants	<u>936,903</u>	<u>957,640</u>
Total receivables	<u>1,047,080</u>	<u>957,640</u>
Total assets	<u><u>\$ 26,829,003</u></u>	<u><u>\$ 26,962,287</u></u>
	<u>Liabilities</u>	
Excess contributions payable	<u>\$ 65,644</u>	<u>\$ 51,206</u>
Total liabilities	<u>65,644</u>	<u>51,206</u>
Net assets available for benefits	<u><u>\$ 26,763,359</u></u>	<u><u>\$ 26,911,081</u></u>

See Notes to Financial Statements.

**Broder Bros., Co.
Employees' 401(k) Trust**

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

Additions:

Investment income (loss):

Interest and dividends	\$ 1,401,267
Net depreciation in fair value of investments	<u>(1,467,215)</u>

Total investment income (loss)	<u>(65,948)</u>
--------------------------------	-----------------

Interest income on notes receivable from participants	<u>39,886</u>
---	---------------

Contributions

Participants	2,267,319
Employer	927,436
Rollovers	<u>49,608</u>

Total contributions	<u>3,244,363</u>
---------------------	------------------

Total additions	<u>3,218,301</u>
-----------------	------------------

Deductions:

Benefits paid to participants	3,272,724
Corrective distributions	68,382
Administrative expenses	<u>24,917</u>

Total deductions	<u>3,366,023</u>
------------------	------------------

Net decrease	(147,722)
--------------	-----------

Net assets available for benefits at beginning of year	<u>26,911,081</u>
--	-------------------

Net assets available for benefits at end of year	<u><u>\$ 26,763,359</u></u>
--	-----------------------------

See Notes to Financial Statements.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Note 1 - Description of the Plan

The following description of the Broder Bros., Co. Employees' 401(K) Trust (the "Plan") is provided for general information purposes only. Reference should be made to the Plan agreement for more complete information.

General

The Plan was adopted effective January 1, 1987, and most recently restated on August 31, 2015 to reflect automatic enrollment and adoption of a Volume Submitter Defined Contribution Plan. The Plan qualifies under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is a defined contribution plan available to qualified employees of Broder Bros., Co. (the "Company" or "Plan Sponsor"), who have been employed by the Company for 90 days and have attained the age of 18. Participants may begin participating on the first day of the next calendar quarter subsequent to meeting the eligibility requirements. Fidelity Investments Institutional Operations Company, Inc. serves as the Plan record keeper.

Contributions

Each year, participants may contribute up to 100% of pre-tax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. The Company contributes 100% of the first 2% of base compensation that a participant contributes to the Plan and 25% of the next 4% of base compensation that a participant contributes. Contributions are subject to certain Internal Revenue Service ("IRS") limitations. The Company, as directed by the Board of Directors, may also make discretionary profit sharing contributions. During 2015, there were no discretionary profit sharing contributions.

Participant accounts

Each participant's account is credited with the participant's contribution, the Plan Sponsor's matching contribution and allocations of the Plan Sponsor's profit sharing contribution, if any, plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant compensation, account balances or transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the employer contributions is based on years of continuous service (as defined by the Plan) as follows:

<u>Years of service</u>	<u>Vesting percentage</u>
Less than 1	0%
1	20%
2	40%
3	80%
4	100%

Forfeited accounts

At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$43,725 and \$41,966, respectively. These accounts will be used to pay administrative expenses and reduce future employer contributions. During 2015, employer contributions were reduced by \$114,885 from forfeited nonvested accounts.

Payment of benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a 10-year period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Excess contributions payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed \$65,644 of 2015 excess contributions to the applicable participants prior to March 15, 2016.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account. Interest rates on loans outstanding at both December 31, 2015 and 2014 ranged from 4.25% to 9.25%. Principal and interest is paid ratably through monthly payroll deductions.

Note 2 - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Adoption of accounting standard

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965):*

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

(Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Part I and Part III are not applicable to the Plan. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Part II is to be applied retrospectively. Management has elected to adopt Part II early.

Use of estimates

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

Valuation of investments and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, trustees and insurance company. See Note 3 for discussion of fair value measurements.

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

Notes receivable from participants

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

Payment of benefits

Benefits are recorded when paid.

Expenses

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

Subsequent events

Material subsequent events have been considered for disclosure and recognition in these financial statements through October 14, 2016, the date the financial statements were available to be issued.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Note 3 - Fair value

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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.

