

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

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN</u>	1b Three-digit plan number (PN) ▶	001	
	1c Effective date of plan <u>08/01/1976</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>NEEDLER ENTERPRISES, INC.</u> <u>317 WEST MAIN CROSS STREET</u> <u>FINDLAY, OH 45840</u>	2b Employer Identification Number (EIN) <u>34-1813449</u>	2c Plan Sponsor's telephone number <u>419-422-8090</u>	2d Business code (see instructions) <u>445110</u>

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN
	3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 787
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year.....	6a(1) 623
a(2) Total number of active participants at the end of the plan year	6a(2) 463
b Retired or separated participants receiving benefits.....	6b 47
c Other retired or separated participants entitled to future benefits.....	6c 9
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 519
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 519
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 141
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 68
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 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection

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

A Name of plan NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 NEEDLER ENTERPRISES, INC.	D Employer Identification Number (EIN) 34-1813449	

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

(a) Name of insurance carrier
GREAT WEST LIFE AND ANNUITY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	385553-01	141	01/01/2015	12/31/2015

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

(a) Total amount of commissions paid 16377	(b) Total amount of fees paid 0
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

THE LEADERS GROUP INC
655 FOX RUN RD STE A
FINDLAY, OH 45840

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
16377			3

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	447395
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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

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

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

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

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

b Balance at the end of the previous year	7b	1008245
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c Additions: (1) Contributions deposited during the year	7c(1)	13797	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	11550	
(4) Transferred from separate account	7c(4)	85453	
(5) Other (specify below)	7c(5)	1616	

▶ **LOAN PAYMENTS**

(6) Total additions	7c(6)	112416
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d Total of balance and additions (add lines 7b and 7c(6))	7d	1120661
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	642877	
(2) Administration charge made by carrier	7e(2)	2263	
(3) Transferred to separate account	7e(3)	28126	
(4) Other (specify below)	7e(4)		

(5) Total deductions	7e(5)	673266
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	447395
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 NEEDLER ENTERPRISES, INC.	D Employer Identification Number (EIN) 34-1813449	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	18540	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	3888	Yes ☒ No ☐	Yes ☒ No ☐	0	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN</u>	B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NEEDLER ENTERPRISES, INC.</u>	D Employer Identification Number (EIN) <u>34-1813449</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	158721	0
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(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)	7791520	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1008245	447395
(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	8958486	447395

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
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	8958486	447395
---	-----------	---------	--------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	288982	
(C) Others (including rollovers)	2a(1)(C)	17622	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		306604
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)	2854	
(F) Other	2b(1)(F)	11550	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14404
(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)	45482	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		45482
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		127166
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		493656

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	725301	
(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)		725301
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		52687
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	3888	
(3) Investment advisory and management fees	2i(3)	18541	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		22429
j Total expenses. Add all expense amounts in column (b) and enter total	2j		800417

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-306761
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		8204330

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: WEBER O'BRIEN

(2) EIN: 34-1591161

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X		
e Was this plan covered by a fidelity bond?	X			500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		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)
FRESH ENCOUNTER, INC 401(K) PLAN	34-0937534	001
FRESH ENCOUNTER, INC UNION 401(K) PLAN	34-0937534	001

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

Part V Trust Information

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

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

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

A Name of plan <u>NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NEEDLER ENTERPRISES, INC.</u>	D Employer Identification Number (EIN) <u>34-1813449</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-3691708</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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2015
v. 150123

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

**NEEDLER ENTERPRISES, INC.
401(K) RETIREMENT BENEFIT PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2015 AND 2014

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN

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INDEPENDENT AUDITOR'S REPORT

Plan Trustee of the
Needler Enterprises, Inc. 401(k) Retirement Benefit Plan
317 W. Main Cross St.
Findlay, Ohio 45840

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Needler Enterprises, Inc. 401(k) Retirement Benefit Plan (the Plan), which comprise the statement of net assets available for benefits (modified cash basis) as of December 31, 2015 and the related statement of changes in net assets available for benefits (modified cash basis) for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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 4, which was certified by Great-West Trust Company, LLC, the trustee of the Plan, except for comparing the 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 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 on the 2015 financial statements. Accordingly, we do not express an opinion on the 2015 financial statements referred to in the first paragraph.

