Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
AUTOMATIC DATA PROCESSING, INC. RETIREMENT AND SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1984

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)
AUTOMATIC DATA PROCESSING, INC.

ONE ADP BOULEVARD
MAIL STOP 433
ROSELAND, NJ 07068-1728

ONE ADP BOULEVARD
MAIL STOP 433
ROSELAND, NJ 07068-1728

2b Employer Identification Number (EIN) 22-1467904

2c Plan Sponsor's telephone number 973-974-5000

2d Business code (see instructions) 518210

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.	10/16/2016	CHARLES GIBBONS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	45252
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)**	35998
a(2) Total number of active participants at the end of the plan year	**6a(2)**	30106
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	9236
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	39342
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	212
f Total. Add lines **6d** and **6e**.	**6f**	39554
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	38450
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	98
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 2G 2J 2K 2O 2S 2T 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)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code_____

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

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

A Name of plan	B Three-digit plan number (PN) ▶	
AUTOMATIC DATA PROCESSING, INC. RETIREMENT AND SAVINGS PLAN		002
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
AUTOMATIC DATA PROCESSING, INC.	22-1467904	

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

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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)

JP MORGAN

13-3200244

(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 19	INVESTMENT MANAGEMENT	2013027	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

AMERICAN CENTURY

44-0619208

(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 MANAGEMENT	1571127	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

COLUMBIA MANAGEMENT ADVISORS LLC

94-1687665

(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 MANAGEMENT	935698	Yes [ ] No [X]	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)

PYRAMIS GLOBAL ADVISORS

04-3532603

(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 MANAGEMENT	933562	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MONTAG & CALDWELL

58-1022504

(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 MANAGEMENT	792878	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SEIX ADVISORS

13-3673813

(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 MANAGEMENT	362626	Yes [ ] No [X]	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)

MCDERMOTT WILL & EMERY

36-1453176

(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?
29	LEGAL	328861	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WADDELL AND REED

48-1106973

(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 MANAGEMENT	226316	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MERCER

61-0736136

(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?
16	CONSULTANT	156676	Yes [ ] No [X]	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)

EVERCORE TRUST CO.

26-4691954

(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 MANAGEMENT	80000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

COHNREZNICK LLP

22-1478099

(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?
10	ACCOUNTANTS	37200	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NORTHERN TRUST

36-3608252

(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 MANAGEMENT	14207	Yes [ ] No [X]	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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection

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

A Name of plan
AUTOMATIC DATA PROCESSING, INC. RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
AUTOMATIC DATA PROCESSING, INC.

D Employer Identification Number (EIN)
22-1467904

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	476201	2178130
(2) Participant contributions	1b(2)	1321162	6448292
(3) Other	1b(3)	7160930	2673032
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	200306573	237870814
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	78258647	77636416
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2701653266	3078299631
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	389818030	3880176
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3378994809	3408986491
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	12371528	7552262
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	12371528	7552262
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3366623281	3401434229

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)	79401412	
(B) Participants	2a(1)(B)	220812802	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		300214214
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	839016	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3386200	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4225216
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	4106152	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	19643923	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		23750075
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	379636683	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	184007021	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		195629662
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1986615	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1986615

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-203538966
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		322266816
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	279721221	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		279721221
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	7463398	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7463398
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		287184619
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		35082197
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		271249

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) [X] 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 [X] No

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

(1) Name: COHNREZNICK LLP **(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.)	4a		X		
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X		

		Yes	No	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X		
e Was this plan covered by a fidelity bond?	4e	X			555500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
l Has the plan failed to provide any benefit when due under the plan?	4l		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X		
o Did the plan trust incur unrelated business taxable income?	4o				
p Were in-service distributions made during the plan year?	4p				

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
CDK GLOBAL INC 401(K) PLAN	46-5743146	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
AUTOMATIC DATA PROCESSING, INC. RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
AUTOMATIC DATA PROCESSING, INC.

D Employer Identification Number (EIN)
22-1467904

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): 22-2507871

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

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

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

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

Automatic Data Processing, Inc.

Retirement and Savings Plan

Financial Statements
As of December 31, 2015 and 2014,
and for the Year Ended December 31, 2015
Supplemental Schedule
As of December 31, 2015

AUTOMATIC DATA PROCESSING, INC.
RETIREMENT AND SAVINGS PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Trustees and Participants of
Automatic Data Processing, Inc.
Retirement and Savings Plan

We have audited the accompanying financial statements of Automatic Data Processing, Inc. Retirement and Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in its net assets available for benefits for the year ended December 31, 2015, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at the end of the year) as of December 31, 2015 is presented for the purpose of

additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in the relation to the financial statements as a whole.

Roseland, New Jersey
August 23, 2016

AUTOMATIC DATA PROCESSING, INC.
RETIREMENT AND SAVINGS PLAN

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

	2015	2014
ASSETS		
CASH	$ 31,941,561	$ 110,382
INVESTMENTS (Note 3):		
Participant directed investments, at fair value	3,288,109,060	3,291,667,487
RECEIVABLES:		
Notes receivable from participants	77,636,416	78,258,647
Interest and dividends receivable	2,281,211	4,497,888
Broker receivable for securities sold	391,821	2,663,042
Participant contributions receivable	6,448,292	1,321,162
Employer contribution receivable	2,178,130	476,201
TOTAL RECEIVABLES	88,935,870	87,216,940
TOTAL ASSETS	3,408,986,491	3,378,994,809
LIABILITIES		
Broker payable for securities purchased	6,235,477	11,078,884
Accrued expenses	1,316,785	1,292,644
TOTAL LIABILITIES	7,552,262	12,371,528
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,401,434,229	$ 3,366,623,281

See notes to financial statements.

AUTOMATIC DATA PROCESSING, INC.
RETIREMENT AND SAVINGS PLAN

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

Contributions:		
Participant	$	220,812,802
Employer		79,401,412
Total contributions		300,214,214
Investment income:		
Net depreciation in fair value of investments		(5,922,689)
Dividend income		23,750,075
Interest income		839,016
Total investment income		18,666,402
Interest income on notes receivable from participants		3,386,200
Benefits paid to participants		(279,721,221)
Administrative and general expenses		(7,463,398)
NET INCREASE IN NET ASSETS BEFORE TRANSFERS		35,082,197
TRUST TO TRUST TRANSFERS OUT		(271,249)
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		34,810,948
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		3,366,623,281
End of year	$	3,401,434,229

See notes to financial statements.

AUTOMATIC DATA PROCESSING, INC.
RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS AS OF DECEMBER 31, 2015 AND 2014 AND FOR THE YEAR ENDED DECEMBER 31, 2015

1. DESCRIPTION OF PLAN

The following description of the Automatic Data Processing, Inc. Retirement and Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is administered by a three-member committee (the "Plan Administrator") appointed by the Board of Directors of Automatic Data Processing, Inc. ("ADP", the "Company" or the "Plan Sponsor"). JPMorgan Chase Bank, N.A. ("JPMorgan") serves as custodian of the Plan.

General-The Plan is a defined contribution plan established January 1, 1984 available to all eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Contributions-

Participant Contributions-As defined in the Plan document, participating employees who are deemed non-highly compensated (employees earning less than $115,000 in 2014) can contribute on a pre-tax and/or Roth basis up to 50% of their compensation, subject to the maximum deferral limits under the Internal Revenue Code ("IRC") (and certain special limits for Puerto Rico residents participating in the Plan). Participating employees earning more than these amounts ("Highly Compensated Employees") can only contribute on a pre-tax and/or Roth basis up to 12% of their compensation as determined by the Plan Administrator annually. Effective February 2, 2016, participants can contribute on an after-tax basis up to 99% of their compensation, subject to the maximum deferral limits under the IRC. Participants who have attained age 50 before the close of the Plan year are eligible to make additional contributions ("Catch-Up Contributions") up to the amount of $6,000 for 2015. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans ("rollover contributions"). Unless employees elect otherwise, they are automatically enrolled as participants in the Plan after sixty days of employment at a deferral rate of 3% of compensation. Effective July 1, 2015, these participants will be automatically enrolled in the SaveSmart auto-escalation feature of the Plan. Under the SaveSmart feature, each participant's contribution rate is automatically increased by 1% each September until their contribution rate reaches 6%. These contributions will be invested in the JPMorgan SmartRetirement Fund that corresponds to their estimated retirement date.

Effective January 1, 2014, substantially all participants who were contributing between 1% and 5% of their compensation to the Plan as of November 1, 2013 were automatically enrolled in the SaveSmart feature of the Plan. Under the SaveSmart feature, these participants will have their contribution rate automatically increased by 1% each January until their contribution rate reaches 6%.

Participant contributions during the year ended December 31, 2015 include $19,157,983 of rollover contributions.

Matching Employer Contributions-The Company contributes an amount equal to 50% of the first 6% of each participant's salary deferral election to the Plan. Once a participant has contributed to the Plan for 60 months, the

Company's matching contribution increases to an amount equal to 70% of the first 6% of a participant's salary deferral election. Effective January 1, 2015, for employees hired or rehired on or after January 1, 2015, the Company will contribute an amount equal to 100% of the first 6% of each participant's salary deferral election to the Plan. Participants must be actively employed on December 31 of a given year to receive the matching contribution for that year. Effective July 1, 2016, participants who leave active employment with ADP on or after this date and have attained age 55 with 5 years of vesting service will not be subject to the December 31 requirement to receive the matching contribution for that year. Matching contributions are not made on the employee catch-up contributions.

Limitations-In addition, there are contribution limitations set forth in the IRC, which the Plan must satisfy.

Participant Accounts-Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and an allocation of Plan gains or losses. Account balances are valued at fair value, and are adjusted daily to reflect the net investment income of Plan investments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments-As of December 31, 2015, investments in the Plan consist of various investments which include separately managed accounts, commingled trusts, mutual funds, and money market funds.

The Seix Intermediate Bond Fund, the Columbia Dividend Value Fund, the Montag & Caldwell Large Cap Growth Fund, the Waddell and Reed Large Cap Growth Fund, and the American Century Small Cap Value Fund are separately managed accounts with underlying investments that include investments in publicly traded common stock, government bonds, corporate bonds and various other bond issues. The Northern Trust S&P 500 Index Fund, the JPMorgan SmartRetirement CIT Income Fund, the JPMorgan SmartRetirement CIT 2020 Fund, the JPMorgan SmartRetirement CIT 2025 CIT Fund, the JPMorgan SmartRetirement CIT 2030 Fund, the JPMorgan SmartRetirement CIT 2035 Fund, the JPMorgan SmartRetirement CIT 2040 Fund, the JPMorgan SmartRetirement CIT 2045 Fund, the JPMorgan SmartRetirement CIT 2050 Fund, the JPMorgan SmartRetirement CIT 2055 Fund, the FIAM Select International Plus Commingled Pool, the Voya Small Cap Growth Fund, the American Century Global Growth Fund, the NT Extended Equity Market Index Fund, the NT ACWI EX-US Index Fund, and the NT Aggregate Index Fund are commingled trusts. The Goldman Sachs Financial Square Government Fund is a money market fund.

Participants direct the investment of their contributions and matching employer contributions into the 21 various investment options offered by the Plan. Matching contributions are deposited into participants' accounts each pay period and are made pursuant to their individual investment election on file at that time.

Effective January 1, 2015, the ADP Stock Fund was closed to new investments. As a result, participants were no longer permitted to direct new investments or transfer investments into the ADP Stock Fund. Liquidation of the fund began on July 6, 2015 and was completed on August 7, 2015.

On September 30, 2014, the Company completed the spin-off of its former Dealer Services business into an independent publicly traded company called CDK Global, Inc. ("CDK"). As a result of the spin-off, ADP stockholders of record on September 24, 2014 (the "record date") received one share of CDK common stock for every three shares of ADP common stock held by them on the record date and cash for any fractional shares of CDK common stock. CDK common stock received by the Plan in connection with ADP common stock held in the ADP Stock Fund was contributed to the CDK Stock Fund. Effective immediately upon creation of the CDK Stock Fund, participants were not permitted to direct new investments or transfer investments into the fund. Liquidation of the fund began on July 6, 2015 and was completed on August 3, 2015.

In November 2014, Evercore Trust Company, N.A. was appointed as the named fiduciary and investment manager of the ADP Stock Fund and the CDK Stock Fund. As named fiduciary and investment manager, Evercore Trust Company, N.A. had the responsibility for liquidating both the ADP Stock Fund and the CDK Stock Fund.

Vesting-Participants are immediately vested in their contributions, including salary deferral and rollover contributions. Matching Company contributions are vested as follows:

Less than two years of service from date of hire	0%
Two but less than three years of service from date of hire	50%
Three or more years of service from date of hire	100%

Effective January 1, 2015, for employees hired or rehired on or after January 1, 2015, Matching Company contributions are vested as follows:

Less than three years of service from date of hire	0%
Three or more years of service from date of hire	100%

Payment of Benefits-In general, employee and employer contributions must remain in the Plan until the later of the attainment of age 65 or the end of employment. The employee may elect to begin taking in-service distributions any time after the attainment of age 70. Effective January 1, 2014, participants who have not terminated employment and have attained age 59-1/2 may elect to begin taking in-service distributions.