Collective trust fund: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a 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. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

The following table sets forth by level, within the fair value hierarchy, the Plan's certified investments (see Note 8) at fair value as of December 31, 2015:

	2015			
	Level 1	Level 2	Level 3	Total
Common collective trusts	\$ -	\$ 2,781,709	\$ -	\$ 2,781,709
Mutual funds	23,000,214	-	-	23,000,214
	<u>\$ 23,000,214</u>	<u>\$ 2,781,709</u>	<u>\$ -</u>	<u>\$ 25,781,923</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's certified investments at fair value as of December 31, 2014:

	2014			
	Level 1	Level 2	Level 3	Total
Common collective trusts	\$ -	\$ 2,636,317	\$ -	\$ 2,636,317
Mutual funds	23,368,330	-	-	23,368,330
	<u>\$ 23,368,330</u>	<u>\$ 2,636,317</u>	<u>\$ -</u>	<u>\$ 26,004,647</u>

For years ended December 31, 2015 and 2014, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

Fair value of investments in entities that use NAV

The following table summarizes investments for which fair value is measured using NAV per share practical expedient as of December 31, 2015 and 2014, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

December 31, 2015	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund M	\$ 2,781,709	N/A	Daily	30 days

December 31, 2014	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund M	\$ 2,636,317	N/A	Daily	30 days

Note 4 - Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participating employees will become 100% vested in their accounts. The Plan Administrator will facilitate the distribution of account balances in single lump

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

sum payments to each participant in accordance with Plan Document until all assets have been distributed.

Note 5 - Tax status

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "IRC"). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2012.

Note 6 - Administration of plan assets

The Plan's assets, which consist principally of shares of various Fidelity Funds, are held by the Trustee of the Plan.

Contributions are held and managed by the Trustee, which invests cash received, interest and dividend income as directed by participants. The Plan Administrator administers the payment of interest and principal on participant notes receivable, which are remitted to the Plan through the Plan Sponsor.

Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan. Administrative expenses and trustee fees are paid by participants.

Note 7 - Risks and uncertainties

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

Note 8 - Certified investments (unaudited)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments and notes receivable from participants held at December 31, 2015 and 2014, and investment income and interest income on notes receivable from participants for the year ended December 31, 2015, that is disclosed in the accompanying financial statements and supplemental schedules, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee of the Plan.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Note 9 - Reconciliation of financial statements to Form 5500

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

	<u>2015</u>	<u>2014</u>
Net assets available for benefits per the financial statements	\$ 26,763,359	\$ 26,911,081
Excess contributions refundable	<u>65,644</u>	<u>51,206</u>
Net assets available for benefits per Form 5500, Schedule H	<u>\$ 26,829,003</u>	<u>\$ 26,962,287</u>

The following is a reconciliation of corrective distributions per the financial statements to the Form 5500:

	<u>2015</u>
Total corrective distributions per the financial statements	\$ 68,382
2014 excess contributions refunded	51,206
2015 excess contributions refundable	<u>(65,644)</u>
Total corrective distributions per Form 5500, Schedule H	<u>\$ 53,944</u>

Note 10 - Nonexempt transactions

As reported on the supplemental schedule of delinquent participant contributions (Schedule H, Line 4a), certain Plan contributions were not remitted to the Plan within the time frame specified by the Department of Labor's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company of \$13,722 for the year ended December 31, 2015.

Note 11 - Non-discrimination testing

The Plan did not meet certain discrimination tests required by the IRC for 2015. As a result, the Plan was required to distribute excess contributions to certain participants for the Plan to be in compliance with the IRC. Subsequent to 2015, corrective distributions were completed by the Plan.

Supplementary Information

**Broder Bros., Co.
Employees' 401(K) Trust**

Schedule H, Part IV, Line 4I-Schedule of Assets (Held at End of Year)