Basis of Accounting

We draw attention to Note 2 to the financial statements which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our disclaimer of opinion is not modified with respect to this matter.

Plan Merger

As described in Note 1 to the financial statements, the Plan Sponsor of the Needler Enterprises, Inc. 401(k) Retirement Benefit Plan, approved the merger of the Plan into the Fresh Encounter, Inc. Union 401(k) Plan (previously known as the Chief Super Market, Inc. (Lake) Union 401(k) Plan) and the Fresh Encounter, Inc. Plan (previously known as the Chief Super Market, Inc. Non-Union Plan) effective August 17, 2015. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter - *Supplemental Schedules*

The supplemental schedules of assets held for investment purposes at year end, assets acquired and disposed of within year and reportable transactions as of or for the year ended December 31, 2015 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Other Matter - *2014 Financial Statements*

The financial statements of the Plan as of December 31, 2014, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Great-West Trust Company LLC, the trustee of the Plan. Their report, dated September 18, 2015, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the 2015 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, appearing to read "Robert O'Brien". The signature is written in a cursive, flowing style.

October 17, 2016

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
ASSETS		
Investments (at Fair Value)	\$ 447,395	\$ 8,799,765
Notes Receivable from Participants	<u>-0-</u>	<u>158,721</u>
TOTAL ASSETS	<u><u>\$ 447,395</u></u>	<u><u>\$ 8,958,486</u></u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 447,395</u></u>	<u><u>\$ 8,958,486</u></u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS -
MODIFIED CASH BASIS
Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
<u>ADDITIONS:</u>		
Contributions		
Participants	\$ 288,982	\$ 489,951
Employer	-0-	7,256
Rollover	<u>17,622</u>	<u>-0-</u>
Total Contributions	306,604	497,207
Investment Income		
Net Appreciation in Fair Value of Investments	127,166	6,171
Interest and Dividends	<u>57,034</u>	<u>463,989</u>
Total Investment Income	184,200	470,160
Interest Income on Notes Receivable from Participants	<u>2,854</u>	<u>4,666</u>
TOTAL ADDITIONS	493,658	972,033
<u>DEDUCTIONS:</u>		
Benefits Paid to Participants	725,301	1,348,671
Administrative Fees	<u>22,429</u>	<u>34,274</u>
TOTAL DEDUCTIONS	<u>747,730</u>	<u>1,382,945</u>
NET DECREASE	(254,072)	(410,912)
Transfer of Plan Assets Due to Merger	(8,257,019)	-0-
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>8,958,486</u>	<u>9,369,398</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u><u>\$ 447,395</u></u>	<u><u>\$ 8,958,486</u></u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
NOTES TO THE MODIFIED CASH BASIS FINANCIAL STATEMENTS
Years ended December 31, 2015 and 2014

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Needler Enterprises, Inc. 401(k) Retirement Benefit Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

By Plan Amendment dated August 1, 2015, the Board of Directors of Needler Enterprises, Inc., the Plan Sponsor, approved the merger of the Plan for participants whose terms of employment were governed by a collective bargaining agreement into the Fresh Encounter Union 401(k) Plan (previously known as Chief Super Market, Inc. (Lake) Union 401(k) Plan), and for participants who were not governed by a collective bargaining agreement into the Fresh Encounter, Inc. 401(k) Plan (previously known as Chief Super Market, Inc. Non-Union 401(k) Plan), effective August 17, 2015. As a result, certain investments were transferred from the Plan to the Fresh Encounter, Inc. Union 401(k) Plan and Fresh Encounter, Inc. 401(k) Plan on that date.

General

The Plan is a defined contribution 401(k) plan covering all employees of Needler Enterprises, Inc. (the "Company") who complete one year of service and are of age 18 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The original Plan was implemented on August 1, 1976. During 2015, the Plan was amended to merge into the Fresh Encounter, Inc. Union 401(k) Plan and Fresh Encounter, Inc. 401(k) Plan.

Contributions

Each year, participants may contribute a portion of their annual compensation, as defined in the Plan agreement. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). 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 is increased by 1% annually up to a maximum of 6%. Their contributions are invested in a designated fund until changed by the participant. The Company may at its discretion make matching contributions and nonelective contributions. No matching or nonelective contributions were made in 2015 or 2014. All contributions are participant directed based on their existing fund allocation. All contributions are subject to compliance with the Internal Revenue Code regulations.