Upon termination of service, a participant can receive a lump-sum amount equal to the value of the vested portion of his or her account. Alternatively, he or she can elect to defer payment if the total of the participant's vested account balance is more than $1,000. The balance in the participant's ADP Stock Fund account can be distributed as whole shares of Company common stock ("Company Stock") or as cash equivalent to the fair market value of the Company Stock at the date of distribution. The Plan was amended to reflect certain provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001. Pursuant to this amendment, if the total of the participant's vested account balance is more than $1,000 but less than or equal to $5,000 on termination of service, and the participant has not elected to receive a lump-sum amount, ADP will automatically roll over the vested account balance to an individual retirement account ("IRA") established with The Bancorp Bank. Fees and expenses for the IRA will be charged against a participant's account unless he or she contacts the IRA provider and requests to make payment of the fees out-of-pocket.

Forfeitures-Upon termination of a participant's employment for reasons other than death before the attainment of age 65, the participant will be entitled to receive the vested portion of their account balance. The nonvested portion of the participant's account balance will be forfeited, and will be used to pay Plan expenses as well as to reduce the amount of future Company contributions pursuant to the Plan document. The amount of unused forfeitures as of December 31, 2015 and 2014 amounted to $2,258,332 and $3,113,983, respectively. For the year ended December 31, 2015, amounts used to pay administrative expenses amounted to $1,332,394, and the amount used to reduce employer contributions was $4,697,989.

Notes Receivable from Participants-Plan participants may borrow funds from their account up to a maximum of $50,000 or 50% of their account balances, whichever is less, subject to certain limits and conditions. Outstanding loans are secured by the participant's interest in the Plan and bear interest at rates ranging from 4.25% to 10.50%, which are commensurate with local prevailing rates at the time funds are borrowed, as determined by the Plan Administrator. Loans are generally repaid through payroll deductions or, at the option of the participant, may be prepaid in total. Participants' loan repayments and any interest due are paid into the participants' account.

Employee Stock Ownership Plan Component-The Plan was amended effective January 1, 2002, to designate a portion of the Plan as an employee stock ownership plan ("ESOP Component" or "ESOP") which was designed to comply with IRC Section 4975 (e) (7) and the regulations thereunder, and Section 407(d) (6) of ERISA. The ESOP is defined as the portion of the Plan derived from (a) account balances invested in Company Stock and (b) all contributions made to the Plan after December 31, 2001 as further defined in the Plan amendment. The principal purpose of the ESOP Component is to provide participants an ownership interest in the Company. The following includes main highlights of the ESOP Component. Participants should refer to the Plan document for more information.

Investments in Company Stock - The ESOP Component will be invested primarily in Company Stock. Purchases of Company Stock may be made in the open market or, to the extent permitted by law, directly from the Company or shareholders of the Company. All purchases of Company Stock shall be made at prices that do not exceed the fair value of such Company Stock, as determined by the Plan custodian at the time of purchase.

Dividends on Company Stock - Dividends paid by the Company with respect to shares of Company Stock held by the ESOP Component shall either be paid in cash directly to the participants, or pursuant to the participant's election, dividends can be reinvested in the ESOP Component. All cash dividends are paid out on a quarterly basis. If an election is made by a participant to receive a distribution in cash of dividends paid on Company Stock, then such dividends shall be held in a money market fund pending distribution.

Vesting - A participant will be 100% vested in their salary deferral and rollover contribution accounts and in any dividends paid on or after April 1, 2002 on Company Stock held in accounts.

Payment of Benefits - Payments to participants from the ESOP Component will be made in accordance with provisions as stated in the Plan document and amendments thereto regarding the payment of benefits from the Plan.

On May 26, 2015, the Plan was amended such that the ESOP Component is no longer a feature of the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

Basis of Accounting-The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates-The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan 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.

Risk and Uncertainties-The Plan utilizes various investment instruments including U.S. Government agency securities, debt securities of companies with strong credit ratings from a variety of industries, and in various equity securities, including Company Stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

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

For the Columbia Dividend Value Fund, the Goldman Sachs Financial Square Government Fund, and the Voya Small-Cap Growth Fund, management fees and operating expenses are reflected in the net asset value of the funds on a daily basis and are not reflected separately. Management fees for the separately managed accounts and commingled trusts are accrued on a daily basis, reflected in the daily unitized price, and paid on a quarterly basis. Consequently, management fees are reflected as a reduction of investment return for such investments.

Fair Value of Investments-See Note 3 - "Fair Value Measurements".

Fair Value of Other Financial Instruments-The carrying amount of receivables and liabilities approximates fair value.

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. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded at December 31, 2015 or 2014.

Payment of Benefits-Benefits payments to participants are recorded upon distribution. At December 31, 2015 and 2014, amounts allocated to accounts of individuals who had elected to withdraw but had not yet been paid totaled $330,454 and $1,041,601, respectively.

Trust to Trust Transfers out-As a result of the spin-off of CDK, Plan assets held by participants who became employees of CDK were transferred to a separate and independent retirement and savings plan for CDK employees.

Recently Issued Accounting Pronouncements- In fiscal 2015, the Company early adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2015-12 - *Plan Accounting: Defined Benefit Pension Plans, Defined Contribution Pension Plans, Health and Welfare Benefit Plans: (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient.* Only Part

II of the ASU is applicable to the Plan. Under the new guidance, an Employee Benefit Plan will no longer need to disaggregate its investments by class, nature, characteristics or risks. The ASU also eliminates the requirement to disclose the net appreciation or depreciation in fair value of investments by general type and disclosures of individual investments with a value equal to or greater than 5% of net assets available for benefits. In accordance with ASU 2015-12, previously reported amounts have been conformed to the current presentation. See Note 3 - "Fair Value Measurements".

In May 2015, the FASB issued ASU 2015-07, *Fair Value Measurement (Topic 820) - Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).* ASU No. 2015-07 requires that investments for which the fair value is measured at Net Asset Value ("NAV") using the practical expedient (investments in funds measured at NAV) under *Fair Value Measurements and Disclosures* (Topic 820) be excluded from the fair value hierarchy. ASU 2015-07 is effective for annual periods beginning after December 15, 2016. The adoption of ASU 2015-07 is not expected to have a material impact on the disclosures in the Plan's financial statements.

3. FAIR VALUE MEASUREMENTS

The Plan applies the guidance in Accounting Standards Codification ("ASC") 820.10 for assets recognized or disclosed at fair value on a recurring basis. The guidance in ASC 820.10 defines fair value, establishes a framework for measuring fair value, and expands the disclosures on fair value measurements. ASC 820.10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820.10 establishes market or observable inputs as the preferred source of fair value, followed by assumptions based on hypothetical transactions in the absence of market inputs.

The valuation techniques required by ASC 820.10 are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Plan's market assumptions. These two types of inputs create the following three-level hierarchy to prioritize the inputs used in measuring fair value. The levels within the hierarchy are described below, with Level 1 having the highest priority and Level 3 having the lowest priority.

Level 1	Fair value is determined based upon closing prices for identical instruments that are traded on active exchanges.
Level 2	Fair value is determined based upon quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; or model-derived valuations whose inputs are observable or whose significant value drivers are observable.
Level 3	Fair value is determined based upon significant inputs to the valuation model that are unobservable.

Plan investments included in Level 1 are valued using closing prices for identical instruments that are traded on active exchanges. Plan investments in fixed income securities included in Level 2 are generally valued using a published mid-price. Market recognized sources for each fixed income asset class are utilized which are typically provided through our main pricing vendors. For securities which are not quoted or for unlisted bonds, individual price sources are utilized, normally via broker quotations with reference to the broker used in the original trade. Plan investments in commingled trusts included in Level 2 are valued at the NAV of the units of the collective trust or fund.

There were no transfers in or out of Level 1 or Level 2 during the Plan years ended December 31, 2015 or 2014. The following tables present the investments of the Plan measured at fair value at December 31, 2015 and 2014.

	As of December 31, 2015		
Asset Class	**Level 1**	**Level 2**	**Total**
Equity Securities	$ 735,130,602	$ —	$ 735,130,602
Mutual Funds	5,922,067	—	5,922,067
Commingled Trusts	—	2,130,076,052	2,130,076,052
Money Markets	2,985,757	205,929,253	208,915,010
Fixed Income Securities	—	208,065,329	208,065,329
Total Investments at Fair Value	$ 744,038,426	$ 2,544,070,634	$ 3,288,109,060

	As of December 31, 2014		
Asset Class	**Level 1**	**Level 2**	**Total**
Equity Securities	$ 1,163,336,051	$ —	$ 1,163,336,051
Mutual Funds	6,360,731	—	6,360,731
Commingled Trusts	—	1,666,980,861	1,666,980,861
Money Markets	—	238,237,044	238,237,044
Fixed Income Securities	—	216,752,800	216,752,800
Total Investments at Fair Value	$ 1,169,696,782	$ 2,121,970,705	$ 3,291,667,487

3. FAIR VALUE MEASUREMENTS (continued)

The following table presents the investments of the Plan with a reported net asset value as of December 31, 2015 and 2014:

	December 31, 2015 Fair Value	December 31, 2014 Fair Value	Redemption Frequency	Redemption Notice Period
Northern Trust S&P 500 Index Fund (1)	$ 418,631,717	$ 391,384,640	Daily	Trade date + 1
FIAM Select International Plus Commingled Pool (2)	214,294,732	229,359,446	Daily	Trade date + 1
NT ACWI EX-US Index Fund (2)	12,924,301	—	Daily	Trade date + 1
Voya Small Cap Growth Fund (3)	251,182,273	250,670,425	Daily	Trade date + 1
American Century Global Growth Fund (4)	7,676,623	—	Daily	Trade date + 1
NT Extended Equity Market Index Fund (5)	19,437,241	—	Daily	Trade date + 1
NT Aggregate Bond Index Fund (6)	18,777,007	—	Daily	Trade date + 1
JPMorgan SmartRetirement CIT 2030 Fund (7)	319,739,991	—	Daily	Trade date + 1
JPMorgan SmartRetirement CIT 2020 Fund (7)	261,473,176	—	Daily	Trade date + 1
JPMorgan SmartRetirement CIT 2040 Fund (7)	259,842,793	—	Daily	Trade date + 1
JPMorgan SmartRetirement CIT 2025 Fund (7)	95,352,794	—	Daily	Trade date + 1
JPMorgan SmartRetirement CIT 2035 Fund (7)	59,956,834	—	Daily	Trade date + 1
JPMorgan SmartRetirement CIT 2050 Fund (7)	17,561,025	—	Daily	Trade date + 1
JPMorgan SmartRetirement CIT 2045 Fund (7)	17,490,804	—	Daily	Trade date + 1
JPMorgan SmartRetirement CIT 2055 Fund (7)	4,510,226	—	Daily	Trade date + 1
JPMorgan SmartRetirement CIT Income Fund (8)	151,224,515	—	Daily	Trade date + 1
JPMorgan SmartRetirement 2030 Fund (9)	—	234,943,279	Daily	Trade date + 1
JPMorgan SmartRetirement 2040 Fund (9)	—	214,751,052	Daily	Trade date + 1
JPMorgan SmartRetirement 2020 Fund (9)	—	202,936,094	Daily	Trade date + 1
JPMorgan SmartRetirement 2015 Fund (9)	—	71,879,044	Daily	Trade date + 1
JPMorgan SmartRetirement 2050 Fund (9)	—	7,036,451	Daily	Trade date + 1
JPMorgan SmartRetirement Income Fund (10)	—	64,020,430	Daily	Trade date + 1
Goldman Sachs Government Money Market Fund (11)	205,929,253	200,196,191	Daily	Trade date + 1
Total	$ 2,336,005,305	$ 1,867,177,052		

(1) The objective of this fund is to provide a rate of return consistent with the Standard & Poor's 500 Index.

(2) The objective of this fund is to provide a rate of return consistent with the MSCI ACWI ex US (Net) Index.

(3) The objective of this fund is to provide a rate of return consistent with the Russell 2000 Growth Index.

(4) The objective of this fund is to provide a rate of return consistent with the MSCI ACWI (Net) Index.

(5) The objective of this fund is to provide a rate of return consistent with the Dow Jones U.S. Completion Total Stock Market Index.

(6) The objective of this fund is to provide a rate of return consistent with the Barclays U.S. Aggregate Bond Index.

(7) The objective of these funds is to outperform custom benchmarks of domestic and international equities and fixed income investments that have risk and return characteristics designed for investors who are expecting to retire near the applicable fund's target retirement date.

(8) The objective of this fund is to outperform a custom benchmark of domestic and international equities, fixed income and cash equivalent investments that have risk and return characteristics designed for investors who are retired or expecting to retire in the near term.

(9) The objective of these funds is to outperform custom benchmarks of domestic and international equities, fixed income and real estate investments that have risk and return characteristics designed for investors who are expecting to retire near the applicable fund's target retirement date.

(10) The objective of this fund is to outperform a custom benchmark of domestic and international equities, fixed income and real estate investments that have risk and return characteristics designed for investors who are retired or expecting to retire in the near term.

(11) The objective of this fund is to provide a rate of return consistent with the iMoneyNet Government Institutional Index.

4. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

At December 31, 2015 and 2014, the Plan held 45,800 and 4,708,618 shares, respectively, of Company Stock with a cost basis of $1,893,561 and $185,844,028, respectively. As of December 31, 2015, shares held in the Plan include amounts owned indirectly by funds within the plan, and as of December 31, 2015 shares held in the Plan include amounts owned directly by plan participants and shares owned indirectly by funds within the plan. For the year ended December 31, 2015, the Plan recorded dividend income in the amount of $4,106,152 from participants' investments in the ADP Stock Fund.

Certain Plan investments are shares of mutual funds and money market funds managed by JPMorgan. JPMorgan is the custodian of the Plan.

Certain employees and officers of the Company, who may also be participants in the Plan, perform administrative services to the Plan at no cost to the Plan.