EIN #: 38-1911112

Plan: # 001

December 31, 2015

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral par or maturity date	(e) Current value
	Wells Fargo Stable Value Fund	Common collective trust	\$ 2,781,709
*	Fidelity Government Income Fund	Registered investment company	329,309
*	Fidelity Freedom Income Fund	Registered investment company	39,676
*	Fidelity Freedom 2010 Fund	Registered investment company	1,605
*	Fidelity Freedom 2020 Fund	Registered investment company	838,769
*	Fidelity Freedom 2030 Fund	Registered investment company	1,175,696
*	Fidelity Small Cap Discovery Fund	Registered investment company	1,066,359
*	Fidelity Spartan Extended Market Index Fund	Registered investment company	147,300
*	Fidelity Spartan International Index Fund	Registered investment company	968,180
*	Fidelity High Income Fund	Registered investment company	329,335
*	Fidelity Freedom 2040 Fund	Registered investment company	1,794,470
*	Fidelity Freedom 2015 Fund	Registered investment company	1,582,282
*	Fidelity Freedom 2025 Fund	Registered investment company	291,952
*	Fidelity Freedom 2035 Fund	Registered investment company	368,986
*	Fidelity Spartan 500 Index Fund Advantage Class	Registered investment company	2,744,581
*	Fidelity Freedom 2045 Fund	Registered investment company	770,574
*	Fidelity Freedom 2050 Fund	Registered investment company	775,483
*	Fidelity Spartan U.S. Bond Index Fund Advantage Class	Registered investment company	257,646
	Loomis Sayles Small Cap Growth	Registered investment company	713,752
	PIMCO Total Return Admin Fund	Registered investment company	1,035,080
	Columbia Mid Cap Growth Z Fund	Registered investment company	1,186,629
	T. Rowe Price Equity Income Adv	Registered investment company	1,077,828
	Hartford International Opportunities Fund Class R4	Registered investment company	1,825,331
	RidgeWorth Mid-Cap Value Equity I Fund	Registered investment company	1,070,888
	MainStay Large Cap Growth R2	Registered investment company	1,877,487
	Oakmark Equity & Income I Fund	Registered investment company	175,655
	ASTON/Fairpointe Mid Cap N	Registered investment company	201,419
	Heartland Value Plus Fund	Registered investment company	15,685
	MFS Massachusetts Investors Trust Class R3	Registered investment company	338,257
*	Participant notes receivable	Loans to participants (4.25% to 9.25% interest rate)	936,903
	Total assets held		<u>\$ 26,718,826</u>

Note: Cost information is not required for participant-directed investments and, therefore, not included.

*Party-in-interest

See Independent Auditor's Report.

**Broder Bros., Co.
Employees' 401(K) Trust**

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

EIN #: 38-1911112

Plan: # 001

December 31, 2015

Contribution year	Participant contributions transferred late to plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
		Contributions not corrected	Contributions corrected outside the VFCP	Contributions pending correction in VFCP	
2015	\$ 13,722	\$ -	\$ -	\$ -	\$ -

See Independent Auditor's Report.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Financial Statements
(With Supplementary Information)
and Independent Auditor's Report**

December 31, 2015

**Broder Bros., Co.
Employees' 401(k) Trust**

Index

	<u>Page</u>
Independent Auditor's Report	2
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6
Supplementary Information	
Schedule H, Part IV, Line 4I - Schedule of Assets (Held at End of Year)	14
Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions	15

Independent Auditor's Report

To the Plan Administrator
Broder Bros., Co. Employees' 401(k) Trust

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, 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 a certification from the Trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets (held at end of year) and delinquent contributions as of December 31, 2015 are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are

presented for the 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "CohnReznick LLP". The signature is written in a cursive, flowing style.

Bethesda, Maryland
October 14, 2016

**Broder Bros., Co.
Employees' 401(k) Trust**

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

	<u>Assets</u>	
	<u>2015</u>	<u>2014</u>
Assets		
Investments, at fair value	<u>\$ 25,781,923</u>	<u>\$ 26,004,647</u>
Receivables		
Employer contributions	35,876	-
Participant contributions	74,301	-
Notes receivable from participants	<u>936,903</u>	<u>957,640</u>
Total receivables	<u>1,047,080</u>	<u>957,640</u>
Total assets	<u><u>\$ 26,829,003</u></u>	<u><u>\$ 26,962,287</u></u>
	<u>Liabilities</u>	
Excess contributions payable	<u>\$ 65,644</u>	<u>\$ 51,206</u>
Total liabilities	<u>65,644</u>	<u>51,206</u>
Net assets available for benefits	<u><u>\$ 26,763,359</u></u>	<u><u>\$ 26,911,081</u></u>

See Notes to Financial Statements.