Forfeited Accounts

Forfeitures, if any, of employer nonvested contributions shall be used to reduce employer contributions.

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
NOTES TO THE MODIFIED CASH BASIS FINANCIAL STATEMENTS, CONTINUED
Years ended December 31, 2015 and 2014

NOTE 1 - DESCRIPTION OF PLAN, Continued

Participant Accounts

Each participant's account is credited with the participant's contributions, Plan earnings (losses), possible employer contributions, and charged with an allocation of Plan administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary nonelective contribution portion is based on years of service. A participant is 100% vested after three years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts the lesser of 50% of their vested account balance, or \$50,000. The minimum loan amount permitted is \$2,000. The outstanding loan balance at December 31, 2015 and 2014 was \$0- and \$158,721, respectively. The loans are secured by the balance in the participant's account. Loans bear interest at a rate of 1% over the Prime Rate. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment, retirement, disability, or death, a participant may elect to remain in the Plan, receive a lump sum distribution equal to the participant's vested interest in his or her account, receive partial withdrawals or installments or roll their account into another plan.

Plan Administrative Fees

Trustee fees are paid by the Plan's participants, and all other administrative fees are paid by the Company.

Prior Year Reclassification

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

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
NOTES TO THE MODIFIED CASH BASIS FINANCIAL STATEMENTS, CONTINUED
Years ended December 31, 2015 and 2014

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Basis of Accounting

The financial statements of the Plan are prepared using the modified cash basis of accounting which is a comprehensive basis of accounting other than generally accepted accounting principles. Consequently, certain revenues and related assets are recognized when received rather than when earned and certain expenses are recognized when the obligation is paid rather than when incurred. The modified cash basis differs from generally accepted accounting principles primarily because the Plan does not record in its financial statements contributions receivable and accrued expenses.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition, continued

The Plan's investments are stated at fair value as determined by the investment trustee of the Plan, Great-West Trust Company, LLC.

Purchases and sales of securities are recorded on the settlement-date basis. However, differences between settlement-date and trade-date are immaterial. Interest and dividends are recorded on the accrual basis.

Plan participants may choose investments at their discretion from those offered by the Plan.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus accrued interest. As of December 31, 2015 and 2014, no allowance for credit losses has been recorded. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
NOTES TO THE MODIFIED CASH BASIS FINANCIAL STATEMENTS, CONTINUED
Years ended December 31, 2015 and 2014

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Information Certified by Trustee

The Plan administrator has elected the method of compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted under this election, the Plan administrator has obtained a certification from the trustee, Great-West Trust Company, LLC, that the information provided to the Plan administrator by the trustee is complete and accurate. Accordingly, no audit procedures have been performed with respect to information certified by the trustee.

Amounts included in the accompanying financial statements which are certified by the trustee are: Investments and Investment Income, Notes Receivable from Participants and Interest Income, and the information included in the supplemental Schedule of Assets Held for Investment Purposes at Year End, Schedule of Assets Acquired and Disposed of Within Year and the Schedule of Reportable Transactions.

Subsequent Events

Management has evaluated events and transactions from December 31, 2015 through October 17, 2016 for possible recognition or disclosure in these financial statements. This date is the date these financials were available to be issued. Note 8 includes the disclosure of a subsequent event.

NOTE 3 - FAIR VALUE MEASUREMENTS

The financial statements follow the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820-10, *Fair Value Measurements*, which defines and establishes a single authoritative definition of fair value, sets a framework for measuring fair value, and requires additional disclosures about fair value measurement.

In accordance with ASC 820-10, the Plan classifies its investments into Level 1, which refers to securities traded in an active market, Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available or Level 1 securities where there is a contractual restriction, and Level 3, which refers to securities not traded in an active market for which no significant observable market inputs are available. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of such shares held by the Plan at year-end. The guaranteed investment contract is fully benefit-responsive and is reported at contract value by the insurance company. Contract value represents the accumulated contributions plus accrued net earnings, less distributions. Fair value approximated contract value. Transfers between levels 1, 2 and 3 of the fair value hierarchy are recognized at the date the transfer is made. Net transfers from Level 1 to Level 2 were \$57,327 and \$32,391 for the years ended December 31, 2015 and 2014, respectively. Amounts transferred pertain to changes in participant investment allocations.