These party-in-interest transactions are not deemed prohibited because they are covered by statutory and administrative exemptions from the IRC, the rules thereunder, and from the prohibited transactions provisions of ERISA.

5. PLAN TERMINATION

Although the Company has not expressed any intention to do so, it has the right under the provisions of the Plan to discontinue its contributions at any time by amending or terminating the Plan subject to the provisions of ERISA. However, upon full or partial termination of the Plan, each participant who is then an employee of the Company shall become 100% vested in his or her employer matching contribution account, and shall not be subjected to forfeiture. Furthermore, no amendment shall decrease a participant's vested interest under the Plan at the effective date of such amendment.

6. FEDERAL INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated June 5, 2015 that the Plan and related Trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, ADP and Plan management believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and that the Plan and related Trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Generally Accepted Accounting Principles (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 the Plan is no longer subject to income tax examinations for years prior to 2012.

7. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through August 23, 2016, the date the financial statements were available to be issued.

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND			
Common Stock			
ACTUANT CORP	Common Stock	39,964 $	957,537
AEGEAN MARINE PETROLEUM NETWORK INC	Common Stock	66,600	556,776
ALBANY INTERNATIONAL CORP	Common Stock	35,767	1,307,284
ALLETE INC	Common Stock	18,940	962,720
ALLIED WORLD ASSURANCE CO HOLDINGS AG CO	Common Stock	110,178	4,097,520
AMN HEALTHCARE SERVICES INC	Common Stock	63,833	1,982,015
ARDMORE SHIPPING CORP	Common Stock	102,413	1,302,693
ATLAS FINANCIAL HOLDINGS INC	Common Stock	64,186	1,277,301
AVG TECHNOLOGIES NV	Common Stock	51,147	1,025,497
BABCOCK & WILCOX ENTERPRSISES INC	Common Stock	68,190	1,423,125
BANK OF THE OZARKS INC	Common Stock	40,891	2,022,469
BANKUNITED INC	Common Stock	91,216	3,289,249
BERRY PLASTICS GROUP INC	Common Stock	88,930	3,217,487
BOSTON PRIVATE FINANCIAL HOLDINGS INC	Common Stock	151,466	1,717,624
BRINK'S CO	Common Stock	45,909	1,324,934
BROADSOFT INC	Common Stock	72,605	2,567,313
CAPITOL BANK FINANCIAL CORP	Common Stock	95,900	3,066,882
CARRIZO OIL & GAS INC	Common Stock	23,137	684,393
CAVCO INDUSTRIES INC	Common Stock	13,700	1,141,347
CDI CORP	Common Stock	52,595	355,542
CENTURY COMMUNITIES INC COMMON STOCK	Common Stock	82,637	1,463,501
CLEAN HARBORS INC	Common Stock	59,426	2,475,093
CLUBCORP HOLDINGS INC COMMON STOCK	Common Stock	211,828	3,870,098
COMPASS MINERALS INTERNATIONAL INC	Common Stock	22,772	1,714,048
CONTINENTAL BUILDING PRODUCTS INC COMMON	Common Stock	90,208	1,575,032
CSW INDUSTRIALS INC	Common Stock	41,827	1,575,623
CUBIC CORP	Common Stock	32,488	1,535,058
CULLEN / FROST BANKERS INC	Common Stock	34,038	2,042,280
CULP INC	Common Stock	47,318	1,205,190
CYPRESS SEMICONDUCTOR CORP	Common Stock	198,575	1,948,021
DELEK US HOLDINGS INC	Common Stock	21,065	518,199

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)			
Common Stock (Con't)			
DESTINATION MATERNITY CORP	Common Stock	58,088	$ 506,527
DRIL-QUIP INC	Common Stock	22,097	1,308,805
DXP ENTERPRISES INC	Common Stock	52,851	1,205,003
DYNAMIC MATERIALS CORP	Common Stock	71,995	503,245
EAGLE BANCORP INC	Common Stock	27,245	1,375,055
EL PASO ELECTRIC CO	Common Stock	15,155	583,468
ENDURANCE SPECIALTY HLDGS LTD	Common Stock	47,876	3,063,585
ENPRO INDUSTRIES INC	Common Stock	32,641	1,430,981
ENTERCOM COMMUNICATIONS CORP	Common Stock	68,943	774,230
ENTRAVISION COMMUNICATIONS CORP	Common Stock	417,925	3,222,202
EURONAV NV	Common Stock	58,997	808,849
EVERTEC INC	Common Stock	207,828	3,479,041
EXAR CORP	Common Stock	224,030	1,373,304
FCB FINANCIAL HOLDINGS INC	Common Stock	51,671	1,849,305
FIRST FINANCIAL BANKSHARES INC	Common Stock	72,097	2,175,166
FIRST NBC BANK HLDGS CO	Common Stock	11,441	427,779
FORUM ENERGY TECHNOLOGIES INC	Common Stock	110,758	1,380,045
FRESH MARKET INC	Common Stock	57,824	1,354,238
GLOBAL BRASS & COPPER HLDGS INC	Common Stock	34,493	734,701
GRAHAM CORP	Common Stock	72,175	1,213,984
GRAPHIC PACKAGING HOLDING CO	Common Stock	250,268	3,210,938
GREAT LAKES DREDGE & DOCK CORP NEW	Common Stock	75,976	300,865
HAEMONETICS CORP	Common Stock	63,539	2,048,497
HANGER INC	Common Stock	50,340	828,093
HOME BANCSHARES INC	Common Stock	47,468	1,923,403
INFINITY PROPERTY & CASUALTY CORP	Common Stock	8,013	658,909
INGRAM MICRO INC	Common Stock	36,765	1,116,921
INNERWORKINGS INC	Common Stock	168,997	1,267,478
INNOPHOS HOLDINGS INC	Common Stock	42,114	1,220,464
INNOSPEC INC	Common Stock	37,758	2,050,637
INVENTURE FOODS INC	Common Stock	114,288	811,445
JAMES RIVER GROUP HOLDINGS LTD	Common Stock	26,175	877,910
KAPSTONE PAPER & PACKAGING CORP	Common Stock	110,766	2,502,204
KFORCE INC	Common Stock	22,956	580,328
KULICKE & SOFFA INDUSTRIES INC	Common Stock	132,735	1,549,017

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)			
Common Stock (Con't)			
LEGACYTEXAS FINANCIAL GROUP INC	Common Stock	99,653	$ 2,493,318
LIFEPOINT HEALTH INC	Common Stock	15,500	1,137,700
MALIBU BOATS INC COMMON STOCK	Common Stock	77,904	1,275,288
MARINEMAX INC	Common Stock	46,600	858,372
MARTEN TRANSPORT	Common Stock	33,427	591,658
MATRIX SERVICE CO	Common Stock	42,586	874,716
MCBC HOLDINGS INC	Common Stock	43,896	601,375
MENTOR GRAPHICS CORP	Common Stock	163,899	3,019,020
MINERALS TECHNOLOGIES INC	Common Stock	47,406	2,174,039
MSC INDUSTRIAL DIRECT CO INC	Common Stock	33,609	1,891,178
MULTI PACKAGING SOLUTIONS INTERNATIONAL	Common Stock	164,292	2,850,466
MULTI-COLOR CORP	Common Stock	51,517	3,081,232
NCI BUILDING SYSTEMS INC	Common Stock	56,648	703,002
NEXSTAR BROADCASTING GROUP INC	Common Stock	26,108	1,532,540
ON ASSIGNMENT INC	Common Stock	40,942	1,840,343
PDC ENERGY INC	Common Stock	8,640	461,203
PEAK RESORTS INC	Common Stock	57,920	348,099
PENSKE AUTOMOTIVE GROUP INC	Common Stock	43,271	1,832,094
PGT INC	Common Stock	114,352	1,302,469
PHARMERICA CORP	Common Stock	34,318	1,201,130
POLYCOM INC	Common Stock	52,947	666,603
PROVIDENCE SERVICE CORP	Common Stock	19,925	934,881
RAVEN INDUSTRIES INC	Common Stock	81,112	1,265,347
RED ROBIN GOURMET BURGERS INC	Common Stock	33,236	2,051,991
SCORPIO TANKERS INC	Common Stock	87,100	698,542
SEMTECH CORP	Common Stock	85,734	1,622,087
SERVISFIRST BANCSHARES INC COMMON STOCK	Common Stock	9,905	470,785
SILICON GRAPHICS INTERNATIONAL CORP	Common Stock	226,505	1,336,380
SOUTH JERSEY INDUSTRIES INC	Common Stock	21,380	502,858
SOUTHSIDE BANCSHARES INC	Common Stock	97,589	2,344,088
STONERIDGE INC	Common Stock	27,243	403,196
TEXAS CAPITAL BANCSHARES INC	Common Stock	53,067	2,622,571
TOWER INTERNATIONAL INC	Common Stock	42,228	1,206,454
TOWNSQUARE MEDIA INC	Common Stock	36,872	440,989
TUPPERWARE BRANDS CORP	Common Stock	11,098	617,604
UMB FINANCIAL CORP	Common Stock	89,044	4,144,998
UTAH MEDICAL PRODUCTS INC	Common Stock	22,900	1,340,566
VALIDUS HOLDINGS LTD	Common Stock	45,944	2,126,748

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)			
Common Stock (Con't)			
VALLEY NATIONAL BANCORP	Common Stock	77,132	$ 759,750
VALMONT INDUSTRIES INC	Common Stock	22,701	2,406,760
VERIFONE SYSTEMS INC	Common Stock	120,451	3,375,037
Total Common Stock			**$ 165,325,950**
REIT			
APOLLO COMMERCIAL REAL ESTATE FINANCE IN	REIT	33,061	$ 569,641
ARMADA HOFFLER PROPERTIES INC	REIT	99,848	1,046,407
BLACKSTONE MORTGAGE TRUST INC	REIT	27,288	730,227
CAMPUS CREST COMMUNITIES INC	REIT	149,778	1,018,490
CBL & ASSOCIATES PROPERTIES INC	REIT	34,542	427,285
CHATHAM LODGING TRUST	REIT	42,211	864,481
DIAMONDROCK HOSPITALITY CO	REIT	36,639	353,566
EASTERLY GOVERNMENT PROPERTIES INC	REIT	33,241	571,080
EPR PROPERTIES	REIT	10,929	638,800
HATTERAS FINANCIAL CORP	REIT	40,200	528,630
HEALTHCARE REALTY TRUST INC	REIT	14,644	414,718
KITE REALTY GROUP TRUST	REIT	86,975	2,255,262
LEXINGTON REALTY TRUST	REIT	137,771	1,102,168
MEDICAL PROPERTIES TRUST INC	REIT	75,344	867,209
MFA FINANCIAL INC	REIT	64,130	423,258
NEW RESIDENTIAL INVESTMENT CORP	REIT	32,858	399,553
OUTFRONT MEDIA INC	REIT	61,866	1,350,539
PENNYMAC MORTGAGE INVESTMENT TRUST	REIT	41,198	628,682
REXFORD INDUSTRIAL REALTY INC	REIT	27,920	456,771
RLJ LODGING TRUST	REIT	24,082	520,894
ROUSE PROPERTIES INC	REIT	57,876	842,675
SABRA HEALTH CARE REIT INC	REIT	25,853	523,013
SUMMIT HOTEL PROPERTIES INC	REIT	72,500	866,375
SUNSTONE HOTEL INVESTORS INC	REIT	28,118	351,194
TWO HARBORS INVESTMENT CORP	REIT	131,861	1,068,074
URSTADT BIDDLE PROPERTIES INC	REIT	52,513	1,010,350
WASHINGTON REAL ESTATE INVESTMENT TRUST	REIT	19,714	533,461
Total REIT			**$ 20,362,803**

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares		Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)				
Investment Companies				
Mutual Funds				
ISHARES TRUST RUSSELL 2000 VALUE ETF ETP	Mutual Funds	10,294	$	947,151
Total Investment Companies			**$**	**947,151**
Limited Partnership				
ARES MANAGEMENT LP MLP	Limited Partnership	103,566	$	1,339,108
COMPASS DIVERSIFIED HLDGS SHS OF BENEFIC	Limited Partnership	111,830		1,776,979
Total Limited Partnership			**$**	**3,116,087**
TOTAL AMERICAN CENTURY SMALL CAP VALUE FUND			**$**	**189,751,991**