**Broder Bros., Co.
Employees' 401(k) Trust**

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

Additions:

Investment income (loss):

Interest and dividends	\$ 1,401,267
Net depreciation in fair value of investments	<u>(1,467,215)</u>

Total investment income (loss)	<u>(65,948)</u>
--------------------------------	-----------------

Interest income on notes receivable from participants	<u>39,886</u>
---	---------------

Contributions

Participants	2,267,319
Employer	927,436
Rollovers	<u>49,608</u>

Total contributions	<u>3,244,363</u>
---------------------	------------------

Total additions	<u>3,218,301</u>
-----------------	------------------

Deductions:

Benefits paid to participants	3,272,724
Corrective distributions	68,382
Administrative expenses	<u>24,917</u>

Total deductions	<u>3,366,023</u>
------------------	------------------

Net decrease	(147,722)
--------------	-----------

Net assets available for benefits at beginning of year	<u>26,911,081</u>
--	-------------------

Net assets available for benefits at end of year	<u><u>\$ 26,763,359</u></u>
--	-----------------------------

See Notes to Financial Statements.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Note 1 - Description of the Plan

The following description of the Broder Bros., Co. Employees' 401(K) Trust (the "Plan") is provided for general information purposes only. Reference should be made to the Plan agreement for more complete information.

General

The Plan was adopted effective January 1, 1987, and most recently restated on August 31, 2015 to reflect automatic enrollment and adoption of a Volume Submitter Defined Contribution Plan. The Plan qualifies under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is a defined contribution plan available to qualified employees of Broder Bros., Co. (the "Company" or "Plan Sponsor"), who have been employed by the Company for 90 days and have attained the age of 18. Participants may begin participating on the first day of the next calendar quarter subsequent to meeting the eligibility requirements. Fidelity Investments Institutional Operations Company, Inc. serves as the Plan record keeper.

Contributions

Each year, participants may contribute up to 100% of pre-tax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. The Company contributes 100% of the first 2% of base compensation that a participant contributes to the Plan and 25% of the next 4% of base compensation that a participant contributes. Contributions are subject to certain Internal Revenue Service ("IRS") limitations. The Company, as directed by the Board of Directors, may also make discretionary profit sharing contributions. During 2015, there were no discretionary profit sharing contributions.

Participant accounts

Each participant's account is credited with the participant's contribution, the Plan Sponsor's matching contribution and allocations of the Plan Sponsor's profit sharing contribution, if any, plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant compensation, account balances or transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the employer contributions is based on years of continuous service (as defined by the Plan) as follows:

<u>Years of service</u>	<u>Vesting percentage</u>
Less than 1	0%
1	20%
2	40%
3	80%
4	100%

Forfeited accounts

At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$43,725 and \$41,966, respectively. These accounts will be used to pay administrative expenses and reduce future employer contributions. During 2015, employer contributions were reduced by \$114,885 from forfeited nonvested accounts.

Payment of benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a 10-year period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Excess contributions payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed \$65,644 of 2015 excess contributions to the applicable participants prior to March 15, 2016.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account. Interest rates on loans outstanding at both December 31, 2015 and 2014 ranged from 4.25% to 9.25%. Principal and interest is paid ratably through monthly payroll deductions.

Note 2 - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Adoption of accounting standard

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965):*

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

(Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Part I and Part III are not applicable to the Plan. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Part II is to be applied retrospectively. Management has elected to adopt Part II early.

Use of estimates

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

Valuation of investments and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, trustees and insurance company. See Note 3 for discussion of fair value measurements.

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

Notes receivable from participants

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

Payment of benefits

Benefits are recorded when paid.

Expenses

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

Subsequent events

Material subsequent events have been considered for disclosure and recognition in these financial statements through October 14, 2016, the date the financial statements were available to be issued.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Note 3 - Fair value

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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.

Collective trust fund: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a 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. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

The following table sets forth by level, within the fair value hierarchy, the Plan's certified investments (see Note 8) at fair value as of December 31, 2015:

	2015			
	Level 1	Level 2	Level 3	Total
Common collective trusts	\$ -	\$ 2,781,709	\$ -	\$ 2,781,709
Mutual funds	23,000,214	-	-	23,000,214
	<u>\$ 23,000,214</u>	<u>\$ 2,781,709</u>	<u>\$ -</u>	<u>\$ 25,781,923</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's certified investments at fair value as of December 31, 2014:

	2014			
	Level 1	Level 2	Level 3	Total
Common collective trusts	\$ -	\$ 2,636,317	\$ -	\$ 2,636,317
Mutual funds	23,368,330	-	-	23,368,330
	<u>\$ 23,368,330</u>	<u>\$ 2,636,317</u>	<u>\$ -</u>	<u>\$ 26,004,647</u>

For years ended December 31, 2015 and 2014, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

Fair value of investments in entities that use NAV

The following table summarizes investments for which fair value is measured using NAV per share practical expedient as of December 31, 2015 and 2014, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

December 31, 2015	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund M	\$ 2,781,709	N/A	Daily	30 days
December 31, 2014	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund M	\$ 2,636,317	N/A	Daily	30 days

Note 4 - Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participating employees will become 100% vested in their accounts. The Plan Administrator will facilitate the distribution of account balances in single lump

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

sum payments to each participant in accordance with Plan Document until all assets have been distributed.