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
NOTES TO THE MODIFIED CASH BASIS FINANCIAL STATEMENTS, CONTINUED
Years ended December 31, 2015 and 2014

NOTE 3 - FAIR VALUE MEASUREMENTS, Continued

At December 31, 2015 and 2014, the Plan's investments were classified as follows, based on fair values:

Fair Value Measurements at December 31, 2015:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investment Contract	\$ -0-	\$447,395	\$ -0-	\$447,395
Total Assets at Fair Value	\$ -0-	\$447,395	\$ -0-	\$447,395

Fair Value Measurements at December 31, 2014:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Blended	\$2,887,641	\$ -0-	\$-0-	\$2,887,641
Bond	1,930,858	-0-	-0-	1,930,858
Growth	1,358,009	-0-	-0-	1,358,009
Equity	647,505	-0-	-0-	647,505
Value	595,247	-0-	-0-	595,247
Real Estate	203,193	-0-	-0-	203,193
Emerging Markets	122,474	-0-	-0-	122,474
Target Date	50,559	-0-	-0-	50,559
Investment Contract	-0-	1,004,279	-0-	1,004,279
Total Assets at Fair Value	\$7,795,486	\$1,004,279	\$-0-	\$8,799,765

NOTE 4 - INVESTMENTS

Investments of the Plan are held by Great-West Trust Company, LLC. Following is a summary of the Plan's investments at December 31, 2015 and 2014. Investments that represent 5% or more of the net assets of the Plan at such date are separately identified.

<u>At Fair Value:</u>	<u>2015</u>	<u>2014</u>
Mutual Funds:		
Pimco Total Return Admin	\$ -0-	\$1,330,374
Great West S&P 500 Index Fund I	-0-	836,982
American Funds Europacific Growth R3	-0-	821,616
JP Morgan Mid Cap Value A	-0-	697,368
Oppenheimer Main Street Select A	-0-	526,827
Great West Moderate File II Fund I	-0-	466,532
Other Funds	-0-	3,115,787
Total Mutual Funds	-0-	7,795,486
Key Guaranteed Portfolio Fund	447,395	1,004,279
Total	<u>\$447,395</u>	<u>\$8,799,765</u>

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
NOTES TO THE MODIFIED CASH BASIS FINANCIAL STATEMENTS, CONTINUED
Years ended December 31, 2015 and 2014

NOTE 4 - INVESTMENTS, Continued

The Plan's investments (including investments bought, sold, and held during the year) appreciated in value by \$127,166 and \$6,171, respectively, for the years ended December 31, 2015 and 2014, respectively, all attributable to mutual funds.

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a fully benefit-responsive investment contract with Great-West Life & Annuity Insurance Company. Great-West Life & Annuity Insurance Company maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals. The contract is included in the financial statements at contract fair value which approximates fair value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The contract has no restrictions that impact the ability to collect the full contract value.

Great-West Life & Annuity Insurance Company is contractually obligated to pay the principal and specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly basis for resetting. The crediting rate of the contract will track current market yields on a trailing basis.

Average Yields:	<u>2015</u>	<u>2014</u>
Based on Annualized Earnings (1)	1.20%	1.25%

(1) Computed by dividing interest earned by the ending fair value of the contract.

NOTE 6 - TAX STATUS

This Plan is a prototype non-standardized 401(k) profit-sharing plan of Great-West Trust Company, LLC. Great-West Trust Company, LLC has been informed in a determination letter dated, March 31, 2008, received from the Internal Revenue Service that this Plan is acceptable under Section 401 of the Internal Revenue Code and that a company that adopts this plan will be considered to have a plan qualified under Code Section 401(a) provided all terms of the Plan are followed.

The Company believes that the Plan is currently being operated in compliance with the applicable sections of the Internal Revenue Code and that the Plan and related trust are qualified and tax exempt as of the financial statement date.

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
NOTES TO THE MODIFIED CASH BASIS FINANCIAL STATEMENTS, CONTINUED
Years ended December 31, 2015 and 2014

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

All Plan investments are offered through and managed by Great-West Trust Company, LLC, the Trustee, in the aggregate of \$447,395 and \$2,953,091 as of December 31, 2015 and 2014, respectively, and therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for the investment management services amounted to \$22,429 and \$34,274 for the years ended December 31, 2015 and 2014, respectively.