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Rate of Interest	Maturity Date	Par Value	Current Value
SEIX INTERMEDIATE BOND FUND				
Government Bonds				
UNITED STATES OF AMERICA NOTES	0.38%	2/15/2016	$ 3,944,904	$ 3,944,000
UNITED STATES OF AMERICA NOTES	0.63%	9/30/2017	35,446,231	35,321,090
UNITED STATES OF AMERICA NOTES	0.88%	2/28/2017	11,075,576	11,069,326
UNITED STATES OF AMERICA NOTES	1.25%	10/31/2018	6,136,528	6,076,445
UNITED STATES OF AMERICA NOTES	1.38%	2/29/2020	21,340,183	21,264,956
UNITED STATES OF AMERICA NOTES	1.50%	10/31/2019	22,145,616	22,044,894
UNITED STATES OF AMERICA NOTES	1.75%	5/15/2023	5,599,592	5,548,399
UNITED STATES OF AMERICA NOTES	2.25%	11/15/2025	20,747,741	20,754,676
Total Government Bonds				**$ 126,023,786**
Mortgage-Backed Security Bonds				
GNMA I MORTPASS	3.50%	8/15/2045	$ 208,012	$ 207,456
GNMA I MORTPASS	3.50%	8/15/2045	352,912	353,571
GNMA I MORTPASS	3.50%	7/15/2045	228,996	228,297
GNMA I MORTPASS	4.00%	8/15/2045	78,369	78,280
GNMA I MORTPASS	4.00%	8/15/2045	1,217,553	1,213,980
GNMA I MORTPASS	4.00%	12/15/2041	292,752	292,826
GNMA I MORTPASS	4.00%	7/15/2045	500,141	499,416
GNMA I MORTPASS	4.00%	7/15/2045	78,228	78,138
GNMA I MORTPASS	4.00%	6/15/2045	246,292	246,260
GNMA I MORTPASS	4.00%	6/15/2045	133,471	132,604
GNMA I MORTPASS	4.00%	5/15/2045	432,180	431,565
GNMA I MORTPASS	4.00%	5/15/2045	543,512	539,866
GNMA I MORTPASS	4.00%	11/15/2045	1,016,610	1,020,323
GNMA I MORTPASS	4.00%	10/15/2045	255,044	254,694
GNMA II MORTPASS	4.00%	3/20/2039	101,743	102,075
GNMA II MORTPASS	5.00%	2/20/2040	218,188	220,959
GNMA II MORTPASS	5.00%	3/20/2045	1,197,807	1,197,853
FHLMC MORTPASS ARM	FLOATING	10/1/2043	521,666	524,291
FHLMCGLD MORTPASS	3.50%	12/1/2032	286,013	298,428
FHLMCGLD MORTPASS	3.50%	7/1/2034	854,706	852,815
FHLMCGLD MORTPASS	3.00%	7/1/2042	462,703	460,197
FHLMCGLD MORTPASS	4.50%	7/1/2039	245,572	249,681
FHLMCGLD MORTPASS	4.50%	6/1/2039	156,986	156,835
FHLMCGLD MORTPASS	4.50%	3/1/2044	398,222	397,331
FHLMCGLD MORTPASS	4.00%	4/1/2039	433,154	442,566
FHLMCGLD MORTPASS	4.00%	10/1/2039	337,244	342,238
FHLMCGLD MORTPASS	4.00%	9/1/2025	87,982	91,598
FHLMCGLD MORTPASS	5.50%	4/1/2038	230,573	242,328
FHLMCGLD MORTPASS	5.00%	4/1/2041	120,395	123,034
FHLMCGLD MORTPASS	5.00%	2/1/2034	302,560	311,656
FHLMCGLD MORTPASS	5.00%	2/1/2038	360,668	370,505
FHLMCGLD MORTPASS	5.00%	7/1/2033	222,220	231,018
FHLMCGLD MORTPASS	5.00%	7/1/2040	326,700	336,787
FNMA MORTPASS ARM	FLOATING	2/1/2045	703,856	698,995
FNMA MORTPASS	2.46%	12/1/2020	882,029	870,059
FNMA MORTPASS	2.72%	12/1/2021	359,513	354,480

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Rate of Interest	Maturity Date	Par Value	Current Value
SEIX INTERMEDIATE BOND FUND (Con't)				
Mortgage-Backed Security Bonds (Con't)				
FNMA MORTPASS	2.98%	2/1/2025	$ 538,400	$ 529,401
FNMA MORTPASS	3.32%	12/1/2021	926,037	908,558
FNMA MORTPASS	3.37%	11/1/2025	558,298	555,116
FNMA MORTPASS	3.50%	1/1/2040	695,425	694,439
FNMA MORTPASS	3.50%	1/1/2041	175,636	176,191
FNMA MORTPASS	3.50%	1/1/2042	1,331,300	1,330,781
FNMA MORTPASS	3.50%	6/1/2043	354,807	355,800
FNMA MORTPASS	3.50%	5/1/2042	207,941	207,870
FNMA MORTPASS	3.50%	11/1/2041	101,898	102,138
FNMA MORTPASS	3.50%	10/1/2032	201,244	209,943
FNMA MORTPASS	3.50%	10/1/2040	119,865	119,349
FNMA MORTPASS	3.50%	10/1/2042	361,303	361,717
FNMA MORTPASS	3.50%	9/1/2040	2,612,234	2,600,529
FNMA MORTPASS	3.00%	4/1/2042	789,781	800,309
FNMA MORTPASS	3.00%	4/1/2043	123,075	122,211
FNMA MORTPASS	4.50%	8/1/2044	100,070	99,506
FNMA MORTPASS	4.50%	2/1/2040	53,580	55,751
FNMA MORTPASS	4.50%	7/1/2041	263,090	263,616
FNMA MORTPASS	4.50%	10/1/2045	530,260	529,322
FNMA MORTPASS	4.00%	2/1/2041	319,109	325,796
FNMA MORTPASS	4.00%	1/1/2040	1,018,396	1,040,234
FNMA MORTPASS	4.00%	1/1/2044	182,586	183,253
FNMA MORTPASS	4.00%	11/1/2040	187,738	191,080
FNMA MORTPASS	4.00%	11/1/2040	184,528	187,902
FNMA MORTPASS	6.00%	4/1/2036	329,983	345,667
FNMA MORTPASS	6.00%	3/1/2037	343,876	351,778
Total Mortgage-Backed Security Bonds				**$ 27,101,262**
Corporate Bonds				
JAPAN TOBACCO INC	2.10%	7/23/2018	$ 455,745	$ 455,640
MASSMUTUAL GLOBAL FUNDING II	2.00%	4/5/2017	444,260	447,078
ROCHE HOLDINGS INC	2.25%	9/30/2019	906,010	911,735
SCHLUMBERGER HOLDINGS CORP	3.00%	12/21/2020	296,337	293,163
SCHLUMBERGER HOLDINGS CORP	4.00%	12/21/2025	583,623	576,279
SCHLUMBERGER INVESTMENT SA	3.30%	9/14/2021	455,582	455,925
TSMC GLOBAL LTD	1.63%	4/3/2018	416,872	408,712
ACE INA HOLDINGS INC	2.88%	11/3/2022	305,624	303,678
ANALOG DEVICES INC	3.90%	12/15/2025	992,709	1,001,483

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Rate of Interest	Maturity Date	Par Value	Current Value
SEIX INTERMEDIATE BOND FUND (Con't)				
Corporate Bonds (con't)				
APPLE INC	3.200%	5/13/2025	$ 496,505	$ 496,943
ASTRAZENECA	1.950%	9/18/2019	2,281,222	2,296,370
BANK OF AMERICA NA	1.750%	6/5/2018	798,440	793,863
BHP BILLITON FINANCE USA LTD	3.850%	9/30/2023	513,347	471,515
BP CAPITAL MARKETS	2.250%	11/1/2016	522,157	525,499
CISCO SYSTEMS INC	2.125%	3/1/2019	341,846	344,935
CISCO SYSTEMS INC	5.500%	2/22/2016	1,458,893	1,466,288
COMCAST CORP	3.375%	2/15/2025	1,200,083	1,212,076
COMMONWEALTH EDISON	4.000%	8/1/2020	1,382,997	1,372,451
EXXON MOBIL CORP	1.912%	3/6/2020	392,000	388,723
GENERAL ELECTRIC CAPITAL CORP	3.450%	5/15/2024	868,148	869,449
GENERAL ELECTRIC CO	5.250%	12/6/2017	616,032	657,693
GENERAL ELECTRIC CO	2.700%	10/9/2022	473,301	475,996
GILEAD SCIENCES INC	3.500%	2/1/2025	388,676	392,244
HARLEY-DAVIDSON FINANCIAL SERVICES INC	2.150%	2/26/2020	188,638	185,440
HOME DEPOT INC	2.625%	6/1/2022	232,215	232,757
HOWARD HUGHES MEDICAL INSTITUTE	3.500%	9/1/2023	380,118	395,679
ING BANK NV	1.800%	3/16/2018	205,769	205,478
INTEL CORP	1.950%	10/1/2016	321,516	323,003
INTEL CORP	2.700%	12/15/2022	1,047,087	1,052,646
INTEL CORP	3.700%	7/29/2025	469,330	486,147
INTERNATIONAL BUSINESS MACHINES CORP	1.250%	2/6/2017	1,511,229	1,518,871
*JPMORGAN CHASE & CO	1.625%	5/15/2018	971,239	972,728
LLOYDS BANK PLC	2.700%	8/17/2020	263,864	265,865
MEDTRONIC INC	3.500%	3/15/2025	626,581	637,163
MIDAMERICAN ENERGY CO	2.400%	3/15/2019	1,440,845	1,434,942
NOVARTIS SECURITIES INVESTMENT LTD	5.125%	2/10/2019	439,603	471,441
ORACLE CORP	1.200%	10/15/2017	848,241	858,455
ORACLE CORP	2.375%	1/15/2019	1,049,200	1,067,228
ORACLE CORP	2.950%	5/15/2025	1,266,577	1,239,170
PFIZER INC	3.000%	6/15/2023	2,269,220	2,358,239
SHELL INTERNATIONAL FINANCE BV	3.250%	5/11/2025	462,678	452,852
TD AMERITRADE HOLDING CORP	2.950%	4/1/2022	245,555	243,673
UBS AG / STAMFORD CT	2.375%	8/14/2019	666,210	666,220
US BANCORP	3.600%	9/11/2024	569,968	580,247
US BANK NA / CINCINNATI OH	1.100%	1/30/2017	595,967	595,139
WAL-MART STORES INC	1.125%	4/11/2018	1,082,482	1,080,471

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Rate of Interest	Maturity Date	Par Value	Current Value
SEIX INTERMEDIATE BOND FUND (Con't)				
Corporate Bonds (con't)				
WAL-MART STORES INC	1.950%	12/15/2018	$ 2,294,530	$ 2,330,043
WELLS FARGO & CO	3.300%	9/9/2024	638,499	636,685
3M CO	1.375%	9/29/2016	322,012	322,823
Total Corporate Bonds				**$ 37,231,143**
ASSET BACKED				
BA CREDIT CARD TRUST 2015	FLOATING	6/15/2020	$ 1,925,000	$ 1,921,233
BARCLAYS DRYROCK ISSUANCE TRUST 2014	2.410%	7/15/2022	900,188	907,278
CABELA'S CREDIT CARD MASTER NOTE TRUST	2.260%	3/15/2023	924,790	918,045
CAPITAL ONE MULTI-ASSET EXECUTION TRUST	1.390%	1/15/2021	1,784,778	1,774,900
AMERICAN AIRLINES 2013-2 CLASS A PASS TH	4.950%	7/15/2024	746,465	735,920
CENTERPOINT ENERGY RESTORATION BOND CO L	3.460%	8/15/2019	303,026	301,896
Total Asset Backed				**$ 6,559,272**
Commercial Mortgage-Backed Bonds				
GS MORTGAGE SECURITIES CORP II	2.954%	11/5/2034	$ 696,772	$ 688,148
GS MORTGAGE SECURITIES CORP TRUST	3.551%	4/10/2034	1,039,599	1,027,726
*JP MORGAN CHASE COMMERCIAL MORTGAGE SECU	3.615%	11/15/2043	998,016	971,031
*JP MORGAN CHASE COMMERCIAL MORTGAGE SECU	4.069%	11/15/2043	1,146,518	1,145,296
MORGAN STANLY CAP I TR 2014	3.350%	7/13/2029	2,934,284	2,864,480
OBP DEPOSITOR LLC TRUST 2010	4.646%	7/15/2045	1,567,481	1,540,713
WELLS FARGO COMMERCIAL MORTGAGE TRUST	3.544%	4/16/2035	510,487	499,674
WFRBS COMMERCIAL TRUST 2011	3.667%	11/15/2044	173,069	171,489
WFRBS COMMERCIAL TRUST 2012	1.829%	11/15/2045	1,126,671	1,117,266
WFRBS COMMERCIAL TRUST 2013	1.964%	5/15/2045	616,997	608,322
FHLMC MULTIFAMILY STRUCTURED PASS THROUG	FLOATING	4/25/2021	519,796	515,721
Total Commercial Mortgage-Backed Bonds				**$ 11,149,866**
TOTAL SEIX INTERMEDIATE BOND FUND				**$ 208,065,329**