Note 5 - Tax status

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "IRC"). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2012.

Note 6 - Administration of plan assets

The Plan's assets, which consist principally of shares of various Fidelity Funds, are held by the Trustee of the Plan.

Contributions are held and managed by the Trustee, which invests cash received, interest and dividend income as directed by participants. The Plan Administrator administers the payment of interest and principal on participant notes receivable, which are remitted to the Plan through the Plan Sponsor.

Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan. Administrative expenses and trustee fees are paid by participants.

Note 7 - Risks and uncertainties

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

Note 8 - Certified investments (unaudited)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments and notes receivable from participants held at December 31, 2015 and 2014, and investment income and interest income on notes receivable from participants for the year ended December 31, 2015, that is disclosed in the accompanying financial statements and supplemental schedules, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee of the Plan.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Note 9 - Reconciliation of financial statements to Form 5500

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

	<u>2015</u>	<u>2014</u>
Net assets available for benefits per the financial statements	\$ 26,763,359	\$ 26,911,081
Excess contributions refundable	<u>65,644</u>	<u>51,206</u>
Net assets available for benefits per Form 5500, Schedule H	<u><u>\$ 26,829,003</u></u>	<u><u>\$ 26,962,287</u></u>

The following is a reconciliation of corrective distributions per the financial statements to the Form 5500:

	<u>2015</u>
Total corrective distributions per the financial statements	\$ 68,382
2014 excess contributions refunded	51,206
2015 excess contributions refundable	<u>(65,644)</u>
Total corrective distributions per Form 5500, Schedule H	<u><u>\$ 53,944</u></u>

Note 10 - Nonexempt transactions

As reported on the supplemental schedule of delinquent participant contributions (Schedule H, Line 4a), certain Plan contributions were not remitted to the Plan within the time frame specified by the Department of Labor's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company of \$13,722 for the year ended December 31, 2015.

Note 11 - Non-discrimination testing

The Plan did not meet certain discrimination tests required by the IRC for 2015. As a result, the Plan was required to distribute excess contributions to certain participants for the Plan to be in compliance with the IRC. Subsequent to 2015, corrective distributions were completed by the Plan.

Supplementary Information

**Broder Bros., Co.
Employees' 401(K) Trust**

Schedule H, Part IV, Line 4I-Schedule of Assets (Held at End of Year)

EIN #: 38-1911112

Plan: # 001

December 31, 2015

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral par or maturity date	(e) Current value
	Wells Fargo Stable Value Fund	Common collective trust	\$ 2,781,709
*	Fidelity Government Income Fund	Registered investment company	329,309
*	Fidelity Freedom Income Fund	Registered investment company	39,676
*	Fidelity Freedom 2010 Fund	Registered investment company	1,605
*	Fidelity Freedom 2020 Fund	Registered investment company	838,769
*	Fidelity Freedom 2030 Fund	Registered investment company	1,175,696
*	Fidelity Small Cap Discovery Fund	Registered investment company	1,066,359
*	Fidelity Spartan Extended Market Index Fund	Registered investment company	147,300
*	Fidelity Spartan International Index Fund	Registered investment company	968,180
*	Fidelity High Income Fund	Registered investment company	329,335
*	Fidelity Freedom 2040 Fund	Registered investment company	1,794,470
*	Fidelity Freedom 2015 Fund	Registered investment company	1,582,282
*	Fidelity Freedom 2025 Fund	Registered investment company	291,952
*	Fidelity Freedom 2035 Fund	Registered investment company	368,986
*	Fidelity Spartan 500 Index Fund Advantage Class	Registered investment company	2,744,581
*	Fidelity Freedom 2045 Fund	Registered investment company	770,574
*	Fidelity Freedom 2050 Fund	Registered investment company	775,483
*	Fidelity Spartan U.S. Bond Index Fund Advantage Class	Registered investment company	257,646
	Loomis Sayles Small Cap Growth	Registered investment company	713,752
	PIMCO Total Return Admin Fund	Registered investment company	1,035,080
	Columbia Mid Cap Growth Z Fund	Registered investment company	1,186,629
	T. Rowe Price Equity Income Adv	Registered investment company	1,077,828
	Hartford International Opportunities Fund Class R4	Registered investment company	1,825,331
	RidgeWorth Mid-Cap Value Equity I Fund	Registered investment company	1,070,888
	MainStay Large Cap Growth R2	Registered investment company	1,877,487
	Oakmark Equity & Income I Fund	Registered investment company	175,655
	ASTON/Fairpointe Mid Cap N	Registered investment company	201,419
	Heartland Value Plus Fund	Registered investment company	15,685
	MFS Massachusetts Investors Trust Class R3	Registered investment company	338,257
*	Participant notes receivable	Loans to participants (4.25% to 9.25% interest rate)	936,903
	Total assets held		<u>\$ 26,718,826</u>

Note: Cost information is not required for participant-directed investments and, therefore, not included.