NOTE 8 - TRANSFER OF PLAN ASSETS DUE TO MERGER

On August 1, 2015, the Plan was amended to merge into the Fresh Encounter, Inc. Union 401(k) Plan and the Fresh Encounter, Inc. 401(k) Plan. A summary of the transferred net assets are as follows:

Investments:	
Mutual Funds	\$7,720,502
Investment Contract	357,779
Notes Receivable from Participants	<u>178,738</u>
Total Net Assets Transferred	<u>\$8,257,019</u>

Certain investments were subject to restrictions on their transfer or withdrawal at the time of the Plan merger. On August 19, 2016, all remaining investments were transferred from the Plan to the Fresh Encounter, Inc. Union 401(k) Plan and Fresh Encounter 401(k) Plan.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of total deductions per the accompanying financial statements to Form 5500:

	<u>2015</u>
Total Deductions Per Accompanying Financial Statements	\$747,730
Add: Deemed Distribution of Participant Loans	<u>52,687</u>
Total Expenses Per Form 5500	<u>\$800,417</u>

The following is a reconciliation of transfer of plan assets due to merger per the accompanying financial statements to Form 5500:

	<u>2015</u>
Total Transfer of Plan Assets Due to Merger Per Accompanying Financial Statements	\$8,257,019
Less: Deemed Distribution of Participant Loans	<u>(52,687)</u>
Total Transfers Per Form 5500	<u>\$8,204,332</u>

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
 EMPLOYER IDENTIFICATION 34-1813449, PLAN NUMBER 001
 SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END
 FORM 5500, SCHEDULE H, LINE 4i
 December 31, 2015

(a)	(b)	(c)	(d)	(e)
	<u>Issuer</u>	<u>Description</u>	<u>Cost</u>	<u>Current Value</u>
*	Key Guaranteed Portfolio Fund	Investment Contract		\$ 447,395

* Party in Interest

Column (d) is blank as all investments are participant directed.

"See Independent Auditor's Report"

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
 EMPLOYER IDENTIFICATION 34-1813449, PLAN NUMBER 001
 SCHEDULE OF ASSETS ACQUIRED AND DISPOSED OF WITHIN YEAR
 FORM 5500, SCHEDULE H, LINE 4i
 Year Ended December 31, 2015

(a)	(b)	(c)	(d)
<u>Issuer</u>	<u>Description</u>	<u>Cost of Acquisitions</u>	<u>Proceeds of Dispositions</u>
Key Guaranteed Portfolio Fund	Investment Contract		\$ 669,267

Column (c) is blank as all investments are participant directed.

"See Independent Auditor's Report"

NEEDLER ENTERPRISES, INC. 401(K) RETIREMENT BENEFIT PLAN
EMPLOYER IDENTIFICATION 34-1813449, PLAN NUMBER 001
SCHEDULE OF REPORTABLE TRANSACTIONS
FORM 5500, SCHEDULE H, LINE 4j
Year Ended December 31, 2015

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
<u>Identity of Party Involved</u>	<u>Description</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Lease Rental</u>	<u>Expense Incurred with Transaction</u>	<u>Cost of Asset</u>	<u>Current Value of Asset on Transaction Date</u>	<u>Net Gain or (Loss)</u>
Great-West Moderate Profile II Fund I	Mutual Fund	\$ 544,876	(\$ 547,951)	\$ -0-	\$ -0-	\$ 544,876	\$ 547,951	(\$ 3,075)
American Funds EuroPacific Gr R3	Mutual Fund	556,000	(639,202)	-0-	-0-	556,000	639,202	(\$ 83,202)
JPMorgan Mid Cap Value A	Mutual Fund	745,939	(810,595)	-0-	-0-	745,939	810,595	(\$ 64,656)
Great-West S&P 500 Index Fund I	Mutual Fund	622,676	(820,613)	-0-	-0-	622,676	820,613	(\$ 197,937)
Oppenheimer Main Street Select A	Mutual Fund	349,743	(520,918)	-0-	-0-	349,743	520,918	(\$ 171,175)
PIMCO Total Return Admin	Mutual Fund	1,487,800	(1,456,214)	-0-	-0-	1,487,800	1,456,214	\$ 31,586