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
WADDELL & REED LARGE CAP GROWTH FUND			
Common Stock			
ADOBE SYSTEMS INC	Common Stock	64,960	$ 6,102,342
ALEXION PHARMACEUTICALS INC	Common Stock	15,110	2,882,232
ALLERGAN PLC	Common Stock	29,367	9,177,187
ALLIANCE DATA SYSTEMS CORP	Common Stock	9,390	2,596,992
ALPHABET INC	Common Stock	9,243	7,191,146
ALPHABET INC	Common Stock	7,655	5,809,226
AMAZON .COM INC	Common Stock	14,310	9,671,986
AMGEN INC	Common Stock	14,664	2,380,407
APPLE INC	Common Stock	79,180	8,334,487
APPLIED MATERIALS INC	Common Stock	60,200	1,123,934
AUTOZONE INC	Common Stock	4,220	3,130,860
BIOGEN INC	Common Stock	13,429	4,113,974
BOEING CO	Common Stock	38,110	5,510,325
BRISTOL-MYERS SQUIBB CO	Common Stock	87,010	5,985,418
CANADIAN PACIFIC RAILWAY LTD	Common Stock	32,940	4,203,144
CELGENE CORP	Common Stock	78,680	9,422,717
CHARLES SCHWAB CORP	Common Stock	126,320	4,159,718
CME GROUP INC	Common Stock	39,530	3,581,418
COGNIZANT TECHNOLOGY SOLUTIONS CORP	Common Stock	89,160	5,351,383
COMCAST CORP	Common Stock	80,790	4,558,980
DANAHER CORP	Common Stock	19,550	1,815,804
EOG RESOURCES INC	Common Stock	24,500	1,734,355
ESTEE LAUDER COS INC	Common Stock	13,310	1,172,079
FACEBOOK INC	Common Stock	81,680	8,548,629
GILEAD SCIENCES INC	Common Stock	69,390	7,021,574
HCA HOLDINGS INC	Common Stock	52,780	3,569,511
HILTON WORLDWIDE HOLDINGS INC	Common Stock	105,740	2,262,836
HOME DEPOT INC	Common Stock	78,070	10,324,758
L BRANDS INC	Common Stock	30,280	2,901,430
LAM RESEARCH CORP	Common Stock	47,550	3,776,421
LAS VEGAS SANDS CORP	Common Stock	22,540	988,154
LINKEDIN CORP	Common Stock	14,660	3,299,673
LOCKHEED MARTIN CORP	Common Stock	14,680	3,187,762
MASTERCARD INC	Common Stock	109,100	10,621,976
MCDONALDS CORP	Common Stock	31,782	3,754,725
MICROSOFT CORP	Common Stock	137,420	7,624,062
NIKE INC	Common Stock	62,400	3,900,000
NORTEL NETWORKS CORP	Common Stock	2	—
NXP SEMICONDUCTORS NV	Common Stock	53,180	4,480,415
O'REILLY AUTOMOTIVE INC	Common Stock	15,160	3,841,847
PHILIP MORRIS INTERNATIONAL INC	Common Stock	28,920	2,542,357
PPG INDUSTRIES INC	Common Stock	23,600	2,332,152
PRICELINE GROUP INC	Common Stock	1,720	2,192,914
SBA COMMUNICATIONS CORP	Common Stock	19,680	2,067,778
STARBUCKS CORP	Common Stock	78,630	4,720,159

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
WADDELL & REED LARGE CAP GROWTH FUND (Con't)			
Common Stock (Con't)			
ULTA SALON COSMETICS & FRAGRANCE INC	Common Stock	25,880	$ 4,787,800
UNDER ARMOUR INC	Common Stock	14,910	1,201,895
UNION PACIFIC CORP	Common Stock	58,294	4,558,591
VERTEX PHARMACEUTICALS INC	Common Stock	22,840	2,873,957
VISA INC	Common Stock	133,654	10,364,868
WALT DISNEY CO	Common Stock	26,840	2,820,347
ANHEUSER BUSCH INBEV	Common Stock	21,140	2,642,500
SHIRE PLC	Common Stock	19,130	3,921,650
Total Common Stock			**$ 237,140,855**
REIT			
AMERICAN TOWER CORP	REIT	32,960	$ 3,195,472
Total REIT			**$ 3,195,472**
Short-Term Investment Fund			
*J.P. Morgan U.S. Government Short-Term Investment Fund	Money Market	2,985,757	$ 2,985,757
Total Short-Term Investment Fund			**$ 2,985,757**
TOTAL WADDELL & REED LARGE CAP GROWTH FUND			**$ 243,322,084**
COLUMBIA DIVIDEND VALUE FUND			
Common Stock			
ABBVIE INC	Common Stock	25,480	$ 1,509,435
ACE LTD	Common Stock	40,000	4,674,000
ACTIVISION BLIZZARD INC	Common Stock	80,800	3,127,768
ALTRIA GROUP INC	Common Stock	106,850	6,219,738
AMERICAN ELECTRIC POWER CO INC	Common Stock	33,275	1,938,934
AMGEN INC	Common Stock	10,040	1,629,793
APPLE INC	Common Stock	80,380	8,460,799
*AUTOMATIC DATA PROCESSING INC	Common Stock	45,800	3,880,176
BLACKROCK INC	Common Stock	15,000	5,107,800
BOEING CO	Common Stock	21,600	3,123,144
BRISTOL-MYERS SQUIBB CO	Common Stock	70,120	4,823,555
CHEVRON CORP	Common Stock	36,770	3,307,829
CHUBB CORP	Common Stock	26,400	3,501,696
CISCO SYSTEMS INC	Common Stock	190,000	5,159,450
CME GROUP INC	Common Stock	36,450	3,302,370
CMS ENERGY CORP	Common Stock	59,650	2,152,172

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
COLUMBIA DIVIDEND VALUE FUND (Con't)			
Common Stock (Con't)			
COCA-COLA ENTERPRISES INC	Common Stock	45,500	$ 2,240,420
COMCAST CORP	Common Stock	124,000	6,997,320
CVS HEALTH CORP	Common Stock	69,750	6,819,457
DOMINION RESOURCES INC	Common Stock	26,500	1,792,460
DOVER CORP	Common Stock	26,850	1,646,173
EASTMAN CHEMICAL CO	Common Stock	22,834	1,541,523
EVERSOURCE ENERGY	Common Stock	39,200	2,001,944
EXXON MOBIL CORP	Common Stock	125,010	9,744,530
GENERAL DYNAMICS CORP	Common Stock	31,080	4,269,149
GENERAL ELECTRIC CO	Common Stock	233,500	7,273,525
GENERAL MILLS INC	Common Stock	60,310	3,477,475
GENUINE PARTS CO	Common Stock	21,550	1,850,929
GILEAD SCIENCES INC	Common Stock	40,000	4,047,600
HOME DEPOT INC	Common Stock	62,800	8,305,300
HONEYWELL INTERNATIONAL INC	Common Stock	68,170	7,060,367
INTEL CORP	Common Stock	104,000	3,582,800
JOHNSON & JOHNSON	Common Stock	98,670	10,135,382
*JPMORGAN CHASE & CO	Common Stock	142,000	9,376,260
KIMBERLY-CLARK CORP	Common Stock	24,000	3,055,200
KLA TENCOR CORP	Common Stock	23,870	1,655,385
LOCKHEED MARTIN CORP	Common Stock	24,530	5,326,689
LYONDELLBASELL INDUSTRIES	Common Stock	17,725	1,540,302
MARSH & MCLELLAN COS INC	Common Stock	80,200	4,447,090
MCDONALD'S CORP	Common Stock	25,000	2,953,500
MEDTRONIC INC	Common Stock	20,560	1,581,475
MERCK & CO INC	Common Stock	155,480	8,212,454
MICROCHIP TECHNOLOGY INC	Common Stock	18,425	857,500
MICROSOFT CORP	Common Stock	250,000	13,870,000
NEXTERA ENERGY INC	Common Stock	19,625	2,038,841
NORTHERN TRUST CORP	Common Stock	50,090	3,610,988
OCCIDENTAL PETROLEUM CORP	Common Stock	44,000	2,974,840
PARKER-HANNIFIN CORP	Common Stock	21,500	2,085,070
PEPSICO INC	Common Stock	50,450	5,040,964
PFIZER INC	Common Stock	226,020	7,295,926
PG&E CORP	Common Stock	31,200	1,659,528
PHILIP MORRIS INTERNATIONAL INC	Common Stock	82,500	7,252,575

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
COLUMBIA DIVIDEND VALUE FUND (Con't)			
Common Stock (Con't)			
PNC FINANCIAL SERVICES GROUP	Common Stock	49,630	$ 4,730,235
PROCTER & GAMBLE CO	Common Stock	64,000	5,082,240
SCHLUMBERGER LTD	Common Stock	70,320	4,904,820
SEMPRA ENERGY	Common Stock	16,175	1,520,612
SHERWIN-WILLIAMS CO	Common Stock	8,785	2,280,586
SONOCO PRODUCTS CO	Common Stock	43,056	1,759,699
T ROWE PRICE GROUP INC	Common Stock	26,275	1,878,400
TEXAS INSTRUMENTS INC	Common Stock	60,000	3,288,600
TIME WARNER INC	Common Stock	52,000	3,362,840
TJX COS INC	Common Stock	27,815	1,972,362
UNITED PARCEL SERVICE INC	Common Stock	52,300	5,032,829
US BANCORP	Common Stock	80,850	3,449,870
VALERO ENERGY CORP	Common Stock	40,240	2,845,370
VERIZON COMMUNICATIONS INC	Common Stock	150,800	6,969,976
VF CORP	Common Stock	24,970	1,554,383
WAL-MART STORES INC	Common Stock	23,120	1,417,256
WASTE MANAGEMENT INC	Common Stock	50,600	2,700,522
WEC ENERGY GROUP INC	Common Stock	38,825	1,992,111
WELLS FARGO & CO	Common Stock	160,000	8,697,600
AVALONBAY COMMUNITIES INC	Common Stock	10,000	1,841,300
CROWN CASTLE INTERNATIONAL CORP	Common Stock	10,000	864,500
DUKE REALTY CORP	Common Stock	43,450	913,319
ESSEX PROPERTY TRUST INC	Common Stock	4,200	1,005,522
PUBLIC STORAGE	Common Stock	17,240	4,270,348
SIMON PROPERTY GROUP INC	Common Stock	10,875	2,114,535
Total Common Stock			**$ 305,989,435**
Investment Companies			
Mutual Funds			
SPIDER S&P 500 ETF TRUST	Mutual Funds	24,400	$ 4,974,916
Total Investment Companies			**$ 4,974,916**
TOTAL COLUMBIA DIVIDEND VALUE FUND			**$ 310,964,351**

(Continued)

AUTOMATIC DATA PROCESSING, INC. **Plan Number 002**

RETIREMENT AND SAVINGS PLAN **Plan Sponsor EIN 22-1467904**

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
Retirement Income			
*JPMORGAN SMARTRETIREMENT CIT INCOME FUND	Commingled Trust	9,909,863	$ 151,224,515
Retirement 2020			
*JPMORGAN SMARTRETIREMENT CIT 2020 FUND	Commingled Trust	16,978,778	$ 261,473,176
Retirement 2025			
*JPMORGAN SMARTRETIREMENT CIT 2025 FUND	Commingled Trust	6,155,765	$ 95,352,794
Retirement 2030			
*JPMORGAN SMARTRETIREMENT CIT 2030 FUND	Commingled Trust	20,522,464	$ 319,739,991
Retirement 2035			
*JPMORGAN SMARTRETIREMENT CIT 2035 FUND	Commingled Trust	3,833,557	$ 59,956,834
Retirement 2040			
*JPMORGAN SMARTRETIREMENT CIT 2040 FUND	Commingled Trust	16,561,045	$ 259,842,793
Retirement 2045			
*JPMORGAN SMARTRETIREMENT CIT 2045 FUND	Commingled Trust	1,114,774	$ 17,490,804
Retirement 2050			
*JPMORGAN SMARTRETIREMENT CIT 2050 FUND	Commingled Trust	1,119,250	$ 17,561,025
Retirement 2055			
*JPMORGAN SMARTRETIREMENT CIT 2055 FUND	Commingled Trust	287,459	$ 4,510,226
S&P 500 Index Fund			
NORTHERN TRUST S&P 500 INDEX FUND	Commingled Trust	2,408,005	$ 418,631,717
Money Market Fund			
GOLDMAN SACHS FINANCIAL SQUARE GOVERNMENT FUND	Money Market	205,929,253	$ 205,929,253
FIAM Select International Plus Commingled Pool			
FIAM SELECT INTERNATIONAL PLUS COMMINGLED POOL	Commingled Trust	17,088,894	$ 214,294,732
Voya Small Cap Growth Fund			
VOYA SMALL CAP GROWTH FUND	Commingled Trust	15,864,894	$ 251,182,273
American Century Global Growth Fund			
AMERICAN CENTURY GLOBAL GROWTH FUND	Commingled Trust	751,137	$ 7,676,623
NT Extended Equity Market Index Fund			
NT EXTENDED EQUITY MARKET INDEX FUND	Commingled Trust	115,526	$ 19,437,241
NT ACWI EX-US Index Fund			
NT ACWI EX-US INDEX FUND	Commingled Trust	105,634	$ 12,924,301

(Continued)

AUTOMATIC DATA PROCESSING, INC. **Plan Number 002**

RETIREMENT AND SAVINGS PLAN **Plan Sponsor EIN 22-1467904**

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares		Current Value
NT Aggregate Bond Index Fund				
NT AGGREGATE BOND INDEX FUND	Commingled Trust	150,288	**$**	**18,777,007**
Total Investment Funds			**$**	**3,288,109,060**
***Participant loans -**				
Original loan amounts ranging from $1,000 to $50,000				
with interest rates ranging from 4.25% to 10.5% collateralized				
by the participant's vested interest in the account balance.				
The loan maturity dates range from 2016 to 2021			**$**	**77,636,416**
TOTAL			**$**	**3,365,745,476**

(Concluded)

*Permitted party-in-interest

Cost information is not required for participant directed investments and is therefore not included.

See Independent Auditor's Report.