*Party-in-interest

See Independent Auditor's Report.

**Broder Bros., Co.
Employees' 401(K) Trust**

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

EIN #: 38-1911112

Plan: # 001

December 31, 2015

Contribution year	Participant contributions transferred late to plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
		Contributions not corrected	Contributions corrected outside the VFCP	Contributions pending correction in VFCP	
2015	\$ 13,722	\$ -	\$ -	\$ -	\$ -

See Independent Auditor's Report.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Financial Statements
(With Supplementary Information)
and Independent Auditor's Report**

December 31, 2015

**Broder Bros., Co.
Employees' 401(k) Trust**

Index

	<u>Page</u>
Independent Auditor's Report	2
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6
Supplementary Information	
Schedule H, Part IV, Line 4I - Schedule of Assets (Held at End of Year)	14
Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions	15

Independent Auditor's Report

To the Plan Administrator
Broder Bros., Co. Employees' 401(k) Trust

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, 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 a certification from the Trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of assets (held at end of year) and delinquent contributions as of December 31, 2015 are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are

presented for the 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "CohnReznick LLP". The signature is written in a cursive, flowing style.

Bethesda, Maryland
October 14, 2016

**Broder Bros., Co.
Employees' 401(k) Trust**

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

	<u>Assets</u>	
	<u>2015</u>	<u>2014</u>
Assets		
Investments, at fair value	<u>\$ 25,781,923</u>	<u>\$ 26,004,647</u>
Receivables		
Employer contributions	35,876	-
Participant contributions	74,301	-
Notes receivable from participants	<u>936,903</u>	<u>957,640</u>
Total receivables	<u>1,047,080</u>	<u>957,640</u>
Total assets	<u><u>\$ 26,829,003</u></u>	<u><u>\$ 26,962,287</u></u>
	<u>Liabilities</u>	
Excess contributions payable	<u>\$ 65,644</u>	<u>\$ 51,206</u>
Total liabilities	<u>65,644</u>	<u>51,206</u>
Net assets available for benefits	<u><u>\$ 26,763,359</u></u>	<u><u>\$ 26,911,081</u></u>

See Notes to Financial Statements.

**Broder Bros., Co.
Employees' 401(k) Trust**

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

Additions:

Investment income (loss):

Interest and dividends	\$ 1,401,267
Net depreciation in fair value of investments	<u>(1,467,215)</u>

Total investment income (loss)	<u>(65,948)</u>
--------------------------------	-----------------

Interest income on notes receivable from participants	<u>39,886</u>
---	---------------

Contributions

Participants	2,267,319
Employer	927,436
Rollovers	<u>49,608</u>

Total contributions	<u>3,244,363</u>
---------------------	------------------

Total additions	<u>3,218,301</u>
-----------------	------------------

Deductions:

Benefits paid to participants	3,272,724
Corrective distributions	68,382
Administrative expenses	<u>24,917</u>

Total deductions	<u>3,366,023</u>
------------------	------------------

Net decrease	(147,722)
--------------	-----------

Net assets available for benefits at beginning of year	<u>26,911,081</u>
--	-------------------

Net assets available for benefits at end of year	<u><u>\$ 26,763,359</u></u>
--	-----------------------------

See Notes to Financial Statements.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Note 1 - Description of the Plan

The following description of the Broder Bros., Co. Employees' 401(K) Trust (the "Plan") is provided for general information purposes only. Reference should be made to the Plan agreement for more complete information.

General

The Plan was adopted effective January 1, 1987, and most recently restated on August 31, 2015 to reflect automatic enrollment and adoption of a Volume Submitter Defined Contribution Plan. The Plan qualifies under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is a defined contribution plan available to qualified employees of Broder Bros., Co. (the "Company" or "Plan Sponsor"), who have been employed by the Company for 90 days and have attained the age of 18. Participants may begin participating on the first day of the next calendar quarter subsequent to meeting the eligibility requirements. Fidelity Investments Institutional Operations Company, Inc. serves as the Plan record keeper.