"See Independent Auditor's Report"

TRANSACTIONS FOR REVIEW (5% REPORTABLE)

Needler Enterprises, Inc. 401(k) Retirement Benefit Plan
01-JAN-15 to 31-DEC-15

30-JAN-16 16:03:14

INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
3KGPf	3.12	0.000000	2	(2,531.87)	0.000000	3	(2,531.87)	SERIES
4KGPf	0.00	0.000000	0	(1,467.01)	0.000000	1	(1,467.01)	SERIES
IMX15M1	2,110.86	151.760595	99	(4,927.56)	(357.321539)	14	(5,013.98)	SERIES
IMX25M1	8,641.12	554.104447	377	(20,512.54)	(1,326.636316)	52	(20,628.37)	SERIES
IMX35M1	6,523.32	375.984304	278	(15,749.24)	(914.086958)	33	(15,506.94)	SERIES
IMX45M1	4,591.04	256.368584	182	(12,222.61)	(692.232798)	25	(12,091.80)	SERIES
IMX55M1	11,993.87	678.413278	592	(31,512.13)	(1,797.151590)	70	(31,322.83)	SERIES
IPBAXCP	4,510.76	527.759661	141	(61,818.63)	(7,302.395229)	45	(62,545.69)	SERIES
IPBAXMC	28.81	3.188672	3	(28.79)	(3.188672)	1	(28.81)	SERIES
IPBAXMP	122,381.73	15,620.588009	2915	(595,881.69)	(76,287.868977)	523	(592,784.34)	SERIES
IPBAXMA	315.02	36.001741	18	(4,008.36)	(459.147283)	2	(3,924.27)	SERIES
IPBAXAP	7,728.49	964.816148	195	(108,094.45)	(13,441.507469)	48	(93,731.09)	SERIES
192AFEP	226,474.29	4,660.690184	3315	(1,102,990.67)	(22,429.197824)	4063	(955,912.98)	SERIES
1LZOEX	19,652.73	1,134.391729	3113	(128,041.44)	(8,073.431630)	1493	(155,025.49)	SERIES
1OARIX	139,901.30	5,569.100090	2164	(337,055.29)	(13,875.844099)	936	(298,651.74)	SERIES
1JVIAX	226,687.52	7,753.593614	2364	(328,619.64)	(11,405.170302)	2324	(329,976.62)	SERIES
1SSGRX	0.00	0.000000	0	(0.07)	(0.003277)	2	(0.10)	SERIES
1FSTEX	2,761.00	86.017137	29	(21,854.26)	(798.268647)	11	(33,053.45)	SERIES
1IARAX	23,660.07	910.200593	4041	(229,059.59)	(8,589.462868)	2856	(206,771.93)	SERIES
1BSCFX	3,655.15	105.253419	124	(59,498.28)	(1,721.794522)	185	(48,614.64)	SERIES
1MXIN6	125,712.03	9,807.034452	2597	(401,402.95)	(30,966.216970)	4290	(375,067.37)	SERIES
1RTRKX	24,374.53	2,278.268245	669	(254,983.36)	(23,956.285950)	687	(245,214.63)	SERIES
1RSPFX	29,975.33	975.708101	549	(113,467.42)	(3,782.051629)	169	(123,841.89)	SERIES
1JAMCX	234,152.42	6,308.848746	3385	(957,963.53)	(25,430.549197)	3608	(881,332.15)	SERIES
1MGOAX	3,207.81	74.188794	118	(45,915.65)	(1,056.991121)	105	(39,416.51)	SERIES
1SMVTX	5,414.43	392.216571	309	(161,468.82)	(11,977.686727)	347	(140,519.53)	SERIES
1ALARX	20,851.45	729.169094	567	(419,544.37)	(14,777.393344)	1991	(375,623.86)	SERIES
1DAGVX	107,680.01	2,648.764637	1333	(555,552.19)	(13,622.431022)	2274	(466,893.90)	SERIES
194MX5	139,657.44	7,673.522705	3535	(997,154.02)	(54,095.139775)	3573	(763,536.53)	SERIES
1JARTX	8,180.15	255.305380	170	(13,344.06)	(400.451825)	176	(13,660.31)	SERIES
1OMSOX	1,798.90	89.813312	126	(545,704.59)	(26,914.019435)	269	(366,707.71)	SERIES
1FHIRX	48,592.44	24,180.934371	5065	(212,845.76)	(111,933.564158)	2497	(233,693.86)	SERIES
1BMSXLC	6,450.84	495.978993	193	(173,306.94)	(13,323.935036)	438	(181,562.03)	SERIES
1OIBAX	125,656.52	21,735.756916	4082	(335,553.71)	(57,489.851917)	2845	(343,147.71)	SERIES
1PTRAX	353,202.96	32,840.736952	6734	(1,675,142.74)	(157,641.314847)	3272	(1,713,373.71)	SERIES
1THOPX	98,416.88	8,546.996315	518	(138,401.55)	(12,328.439986)	346	(142,697.75)	SERIES
1KGPf	100,863.39	0.000000	3898	(669,267.33)	0.000000	2324	(669,267.33)	SERIES