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND			
Common Stock			
ACTUANT CORP	Common Stock	39,964 $	957,537
AEGEAN MARINE PETROLEUM NETWORK INC	Common Stock	66,600	556,776
ALBANY INTERNATIONAL CORP	Common Stock	35,767	1,307,284
ALLETE INC	Common Stock	18,940	962,720
ALLIED WORLD ASSURANCE CO HOLDINGS AG CO	Common Stock	110,178	4,097,520
AMN HEALTHCARE SERVICES INC	Common Stock	63,833	1,982,015
ARDMORE SHIPPING CORP	Common Stock	102,413	1,302,693
ATLAS FINANCIAL HOLDINGS INC	Common Stock	64,186	1,277,301
AVG TECHNOLOGIES NV	Common Stock	51,147	1,025,497
BABCOCK & WILCOX ENTERPRSISES INC	Common Stock	68,190	1,423,125
BANK OF THE OZARKS INC	Common Stock	40,891	2,022,469
BANKUNITED INC	Common Stock	91,216	3,289,249
BERRY PLASTICS GROUP INC	Common Stock	88,930	3,217,487
BOSTON PRIVATE FINANCIAL HOLDINGS INC	Common Stock	151,466	1,717,624
BRINK'S CO	Common Stock	45,909	1,324,934
BROADSOFT INC	Common Stock	72,605	2,567,313
CAPITOL BANK FINANCIAL CORP	Common Stock	95,900	3,066,882
CARRIZO OIL & GAS INC	Common Stock	23,137	684,393
CAVCO INDUSTRIES INC	Common Stock	13,700	1,141,347
CDI CORP	Common Stock	52,595	355,542
CENTURY COMMUNITIES INC COMMON STOCK	Common Stock	82,637	1,463,501
CLEAN HARBORS INC	Common Stock	59,426	2,475,093
CLUBCORP HOLDINGS INC COMMON STOCK	Common Stock	211,828	3,870,098
COMPASS MINERALS INTERNATIONAL INC	Common Stock	22,772	1,714,048
CONTINENTAL BUILDING PRODUCTS INC COMMON	Common Stock	90,208	1,575,032
CSW INDUSTRIALS INC	Common Stock	41,827	1,575,623
CUBIC CORP	Common Stock	32,488	1,535,058
CULLEN / FROST BANKERS INC	Common Stock	34,038	2,042,280
CULP INC	Common Stock	47,318	1,205,190
CYPRESS SEMICONDUCTOR CORP	Common Stock	198,575	1,948,021
DELEK US HOLDINGS INC	Common Stock	21,065	518,199

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)			
Common Stock (Con't)			
DESTINATION MATERNITY CORP	Common Stock	58,088	$ 506,527
DRIL-QUIP INC	Common Stock	22,097	1,308,805
DXP ENTERPRISES INC	Common Stock	52,851	1,205,003
DYNAMIC MATERIALS CORP	Common Stock	71,995	503,245
EAGLE BANCORP INC	Common Stock	27,245	1,375,055
EL PASO ELECTRIC CO	Common Stock	15,155	583,468
ENDURANCE SPECIALTY HLDGS LTD	Common Stock	47,876	3,063,585
ENPRO INDUSTRIES INC	Common Stock	32,641	1,430,981
ENTERCOM COMMUNICATIONS CORP	Common Stock	68,943	774,230
ENTRAVISION COMMUNICATIONS CORP	Common Stock	417,925	3,222,202
EURONAV NV	Common Stock	58,997	808,849
EVERTEC INC	Common Stock	207,828	3,479,041
EXAR CORP	Common Stock	224,030	1,373,304
FCB FINANCIAL HOLDINGS INC	Common Stock	51,671	1,849,305
FIRST FINANCIAL BANKSHARES INC	Common Stock	72,097	2,175,166
FIRST NBC BANK HLDGS CO	Common Stock	11,441	427,779
FORUM ENERGY TECHNOLOGIES INC	Common Stock	110,758	1,380,045
FRESH MARKET INC	Common Stock	57,824	1,354,238
GLOBAL BRASS & COPPER HLDGS INC	Common Stock	34,493	734,701
GRAHAM CORP	Common Stock	72,175	1,213,984
GRAPHIC PACKAGING HOLDING CO	Common Stock	250,268	3,210,938
GREAT LAKES DREDGE & DOCK CORP NEW	Common Stock	75,976	300,865
HAEMONETICS CORP	Common Stock	63,539	2,048,497
HANGER INC	Common Stock	50,340	828,093
HOME BANCSHARES INC	Common Stock	47,468	1,923,403
INFINITY PROPERTY & CASUALTY CORP	Common Stock	8,013	658,909
INGRAM MICRO INC	Common Stock	36,765	1,116,921
INNERWORKINGS INC	Common Stock	168,997	1,267,478
INNOPHOS HOLDINGS INC	Common Stock	42,114	1,220,464
INNOSPEC INC	Common Stock	37,758	2,050,637
INVENTURE FOODS INC	Common Stock	114,288	811,445
JAMES RIVER GROUP HOLDINGS LTD	Common Stock	26,175	877,910
KAPSTONE PAPER & PACKAGING CORP	Common Stock	110,766	2,502,204
KFORCE INC	Common Stock	22,956	580,328
KULICKE & SOFFA INDUSTRIES INC	Common Stock	132,735	1,549,017

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)			
Common Stock (Con't)			
LEGACYTEXAS FINANCIAL GROUP INC	Common Stock	99,653	$ 2,493,318
LIFEPOINT HEALTH INC	Common Stock	15,500	1,137,700
MALIBU BOATS INC COMMON STOCK	Common Stock	77,904	1,275,288
MARINEMAX INC	Common Stock	46,600	858,372
MARTEN TRANSPORT	Common Stock	33,427	591,658
MATRIX SERVICE CO	Common Stock	42,586	874,716
MCBC HOLDINGS INC	Common Stock	43,896	601,375
MENTOR GRAPHICS CORP	Common Stock	163,899	3,019,020
MINERALS TECHNOLOGIES INC	Common Stock	47,406	2,174,039
MSC INDUSTRIAL DIRECT CO INC	Common Stock	33,609	1,891,178
MULTI PACKAGING SOLUTIONS INTERNATIONAL	Common Stock	164,292	2,850,466
MULTI-COLOR CORP	Common Stock	51,517	3,081,232
NCI BUILDING SYSTEMS INC	Common Stock	56,648	703,002
NEXSTAR BROADCASTING GROUP INC	Common Stock	26,108	1,532,540
ON ASSIGNMENT INC	Common Stock	40,942	1,840,343
PDC ENERGY INC	Common Stock	8,640	461,203
PEAK RESORTS INC	Common Stock	57,920	348,099
PENSKE AUTOMOTIVE GROUP INC	Common Stock	43,271	1,832,094
PGT INC	Common Stock	114,352	1,302,469
PHARMERICA CORP	Common Stock	34,318	1,201,130
POLYCOM INC	Common Stock	52,947	666,603
PROVIDENCE SERVICE CORP	Common Stock	19,925	934,881
RAVEN INDUSTRIES INC	Common Stock	81,112	1,265,347
RED ROBIN GOURMET BURGERS INC	Common Stock	33,236	2,051,991
SCORPIO TANKERS INC	Common Stock	87,100	698,542
SEMTECH CORP	Common Stock	85,734	1,622,087
SERVISFIRST BANCSHARES INC COMMON STOCK	Common Stock	9,905	470,785
SILICON GRAPHICS INTERNATIONAL CORP	Common Stock	226,505	1,336,380
SOUTH JERSEY INDUSTRIES INC	Common Stock	21,380	502,858
SOUTHSIDE BANCSHARES INC	Common Stock	97,589	2,344,088
STONERIDGE INC	Common Stock	27,243	403,196
TEXAS CAPITAL BANCSHARES INC	Common Stock	53,067	2,622,571
TOWER INTERNATIONAL INC	Common Stock	42,228	1,206,454
TOWNSQUARE MEDIA INC	Common Stock	36,872	440,989
TUPPERWARE BRANDS CORP	Common Stock	11,098	617,604
UMB FINANCIAL CORP	Common Stock	89,044	4,144,998
UTAH MEDICAL PRODUCTS INC	Common Stock	22,900	1,340,566
VALIDUS HOLDINGS LTD	Common Stock	45,944	2,126,748

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)			
Common Stock (Con't)			
VALLEY NATIONAL BANCORP	Common Stock	77,132	$ 759,750
VALMONT INDUSTRIES INC	Common Stock	22,701	2,406,760
VERIFONE SYSTEMS INC	Common Stock	120,451	3,375,037
Total Common Stock			**$ 165,325,950**
REIT			
APOLLO COMMERCIAL REAL ESTATE FINANCE IN	REIT	33,061	$ 569,641
ARMADA HOFFLER PROPERTIES INC	REIT	99,848	1,046,407
BLACKSTONE MORTGAGE TRUST INC	REIT	27,288	730,227
CAMPUS CREST COMMUNITIES INC	REIT	149,778	1,018,490
CBL & ASSOCIATES PROPERTIES INC	REIT	34,542	427,285
CHATHAM LODGING TRUST	REIT	42,211	864,481
DIAMONDROCK HOSPITALITY CO	REIT	36,639	353,566
EASTERLY GOVERNMENT PROPERTIES INC	REIT	33,241	571,080
EPR PROPERTIES	REIT	10,929	638,800
HATTERAS FINANCIAL CORP	REIT	40,200	528,630
HEALTHCARE REALTY TRUST INC	REIT	14,644	414,718
KITE REALTY GROUP TRUST	REIT	86,975	2,255,262
LEXINGTON REALTY TRUST	REIT	137,771	1,102,168
MEDICAL PROPERTIES TRUST INC	REIT	75,344	867,209
MFA FINANCIAL INC	REIT	64,130	423,258
NEW RESIDENTIAL INVESTMENT CORP	REIT	32,858	399,553
OUTFRONT MEDIA INC	REIT	61,866	1,350,539
PENNYMAC MORTGAGE INVESTMENT TRUST	REIT	41,198	628,682
REXFORD INDUSTRIAL REALTY INC	REIT	27,920	456,771
RLJ LODGING TRUST	REIT	24,082	520,894
ROUSE PROPERTIES INC	REIT	57,876	842,675
SABRA HEALTH CARE REIT INC	REIT	25,853	523,013
SUMMIT HOTEL PROPERTIES INC	REIT	72,500	866,375
SUNSTONE HOTEL INVESTORS INC	REIT	28,118	351,194
TWO HARBORS INVESTMENT CORP	REIT	131,861	1,068,074
URSTADT BIDDLE PROPERTIES INC	REIT	52,513	1,010,350
WASHINGTON REAL ESTATE INVESTMENT TRUST	REIT	19,714	533,461
Total REIT			**$ 20,362,803**

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares		Current Value
AMERICAN CENTURY SMALL CAP VALUE FUND (Con't)				
Investment Companies				
Mutual Funds				
ISHARES TRUST RUSSELL 2000 VALUE ETF ETP	Mutual Funds	10,294	$	947,151
Total Investment Companies			**$**	**947,151**
Limited Partnership				
ARES MANAGEMENT LP MLP	Limited Partnership	103,566	$	1,339,108
COMPASS DIVERSIFIED HLDGS SHS OF BENEFIC	Limited Partnership	111,830		1,776,979
Total Limited Partnership			**$**	**3,116,087**
TOTAL AMERICAN CENTURY SMALL CAP VALUE FUND			**$**	**189,751,991**

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Rate of Interest	Maturity Date	Par Value	Current Value
SEIX INTERMEDIATE BOND FUND				
Government Bonds				
UNITED STATES OF AMERICA NOTES	0.38%	2/15/2016	$ 3,944,904	$ 3,944,000
UNITED STATES OF AMERICA NOTES	0.63%	9/30/2017	35,446,231	35,321,090
UNITED STATES OF AMERICA NOTES	0.88%	2/28/2017	11,075,576	11,069,326
UNITED STATES OF AMERICA NOTES	1.25%	10/31/2018	6,136,528	6,076,445
UNITED STATES OF AMERICA NOTES	1.38%	2/29/2020	21,340,183	21,264,956
UNITED STATES OF AMERICA NOTES	1.50%	10/31/2019	22,145,616	22,044,894
UNITED STATES OF AMERICA NOTES	1.75%	5/15/2023	5,599,592	5,548,399
UNITED STATES OF AMERICA NOTES	2.25%	11/15/2025	20,747,741	20,754,676
Total Government Bonds				**$ 126,023,786**
Mortgage-Backed Security Bonds				
GNMA I MORTPASS	3.50%	8/15/2045	$ 208,012	$ 207,456
GNMA I MORTPASS	3.50%	8/15/2045	352,912	353,571
GNMA I MORTPASS	3.50%	7/15/2045	228,996	228,297
GNMA I MORTPASS	4.00%	8/15/2045	78,369	78,280
GNMA I MORTPASS	4.00%	8/15/2045	1,217,553	1,213,980
GNMA I MORTPASS	4.00%	12/15/2041	292,752	292,826
GNMA I MORTPASS	4.00%	7/15/2045	500,141	499,416
GNMA I MORTPASS	4.00%	7/15/2045	78,228	78,138
GNMA I MORTPASS	4.00%	6/15/2045	246,292	246,260
GNMA I MORTPASS	4.00%	6/15/2045	133,471	132,604
GNMA I MORTPASS	4.00%	5/15/2045	432,180	431,565
GNMA I MORTPASS	4.00%	5/15/2045	543,512	539,866
GNMA I MORTPASS	4.00%	11/15/2045	1,016,610	1,020,323
GNMA I MORTPASS	4.00%	10/15/2045	255,044	254,694
GNMA II MORTPASS	4.00%	3/20/2039	101,743	102,075
GNMA II MORTPASS	5.00%	2/20/2040	218,188	220,959
GNMA II MORTPASS	5.00%	3/20/2045	1,197,807	1,197,853
FHLMC MORTPASS ARM	FLOATING	10/1/2043	521,666	524,291
FHLMCGLD MORTPASS	3.50%	12/1/2032	286,013	298,428
FHLMCGLD MORTPASS	3.50%	7/1/2034	854,706	852,815
FHLMCGLD MORTPASS	3.00%	7/1/2042	462,703	460,197
FHLMCGLD MORTPASS	4.50%	7/1/2039	245,572	249,681
FHLMCGLD MORTPASS	4.50%	6/1/2039	156,986	156,835
FHLMCGLD MORTPASS	4.50%	3/1/2044	398,222	397,331
FHLMCGLD MORTPASS	4.00%	4/1/2039	433,154	442,566
FHLMCGLD MORTPASS	4.00%	10/1/2039	337,244	342,238
FHLMCGLD MORTPASS	4.00%	9/1/2025	87,982	91,598
FHLMCGLD MORTPASS	5.50%	4/1/2038	230,573	242,328
FHLMCGLD MORTPASS	5.00%	4/1/2041	120,395	123,034
FHLMCGLD MORTPASS	5.00%	2/1/2034	302,560	311,656
FHLMCGLD MORTPASS	5.00%	2/1/2038	360,668	370,505
FHLMCGLD MORTPASS	5.00%	7/1/2033	222,220	231,018
FHLMCGLD MORTPASS	5.00%	7/1/2040	326,700	336,787
FNMA MORTPASS ARM	FLOATING	2/1/2045	703,856	698,995
FNMA MORTPASS	2.46%	12/1/2020	882,029	870,059
FNMA MORTPASS	2.72%	12/1/2021	359,513	354,480