Contributions

Each year, participants may contribute up to 100% of pre-tax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. The Company contributes 100% of the first 2% of base compensation that a participant contributes to the Plan and 25% of the next 4% of base compensation that a participant contributes. Contributions are subject to certain Internal Revenue Service ("IRS") limitations. The Company, as directed by the Board of Directors, may also make discretionary profit sharing contributions. During 2015, there were no discretionary profit sharing contributions.

Participant accounts

Each participant's account is credited with the participant's contribution, the Plan Sponsor's matching contribution and allocations of the Plan Sponsor's profit sharing contribution, if any, plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant compensation, account balances or transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the employer contributions is based on years of continuous service (as defined by the Plan) as follows:

<u>Years of service</u>	<u>Vesting percentage</u>
Less than 1	0%
1	20%
2	40%
3	80%
4	100%

Forfeited accounts

At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$43,725 and \$41,966, respectively. These accounts will be used to pay administrative expenses and reduce future employer contributions. During 2015, employer contributions were reduced by \$114,885 from forfeited nonvested accounts.

Payment of benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a 10-year period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Excess contributions payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed \$65,644 of 2015 excess contributions to the applicable participants prior to March 15, 2016.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account. Interest rates on loans outstanding at both December 31, 2015 and 2014 ranged from 4.25% to 9.25%. Principal and interest is paid ratably through monthly payroll deductions.

Note 2 - Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Adoption of accounting standard

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965):*

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

(Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Part I and Part III are not applicable to the Plan. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Part II is to be applied retrospectively. Management has elected to adopt Part II early.

Use of estimates

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

Valuation of investments and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, trustees and insurance company. See Note 3 for discussion of fair value measurements.

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

Notes receivable from participants

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

Payment of benefits

Benefits are recorded when paid.

Expenses

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

Subsequent events

Material subsequent events have been considered for disclosure and recognition in these financial statements through October 14, 2016, the date the financial statements were available to be issued.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Note 3 - Fair value

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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.

Collective trust fund: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a 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. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

The following table sets forth by level, within the fair value hierarchy, the Plan's certified investments (see Note 8) at fair value as of December 31, 2015:

	2015			
	Level 1	Level 2	Level 3	Total
Common collective trusts	\$ -	\$ 2,781,709	\$ -	\$ 2,781,709
Mutual funds	23,000,214	-	-	23,000,214
	<u>\$ 23,000,214</u>	<u>\$ 2,781,709</u>	<u>\$ -</u>	<u>\$ 25,781,923</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's certified investments at fair value as of December 31, 2014:

	2014			
	Level 1	Level 2	Level 3	Total
Common collective trusts	\$ -	\$ 2,636,317	\$ -	\$ 2,636,317
Mutual funds	23,368,330	-	-	23,368,330
	<u>\$ 23,368,330</u>	<u>\$ 2,636,317</u>	<u>\$ -</u>	<u>\$ 26,004,647</u>

For years ended December 31, 2015 and 2014, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

Fair value of investments in entities that use NAV

The following table summarizes investments for which fair value is measured using NAV per share practical expedient as of December 31, 2015 and 2014, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

December 31, 2015	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund M	\$ 2,781,709	N/A	Daily	30 days
December 31, 2014	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Wells Fargo Stable Value Fund M	\$ 2,636,317	N/A	Daily	30 days

Note 4 - Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participating employees will become 100% vested in their accounts. The Plan Administrator will facilitate the distribution of account balances in single lump

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

sum payments to each participant in accordance with Plan Document until all assets have been distributed.

Note 5 - Tax status

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "IRC"). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2012.

Note 6 - Administration of plan assets

The Plan's assets, which consist principally of shares of various Fidelity Funds, are held by the Trustee of the Plan.

Contributions are held and managed by the Trustee, which invests cash received, interest and dividend income as directed by participants. The Plan Administrator administers the payment of interest and principal on participant notes receivable, which are remitted to the Plan through the Plan Sponsor.

Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan. Administrative expenses and trustee fees are paid by participants.

Note 7 - Risks and uncertainties

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

Note 8 - Certified investments (unaudited)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments and notes receivable from participants held at December 31, 2015 and 2014, and investment income and interest income on notes receivable from participants for the year ended December 31, 2015, that is disclosed in the accompanying financial statements and supplemental schedules, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee of the Plan.