5% TRANSACTIONS

1PBAXMP	0.00	0.000000	0	(547,951.29)	(70,160.221182)	357	(544,876.18)	17-AUG-15
192AFEP	0.00	0.000000	0	(639,201.64)	(13,160.424421)	371	(556,000.00)	17-AUG-15
1JAMCX	0.00	0.000000	0	(810,595.15)	(21,478.407213)	314	(745,939.27)	17-AUG-15
194MX5	0.00	0.000000	0	(820,613.47)	(44,429.529790)	343	(622,676.19)	17-AUG-15
1OMSOX	0.00	0.000000	0	(520,918.26)	(25,673.645194)	140	(349,742.89)	17-AUG-15
1PTRAX	0.00	0.000000	0	(1,456,213.52)	(137,119.919849)	437	(1,487,800.21)	17-AUG-15

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TRANSACTIONS FOR REVIEW (5% REPORTABLE)

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Needler Enterprises, Inc. 401(k) Retirement Benefit Plan
01-JAN-15 to 31-DEC-15

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INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
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LEGEND

INVESTMENT OPTION:

3KGPF Key Guaranteed Portfolio Fund
 1MX15M1 Great-West Lifetime 2015 Fund II T1
 1MX35M1 Great-West Lifetime 2035 Fund II T1
 1MX55M1 Great-West Lifetime 2055 Fund II T1
 1PBAXMC Great-West Mod Conserv Profile II Fund I
 1PBAXMA Great-West Mod Aggr Profile II Fund I
 192AFEP American Funds EuroPacific Gr R3
 1OARIX Oakmark International II
 1SSGRX BlackRock Energy & Resources Inv A
 1IARAX Invesco Real Estate A
 1MXIN6 Great-West S&P SmallCap 600 Index Fund I
 1RSPFX RS Partners A
 1MGOAX Victory Munder Mid-Cap Core Growth A
 1ALARX Alger Capital Appreciation Instl I
 194MX5 Great-West S&P 500 Index Fund I
 1OMSOX Oppenheimer Main Street Select A
 1BMSXLC Great-West Loomis Sayles Bond Fund I
 1PTRAX PIMCO Total Return Admin
 1KGPF Key Guaranteed Portfolio Fund

4KGPF Key Guaranteed Portfolio Fund
 1MX25M1 Great-West Lifetime 2025 Fund II T1
 1MX45M1 Great-West Lifetime 2045 Fund II T1
 1PBAXCP Great-West Conserv Profile II Fund I
 1PBAXMP Great-West Moderate Profile II Fund I
 1PBAXAP Great-West Aggressive Profile II Fund I
 1LZOEX Lazard Emerging Markets Open
 1JVIAX Virtus Foreign Opportunities A
 1FSTEX Invesco Energy Inv
 1BSCFX Baron Small Cap Retail
 1RTRKX Royce Total Return K
 1JAMCX JPMorgan Mid Cap Value A
 1SMVTX RidgeWorth Mid-Cap Value Equity I
 1DAGVX Dreyfus Strategic Value A
 1JARTX Janus Forty S
 1FHIRX Franklin High Income R
 1OIBAX Oppenheimer International Bond Fund A
 1THOPX Thompson Bond Fund

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1KGP		1.200	411,197.11	447,395.16
			411,197.11	447,395.16

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 34-1813449

LEGEND

INVESTMENT OPTION:
1KGP Key Guaranteed Portfolio Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year