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Rate of Interest	Maturity Date	Par Value	Current Value
SEIX INTERMEDIATE BOND FUND (Con't)				
Mortgage-Backed Security Bonds (Con't)				
FNMA MORTPASS	2.98%	2/1/2025	$ 538,400	$ 529,401
FNMA MORTPASS	3.32%	12/1/2021	926,037	908,558
FNMA MORTPASS	3.37%	11/1/2025	558,298	555,116
FNMA MORTPASS	3.50%	1/1/2040	695,425	694,439
FNMA MORTPASS	3.50%	1/1/2041	175,636	176,191
FNMA MORTPASS	3.50%	1/1/2042	1,331,300	1,330,781
FNMA MORTPASS	3.50%	6/1/2043	354,807	355,800
FNMA MORTPASS	3.50%	5/1/2042	207,941	207,870
FNMA MORTPASS	3.50%	11/1/2041	101,898	102,138
FNMA MORTPASS	3.50%	10/1/2032	201,244	209,943
FNMA MORTPASS	3.50%	10/1/2040	119,865	119,349
FNMA MORTPASS	3.50%	10/1/2042	361,303	361,717
FNMA MORTPASS	3.50%	9/1/2040	2,612,234	2,600,529
FNMA MORTPASS	3.00%	4/1/2042	789,781	800,309
FNMA MORTPASS	3.00%	4/1/2043	123,075	122,211
FNMA MORTPASS	4.50%	8/1/2044	100,070	99,506
FNMA MORTPASS	4.50%	2/1/2040	53,580	55,751
FNMA MORTPASS	4.50%	7/1/2041	263,090	263,616
FNMA MORTPASS	4.50%	10/1/2045	530,260	529,322
FNMA MORTPASS	4.00%	2/1/2041	319,109	325,796
FNMA MORTPASS	4.00%	1/1/2040	1,018,396	1,040,234
FNMA MORTPASS	4.00%	1/1/2044	182,586	183,253
FNMA MORTPASS	4.00%	11/1/2040	187,738	191,080
FNMA MORTPASS	4.00%	11/1/2040	184,528	187,902
FNMA MORTPASS	6.00%	4/1/2036	329,983	345,667
FNMA MORTPASS	6.00%	3/1/2037	343,876	351,778
Total Mortgage-Backed Security Bonds				**$ 27,101,262**
Corporate Bonds				
JAPAN TOBACCO INC	2.10%	7/23/2018	$ 455,745	$ 455,640
MASSMUTUAL GLOBAL FUNDING II	2.00%	4/5/2017	444,260	447,078
ROCHE HOLDINGS INC	2.25%	9/30/2019	906,010	911,735
SCHLUMBERGER HOLDINGS CORP	3.00%	12/21/2020	296,337	293,163
SCHLUMBERGER HOLDINGS CORP	4.00%	12/21/2025	583,623	576,279
SCHLUMBERGER INVESTMENT SA	3.30%	9/14/2021	455,582	455,925
TSMC GLOBAL LTD	1.63%	4/3/2018	416,872	408,712
ACE INA HOLDINGS INC	2.88%	11/3/2022	305,624	303,678
ANALOG DEVICES INC	3.90%	12/15/2025	992,709	1,001,483

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Rate of Interest	Maturity Date	Par Value	Current Value
SEIX INTERMEDIATE BOND FUND (Con't)				
Corporate Bonds (con't)				
APPLE INC	3.200%	5/13/2025	$ 496,505	$ 496,943
ASTRAZENECA	1.950%	9/18/2019	2,281,222	2,296,370
BANK OF AMERICA NA	1.750%	6/5/2018	798,440	793,863
BHP BILLITON FINANCE USA LTD	3.850%	9/30/2023	513,347	471,515
BP CAPITAL MARKETS	2.250%	11/1/2016	522,157	525,499
CISCO SYSTEMS INC	2.125%	3/1/2019	341,846	344,935
CISCO SYSTEMS INC	5.500%	2/22/2016	1,458,893	1,466,288
COMCAST CORP	3.375%	2/15/2025	1,200,083	1,212,076
COMMONWEALTH EDISON	4.000%	8/1/2020	1,382,997	1,372,451
EXXON MOBIL CORP	1.912%	3/6/2020	392,000	388,723
GENERAL ELECTRIC CAPITAL CORP	3.450%	5/15/2024	868,148	869,449
GENERAL ELECTRIC CO	5.250%	12/6/2017	616,032	657,693
GENERAL ELECTRIC CO	2.700%	10/9/2022	473,301	475,996
GILEAD SCIENCES INC	3.500%	2/1/2025	388,676	392,244
HARLEY-DAVIDSON FINANCIAL SERVICES INC	2.150%	2/26/2020	188,638	185,440
HOME DEPOT INC	2.625%	6/1/2022	232,215	232,757
HOWARD HUGHES MEDICAL INSTITUTE	3.500%	9/1/2023	380,118	395,679
ING BANK NV	1.800%	3/16/2018	205,769	205,478
INTEL CORP	1.950%	10/1/2016	321,516	323,003
INTEL CORP	2.700%	12/15/2022	1,047,087	1,052,646
INTEL CORP	3.700%	7/29/2025	469,330	486,147
INTERNATIONAL BUSINESS MACHINES CORP	1.250%	2/6/2017	1,511,229	1,518,871
*JPMORGAN CHASE & CO	1.625%	5/15/2018	971,239	972,728
LLOYDS BANK PLC	2.700%	8/17/2020	263,864	265,865
MEDTRONIC INC	3.500%	3/15/2025	626,581	637,163
MIDAMERICAN ENERGY CO	2.400%	3/15/2019	1,440,845	1,434,942
NOVARTIS SECURITIES INVESTMENT LTD	5.125%	2/10/2019	439,603	471,441
ORACLE CORP	1.200%	10/15/2017	848,241	858,455
ORACLE CORP	2.375%	1/15/2019	1,049,200	1,067,228
ORACLE CORP	2.950%	5/15/2025	1,266,577	1,239,170
PFIZER INC	3.000%	6/15/2023	2,269,220	2,358,239
SHELL INTERNATIONAL FINANCE BV	3.250%	5/11/2025	462,678	452,852
TD AMERITRADE HOLDING CORP	2.950%	4/1/2022	245,555	243,673
UBS AG / STAMFORD CT	2.375%	8/14/2019	666,210	666,220
US BANCORP	3.600%	9/11/2024	569,968	580,247
US BANK NA / CINCINNATI OH	1.100%	1/30/2017	595,967	595,139
WAL-MART STORES INC	1.125%	4/11/2018	1,082,482	1,080,471

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Rate of Interest	Maturity Date	Par Value	Current Value
SEIX INTERMEDIATE BOND FUND (Con't)				
Corporate Bonds (con't)				
WAL-MART STORES INC	1.950%	12/15/2018	$ 2,294,530	$ 2,330,043
WELLS FARGO & CO	3.300%	9/9/2024	638,499	636,685
3M CO	1.375%	9/29/2016	322,012	322,823
Total Corporate Bonds				**$ 37,231,143**
ASSET BACKED				
BA CREDIT CARD TRUST 2015	FLOATING	6/15/2020	$ 1,925,000	$ 1,921,233
BARCLAYS DRYROCK ISSUANCE TRUST 2014	2.410%	7/15/2022	900,188	907,278
CABELA'S CREDIT CARD MASTER NOTE TRUST	2.260%	3/15/2023	924,790	918,045
CAPITAL ONE MULTI-ASSET EXECUTION TRUST	1.390%	1/15/2021	1,784,778	1,774,900
AMERICAN AIRLINES 2013-2 CLASS A PASS TH	4.950%	7/15/2024	746,465	735,920
CENTERPOINT ENERGY RESTORATION BOND CO L	3.460%	8/15/2019	303,026	301,896
Total Asset Backed				**$ 6,559,272**
Commercial Mortgage-Backed Bonds				
GS MORTGAGE SECURITIES CORP II	2.954%	11/5/2034	$ 696,772	$ 688,148
GS MORTGAGE SECURITIES CORP TRUST	3.551%	4/10/2034	1,039,599	1,027,726
*JP MORGAN CHASE COMMERCIAL MORTGAGE SECU	3.615%	11/15/2043	998,016	971,031
*JP MORGAN CHASE COMMERCIAL MORTGAGE SECU	4.069%	11/15/2043	1,146,518	1,145,296
MORGAN STANLY CAP I TR 2014	3.350%	7/13/2029	2,934,284	2,864,480
OBP DEPOSITOR LLC TRUST 2010	4.646%	7/15/2045	1,567,481	1,540,713
WELLS FARGO COMMERCIAL MORTGAGE TRUST	3.544%	4/16/2035	510,487	499,674
WFRBS COMMERCIAL TRUST 2011	3.667%	11/15/2044	173,069	171,489
WFRBS COMMERCIAL TRUST 2012	1.829%	11/15/2045	1,126,671	1,117,266
WFRBS COMMERCIAL TRUST 2013	1.964%	5/15/2045	616,997	608,322
FHLMC MULTIFAMILY STRUCTURED PASS THROUG	FLOATING	4/25/2021	519,796	515,721
Total Commercial Mortgage-Backed Bonds				**$ 11,149,866**
TOTAL SEIX INTERMEDIATE BOND FUND				**$ 208,065,329**

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
WADDELL & REED LARGE CAP GROWTH FUND			
Common Stock			
ADOBE SYSTEMS INC	Common Stock	64,960	$ 6,102,342
ALEXION PHARMACEUTICALS INC	Common Stock	15,110	2,882,232
ALLERGAN PLC	Common Stock	29,367	9,177,187
ALLIANCE DATA SYSTEMS CORP	Common Stock	9,390	2,596,992
ALPHABET INC	Common Stock	9,243	7,191,146
ALPHABET INC	Common Stock	7,655	5,809,226
AMAZON .COM INC	Common Stock	14,310	9,671,986
AMGEN INC	Common Stock	14,664	2,380,407
APPLE INC	Common Stock	79,180	8,334,487
APPLIED MATERIALS INC	Common Stock	60,200	1,123,934
AUTOZONE INC	Common Stock	4,220	3,130,860
BIOGEN INC	Common Stock	13,429	4,113,974
BOEING CO	Common Stock	38,110	5,510,325
BRISTOL-MYERS SQUIBB CO	Common Stock	87,010	5,985,418
CANADIAN PACIFIC RAILWAY LTD	Common Stock	32,940	4,203,144
CELGENE CORP	Common Stock	78,680	9,422,717
CHARLES SCHWAB CORP	Common Stock	126,320	4,159,718
CME GROUP INC	Common Stock	39,530	3,581,418
COGNIZANT TECHNOLOGY SOLUTIONS CORP	Common Stock	89,160	5,351,383
COMCAST CORP	Common Stock	80,790	4,558,980
DANAHER CORP	Common Stock	19,550	1,815,804
EOG RESOURCES INC	Common Stock	24,500	1,734,355
ESTEE LAUDER COS INC	Common Stock	13,310	1,172,079
FACEBOOK INC	Common Stock	81,680	8,548,629
GILEAD SCIENCES INC	Common Stock	69,390	7,021,574
HCA HOLDINGS INC	Common Stock	52,780	3,569,511
HILTON WORLDWIDE HOLDINGS INC	Common Stock	105,740	2,262,836
HOME DEPOT INC	Common Stock	78,070	10,324,758
L BRANDS INC	Common Stock	30,280	2,901,430
LAM RESEARCH CORP	Common Stock	47,550	3,776,421
LAS VEGAS SANDS CORP	Common Stock	22,540	988,154
LINKEDIN CORP	Common Stock	14,660	3,299,673
LOCKHEED MARTIN CORP	Common Stock	14,680	3,187,762
MASTERCARD INC	Common Stock	109,100	10,621,976
MCDONALDS CORP	Common Stock	31,782	3,754,725
MICROSOFT CORP	Common Stock	137,420	7,624,062
NIKE INC	Common Stock	62,400	3,900,000
NORTEL NETWORKS CORP	Common Stock	2	—
NXP SEMICONDUCTORS NV	Common Stock	53,180	4,480,415
O'REILLY AUTOMOTIVE INC	Common Stock	15,160	3,841,847
PHILIP MORRIS INTERNATIONAL INC	Common Stock	28,920	2,542,357
PPG INDUSTRIES INC	Common Stock	23,600	2,332,152
PRICELINE GROUP INC	Common Stock	1,720	2,192,914
SBA COMMUNICATIONS CORP	Common Stock	19,680	2,067,778
STARBUCKS CORP	Common Stock	78,630	4,720,159