**Broder Bros., Co.
Employees' 401(k) Trust**

**Notes to Financial Statements
December 31, 2015**

Note 9 - Reconciliation of financial statements to Form 5500

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

	<u>2015</u>	<u>2014</u>
Net assets available for benefits per the financial statements	\$ 26,763,359	\$ 26,911,081
Excess contributions refundable	<u>65,644</u>	<u>51,206</u>
Net assets available for benefits per Form 5500, Schedule H	<u><u>\$ 26,829,003</u></u>	<u><u>\$ 26,962,287</u></u>

The following is a reconciliation of corrective distributions per the financial statements to the Form 5500:

	<u>2015</u>
Total corrective distributions per the financial statements	\$ 68,382
2014 excess contributions refunded	51,206
2015 excess contributions refundable	<u>(65,644)</u>
Total corrective distributions per Form 5500, Schedule H	<u><u>\$ 53,944</u></u>

Note 10 - Nonexempt transactions

As reported on the supplemental schedule of delinquent participant contributions (Schedule H, Line 4a), certain Plan contributions were not remitted to the Plan within the time frame specified by the Department of Labor's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company of \$13,722 for the year ended December 31, 2015.

Note 11 - Non-discrimination testing

The Plan did not meet certain discrimination tests required by the IRC for 2015. As a result, the Plan was required to distribute excess contributions to certain participants for the Plan to be in compliance with the IRC. Subsequent to 2015, corrective distributions were completed by the Plan.

Supplementary Information

**Broder Bros., Co.
Employees' 401(K) Trust**

Schedule H, Part IV, Line 4I-Schedule of Assets (Held at End of Year)

EIN #: 38-1911112

Plan: # 001

December 31, 2015

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date rate of interest, collateral par or maturity date	(e) Current value
	Wells Fargo Stable Value Fund	Common collective trust	\$ 2,781,709
*	Fidelity Government Income Fund	Registered investment company	329,309
*	Fidelity Freedom Income Fund	Registered investment company	39,676
*	Fidelity Freedom 2010 Fund	Registered investment company	1,605
*	Fidelity Freedom 2020 Fund	Registered investment company	838,769
*	Fidelity Freedom 2030 Fund	Registered investment company	1,175,696
*	Fidelity Small Cap Discovery Fund	Registered investment company	1,066,359
*	Fidelity Spartan Extended Market Index Fund	Registered investment company	147,300
*	Fidelity Spartan International Index Fund	Registered investment company	968,180
*	Fidelity High Income Fund	Registered investment company	329,335
*	Fidelity Freedom 2040 Fund	Registered investment company	1,794,470
*	Fidelity Freedom 2015 Fund	Registered investment company	1,582,282
*	Fidelity Freedom 2025 Fund	Registered investment company	291,952
*	Fidelity Freedom 2035 Fund	Registered investment company	368,986
*	Fidelity Spartan 500 Index Fund Advantage Class	Registered investment company	2,744,581
*	Fidelity Freedom 2045 Fund	Registered investment company	770,574
*	Fidelity Freedom 2050 Fund	Registered investment company	775,483
*	Fidelity Spartan U.S. Bond Index Fund Advantage Class	Registered investment company	257,646
	Loomis Sayles Small Cap Growth	Registered investment company	713,752
	PIMCO Total Return Admin Fund	Registered investment company	1,035,080
	Columbia Mid Cap Growth Z Fund	Registered investment company	1,186,629
	T. Rowe Price Equity Income Adv	Registered investment company	1,077,828
	Hartford International Opportunities Fund Class R4	Registered investment company	1,825,331
	RidgeWorth Mid-Cap Value Equity I Fund	Registered investment company	1,070,888
	MainStay Large Cap Growth R2	Registered investment company	1,877,487
	Oakmark Equity & Income I Fund	Registered investment company	175,655
	ASTON/Fairpointe Mid Cap N	Registered investment company	201,419
	Heartland Value Plus Fund	Registered investment company	15,685
	MFS Massachusetts Investors Trust Class R3	Registered investment company	338,257
*	Participant notes receivable	Loans to participants (4.25% to 9.25% interest rate)	936,903
	Total assets held		<u>\$ 26,718,826</u>

Note: Cost information is not required for participant-directed investments and, therefore, not included.

*Party-in-interest

See Independent Auditor's Report.

**Broder Bros., Co.
Employees' 401(K) Trust**

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

EIN #: 38-1911112

Plan: # 001

December 31, 2015

Contribution year	Participant contributions transferred late to plan	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
		Contributions not corrected	Contributions corrected outside the VFCP	Contributions pending correction in VFCP	
2015	\$ 13,722	\$ -	\$ -	\$ -	\$ -

See Independent Auditor's Report.