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
WADDELL & REED LARGE CAP GROWTH FUND (Con't)			
Common Stock (Con't)			
ULTA SALON COSMETICS & FRAGRANCE INC	Common Stock	25,880	$ 4,787,800
UNDER ARMOUR INC	Common Stock	14,910	1,201,895
UNION PACIFIC CORP	Common Stock	58,294	4,558,591
VERTEX PHARMACEUTICALS INC	Common Stock	22,840	2,873,957
VISA INC	Common Stock	133,654	10,364,868
WALT DISNEY CO	Common Stock	26,840	2,820,347
ANHEUSER BUSCH INBEV	Common Stock	21,140	2,642,500
SHIRE PLC	Common Stock	19,130	3,921,650
Total Common Stock			**$ 237,140,855**
REIT			
AMERICAN TOWER CORP	REIT	32,960	$ 3,195,472
Total REIT			**$ 3,195,472**
Short-Term Investment Fund			
*J.P. Morgan U.S. Government Short-Term Investment Fund	Money Market	2,985,757	$ 2,985,757
Total Short-Term Investment Fund			**$ 2,985,757**
TOTAL WADDELL & REED LARGE CAP GROWTH FUND			**$ 243,322,084**
COLUMBIA DIVIDEND VALUE FUND			
Common Stock			
ABBVIE INC	Common Stock	25,480	$ 1,509,435
ACE LTD	Common Stock	40,000	4,674,000
ACTIVISION BLIZZARD INC	Common Stock	80,800	3,127,768
ALTRIA GROUP INC	Common Stock	106,850	6,219,738
AMERICAN ELECTRIC POWER CO INC	Common Stock	33,275	1,938,934
AMGEN INC	Common Stock	10,040	1,629,793
APPLE INC	Common Stock	80,380	8,460,799
*AUTOMATIC DATA PROCESSING INC	Common Stock	45,800	3,880,176
BLACKROCK INC	Common Stock	15,000	5,107,800
BOEING CO	Common Stock	21,600	3,123,144
BRISTOL-MYERS SQUIBB CO	Common Stock	70,120	4,823,555
CHEVRON CORP	Common Stock	36,770	3,307,829
CHUBB CORP	Common Stock	26,400	3,501,696
CISCO SYSTEMS INC	Common Stock	190,000	5,159,450
CME GROUP INC	Common Stock	36,450	3,302,370
CMS ENERGY CORP	Common Stock	59,650	2,152,172

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
COLUMBIA DIVIDEND VALUE FUND (Con't)			
Common Stock (Con't)			
COCA-COLA ENTERPRISES INC	Common Stock	45,500	$ 2,240,420
COMCAST CORP	Common Stock	124,000	6,997,320
CVS HEALTH CORP	Common Stock	69,750	6,819,457
DOMINION RESOURCES INC	Common Stock	26,500	1,792,460
DOVER CORP	Common Stock	26,850	1,646,173
EASTMAN CHEMICAL CO	Common Stock	22,834	1,541,523
EVERSOURCE ENERGY	Common Stock	39,200	2,001,944
EXXON MOBIL CORP	Common Stock	125,010	9,744,530
GENERAL DYNAMICS CORP	Common Stock	31,080	4,269,149
GENERAL ELECTRIC CO	Common Stock	233,500	7,273,525
GENERAL MILLS INC	Common Stock	60,310	3,477,475
GENUINE PARTS CO	Common Stock	21,550	1,850,929
GILEAD SCIENCES INC	Common Stock	40,000	4,047,600
HOME DEPOT INC	Common Stock	62,800	8,305,300
HONEYWELL INTERNATIONAL INC	Common Stock	68,170	7,060,367
INTEL CORP	Common Stock	104,000	3,582,800
JOHNSON & JOHNSON	Common Stock	98,670	10,135,382
*JPMORGAN CHASE & CO	Common Stock	142,000	9,376,260
KIMBERLY-CLARK CORP	Common Stock	24,000	3,055,200
KLA TENCOR CORP	Common Stock	23,870	1,655,385
LOCKHEED MARTIN CORP	Common Stock	24,530	5,326,689
LYONDELLBASELL INDUSTRIES	Common Stock	17,725	1,540,302
MARSH & MCLELLAN COS INC	Common Stock	80,200	4,447,090
MCDONALD'S CORP	Common Stock	25,000	2,953,500
MEDTRONIC INC	Common Stock	20,560	1,581,475
MERCK & CO INC	Common Stock	155,480	8,212,454
MICROCHIP TECHNOLOGY INC	Common Stock	18,425	857,500
MICROSOFT CORP	Common Stock	250,000	13,870,000
NEXTERA ENERGY INC	Common Stock	19,625	2,038,841
NORTHERN TRUST CORP	Common Stock	50,090	3,610,988
OCCIDENTAL PETROLEUM CORP	Common Stock	44,000	2,974,840
PARKER-HANNIFIN CORP	Common Stock	21,500	2,085,070
PEPSICO INC	Common Stock	50,450	5,040,964
PFIZER INC	Common Stock	226,020	7,295,926
PG&E CORP	Common Stock	31,200	1,659,528
PHILIP MORRIS INTERNATIONAL INC	Common Stock	82,500	7,252,575

(Continued)

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
COLUMBIA DIVIDEND VALUE FUND (Con't)			
Common Stock (Con't)			
PNC FINANCIAL SERVICES GROUP	Common Stock	49,630	$ 4,730,235
PROCTER & GAMBLE CO	Common Stock	64,000	5,082,240
SCHLUMBERGER LTD	Common Stock	70,320	4,904,820
SEMPRA ENERGY	Common Stock	16,175	1,520,612
SHERWIN-WILLIAMS CO	Common Stock	8,785	2,280,586
SONOCO PRODUCTS CO	Common Stock	43,056	1,759,699
T ROWE PRICE GROUP INC	Common Stock	26,275	1,878,400
TEXAS INSTRUMENTS INC	Common Stock	60,000	3,288,600
TIME WARNER INC	Common Stock	52,000	3,362,840
TJX COS INC	Common Stock	27,815	1,972,362
UNITED PARCEL SERVICE INC	Common Stock	52,300	5,032,829
US BANCORP	Common Stock	80,850	3,449,870
VALERO ENERGY CORP	Common Stock	40,240	2,845,370
VERIZON COMMUNICATIONS INC	Common Stock	150,800	6,969,976
VF CORP	Common Stock	24,970	1,554,383
WAL-MART STORES INC	Common Stock	23,120	1,417,256
WASTE MANAGEMENT INC	Common Stock	50,600	2,700,522
WEC ENERGY GROUP INC	Common Stock	38,825	1,992,111
WELLS FARGO & CO	Common Stock	160,000	8,697,600
AVALONBAY COMMUNITIES INC	Common Stock	10,000	1,841,300
CROWN CASTLE INTERNATIONAL CORP	Common Stock	10,000	864,500
DUKE REALTY CORP	Common Stock	43,450	913,319
ESSEX PROPERTY TRUST INC	Common Stock	4,200	1,005,522
PUBLIC STORAGE	Common Stock	17,240	4,270,348
SIMON PROPERTY GROUP INC	Common Stock	10,875	2,114,535
Total Common Stock			**$ 305,989,435**
Investment Companies			
Mutual Funds			
SPIDER S&P 500 ETF TRUST	Mutual Funds	24,400	$ 4,974,916
Total Investment Companies			**$ 4,974,916**
TOTAL COLUMBIA DIVIDEND VALUE FUND			**$ 310,964,351**

(Continued)

AUTOMATIC DATA PROCESSING, INC. **Plan Number 002**

RETIREMENT AND SAVINGS PLAN **Plan Sponsor EIN 22-1467904**

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares	Current Value
Retirement Income			
*JPMORGAN SMARTRETIREMENT CIT INCOME FUND	Commingled Trust	9,909,863	$ 151,224,515
Retirement 2020			
*JPMORGAN SMARTRETIREMENT CIT 2020 FUND	Commingled Trust	16,978,778	$ 261,473,176
Retirement 2025			
*JPMORGAN SMARTRETIREMENT CIT 2025 FUND	Commingled Trust	6,155,765	$ 95,352,794
Retirement 2030			
*JPMORGAN SMARTRETIREMENT CIT 2030 FUND	Commingled Trust	20,522,464	$ 319,739,991
Retirement 2035			
*JPMORGAN SMARTRETIREMENT CIT 2035 FUND	Commingled Trust	3,833,557	$ 59,956,834
Retirement 2040			
*JPMORGAN SMARTRETIREMENT CIT 2040 FUND	Commingled Trust	16,561,045	$ 259,842,793
Retirement 2045			
*JPMORGAN SMARTRETIREMENT CIT 2045 FUND	Commingled Trust	1,114,774	$ 17,490,804
Retirement 2050			
*JPMORGAN SMARTRETIREMENT CIT 2050 FUND	Commingled Trust	1,119,250	$ 17,561,025
Retirement 2055			
*JPMORGAN SMARTRETIREMENT CIT 2055 FUND	Commingled Trust	287,459	$ 4,510,226
S&P 500 Index Fund			
NORTHERN TRUST S&P 500 INDEX FUND	Commingled Trust	2,408,005	$ 418,631,717
Money Market Fund			
GOLDMAN SACHS FINANCIAL SQUARE GOVERNMENT FUND	Money Market	205,929,253	$ 205,929,253
FIAM Select International Plus Commingled Pool			
FIAM SELECT INTERNATIONAL PLUS COMMINGLED POOL	Commingled Trust	17,088,894	$ 214,294,732
Voya Small Cap Growth Fund			
VOYA SMALL CAP GROWTH FUND	Commingled Trust	15,864,894	$ 251,182,273
American Century Global Growth Fund			
AMERICAN CENTURY GLOBAL GROWTH FUND	Commingled Trust	751,137	$ 7,676,623
NT Extended Equity Market Index Fund			
NT EXTENDED EQUITY MARKET INDEX FUND	Commingled Trust	115,526	$ 19,437,241
NT ACWI EX-US Index Fund			
NT ACWI EX-US INDEX FUND	Commingled Trust	105,634	$ 12,924,301

(Continued)

AUTOMATIC DATA PROCESSING, INC. **Plan Number 002**

RETIREMENT AND SAVINGS PLAN **Plan Sponsor EIN 22-1467904**

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2015

Identity of Issuer, Borrower or Similar Party	Description of Investment	Number of Shares		Current Value
NT Aggregate Bond Index Fund				
NT AGGREGATE BOND INDEX FUND	Commingled Trust	150,288	**$**	**18,777,007**
Total Investment Funds			**$**	**3,288,109,060**
***Participant loans -**				
Original loan amounts ranging from $1,000 to $50,000				
with interest rates ranging from 4.25% to 10.5% collateralized				
by the participant's vested interest in the account balance.				
The loan maturity dates range from 2016 to 2021			**$**	**77,636,416**
TOTAL			**$**	**3,365,745,476**

(Concluded)

*Permitted party-in-interest

Cost information is not required for participant directed investments and is therefore not included.

See Independent Auditor's Report.

DOL *e-file* Signature and Filing Authorization
For the Form 5500 Series Report

Name of Plan: Automatic Data Processing, Inc. Retirement and Savings Plan
EIN / PN: 22-1467904 Plan # 002
Plan Year Ending: 12/31/2015

Declaration and Signature of Authorized Signer

Under penalties of perjury, I declare that I have examined the return/report, including all applicable schedules, and to the best of my knowledge and belief, it is true, correct, and complete.

I hereby authorize CohnReznick LLP to enter their EFAST2 PIN on our return/report in order to electronically submit this return/report. I understand that by selecting this electronic signature option the PDF image of my manual signature will be included with the Form 5500 posted by the Department of Labor on the Internet for public disclosure.

This authorization is applicable only to the filing for the above-named Plan and applies only for Plan year end stated above.

Plan Administrator: X Charles T. Gilliam Date: 10.16.16

PRINTED NAME: Charles T. Gilliam

Plan Sponsor: Charles T. Gilliam Date: 10.16.16
(If not the Plan Administrator)
PRINTED NAME: Charles T. Gilliam

The designated service provider must retain this authorization.
Do not submit this form to the DOL unless requested to do so.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210 - 0110
1210 - 0089

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the forms instr.); 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
AUTOMATIC DATA PROCESSING, INC. RETIREMENT AND SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1984

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)
AUTOMATIC DATA PROCESSING, INC.

ONE ADP BOULEVARD
MAIL STOP 433
ROSELAND NJ 07068-1728

2b Employer Identification Number (EIN) 22-1467904

2c Plan Sponsor's telephone number 973-974-5000

2d Business code (see instructions) 518210

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	X [signature]	10.16.16	CHARLES GIBBONS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN
	3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	

5 Total number of participants at the beginning of the plan year	**5**	45252
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)**	35998
a (2) Total number of active participants at the end of the plan year	**6a(2)**	30106
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	9236
d Subtotal. Add lines **6a(2), 6b,** and **6c**	**6d**	39342
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	212
f Total. Add lines **6d** and **6e**	**6f**	39554
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	38450
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	98
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 2G 2J 2K 2O 2S 2T 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)	**9b** Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	(1) [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] Trust
(4) [ ] General assets of the sponsor	(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	**b General Schedules**
(1) [X] **R** (Retirement Plan Information)	(1) [X] **H** (Financial information)
(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ] **I** (Financial Information - Small Plan)
	(3) [ ] **A** (Insurance Information)
	(4) [X] **C** (Service Provider Information)
(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [ ] **D** (DFE/Participating Plan Information)
	(6) [ ] **G** (Financial Transaction Schedules)