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 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

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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.)
- ☒ 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
BALL HORTICULTURAL COMPANY PROFIT SHARING RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/30/1995

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)

BALL HORTICULTURAL COMPANY

622 TOWN ROAD
WEST CHICAGO, IL 60185-2614

2b Employer Identification Number (EIN) 36-4031900

2c Plan Sponsor's telephone number 630-588-3471

2d Business code (see instructions) 424910

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.	08/07/2017	TODD FRAUENDORFER
	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**	693
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)**	490
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	567
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	119
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	686
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f	Total. Add lines **6d** and **6e**.	**6f**	690
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	664
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 2R 2S

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

- **(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)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
BALL HORTICULTURAL COMPANY PROFIT SHARING RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BALL HORTICULTURAL COMPANY

D Employer Identification Number (EIN)
36-4031900

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(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)

DIMEO SCHNEIDER & ASSOCIATES, LLC

36-4001764

(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 50	NONE	18796	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BKD, LLP

44-0160260

(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 50	NONE	7550	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 59 62 71	NONE	2269	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)

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 52 59 62	NONE	0	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 75-2401150	SEE ATTACHMENT

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
BALL HORTICULTURAL COMPANY PROFIT SHARING RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BALL HORTICULTURAL COMPANY

D Employer Identification Number (EIN)
36-4031900

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE:	SCHWAB MANAGED RETIREMENT 2010 II		
b Name of sponsor of entity listed in (a):	CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1407269
a Name of MTIA, CCT, PSA, or 103-12 IE:	SCHWAB MANAGED RETIREMENT 2015 II		
b Name of sponsor of entity listed in (a):	CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-006	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1914542
a Name of MTIA, CCT, PSA, or 103-12 IE:	SCHWAB MANAGED RETIREMENT 2020 II		
b Name of sponsor of entity listed in (a):	CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-002	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	10661389
a Name of MTIA, CCT, PSA, or 103-12 IE:	SCHWAB MANAGED RETIREMENT 2025 II		
b Name of sponsor of entity listed in (a):	CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-007	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4462979
a Name of MTIA, CCT, PSA, or 103-12 IE:	SCHWAB MANAGED RETIREMENT 2030 II		
b Name of sponsor of entity listed in (a):	CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-003	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	13799048
a Name of MTIA, CCT, PSA, or 103-12 IE:	SCHWAB MANAGED RETIREMENT 2035 II		
b Name of sponsor of entity listed in (a):	CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-008	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	784621
a Name of MTIA, CCT, PSA, or 103-12 IE:	SCHWAB MANAGED RETIREMENT 2040 II		
b Name of sponsor of entity listed in (a):	CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-004	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	6207406

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT 2045 II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-009	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 118994

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT 2050 II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-010	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1879353

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT INC II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-005	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 599728

a Name of MTIA, CCT, PSA, or 103-12 IE: GALLIARD RET INCOME FD CL 35

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT & INSTL SERVICE CO

c EIN-PN 20-5886387-082	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10701332

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2055 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-020	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24412

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2060 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-022	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1650

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
BALL HORTICULTURAL COMPANY PROFIT SHARING RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BALL HORTICULTURAL COMPANY

D Employer Identification Number (EIN)
36-4031900

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)	0	50503
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1027411	962622
(9) Value of interest in common/collective trusts	1c(9)	50066993	52562723
(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)	48054200	54153622
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	139280	1094786

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	99287884	108824256
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	99287884	108824256

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)	3428366	
	(B) Participants	2a(1)(B)	2926564	
	(C) Others (including rollovers)	2a(1)(C)	134435	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6489365
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	42054	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		42054
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1427029	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1427029
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2645358
(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)		3075937
c Other income	2c		415796
d Total income. Add all **income** amounts in column (b) and enter total	2d		14095539
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4531333	
(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)		4531333
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)	7550	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	18796	
(4) Other	2i(4)	1488	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		27834
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4559167
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		9536372
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: BKD, LLP **(2)** EIN: 44-0160260

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)** [X] 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	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	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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

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 sections 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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
BALL HORTICULTURAL COMPANY PROFIT SHARING RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BALL HORTICULTURAL COMPANY

D Employer Identification Number (EIN)
36-4031900

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-1558009

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

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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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: 0.0 % 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? If "No," skip b	☐ Yes	☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Current year" ADP test	☐ "Prior year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test	☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes	☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.

Ball Horticultural Company Profit Sharing Retirement Plan

EIN 36-4031900 PN 001

Independent Auditor's Report and Financial Statements

December 31, 2016 and 2015 and September 30, 2015

BKD LLP
CPAs & Advisors

Ball Horticultural Company
Profit Sharing Retirement Plan
December 31, 2016 and 2015 and September 30, 2015

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BKD LLP
CPAs & Advisors

1901 S. Meyers Road, Suite 500 // Oakbrook Terrace, IL 60181-5209
630.282.9500 // fax 630.282.9495 // bkd.com

Independent Auditor's Report

Plan Administrator
Ball Horticultural Company
Profit Sharing Retirement Plan
West Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Ball Horticultural Company Profit Sharing Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015 and September 30, 2015, and the related statements of changes in net assets available for benefits for the year ended December 31, 2016 and the period from October 1, 2015 to December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Charles Schwab Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and notes receivable from participants and executes transactions related to these assets. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015 and September 30, 2015, and for the year ended December 31, 2016 and the period from October 1, 2015 to December 31, 2015, that the information provided to the plan administrator by the trustee is complete and accurate, to the best of their knowledge.

Praxity
MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

Disclaimer of Opinion

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

Other Matter

The supplemental Schedules H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016 and 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974,* and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

BKD, LLP

Oakbrook Terrace, Illinois
July 31, 2017

Federal Employer Identification Number: 44-0160260

Ball Horticultural Company
Profit Sharing Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015 and September 30, 2015

	December 31,		September 30,
	2016	2015	2015
Investments, at Fair Value			
Common or collective trust funds	$ 52,562,723	$ 50,066,993	$ 46,517,522
Registered investment companies	54,153,622	48,054,200	45,486,839
Self-directed brokerage accounts	1,094,786	139,280	134,133
Total investments, at fair value	107,811,131	98,260,473	92,138,494
Receivables			
Employer's contribution	50,503	-	2,581,363
Notes receivable from participants	962,622	1,027,411	1,101,400
Total receivables	1,013,125	1,027,411	3,682,763
Net Assets Available for Benefits	$ 108,824,256	$ 99,287,884	$ 95,821,257

Ball Horticultural Company
Profit Sharing Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Year Ended December 31, 2016 and the
Period From October 1, 2015 to December 31, 2015

	Year Ended December 31, 2016	Period From October 1, 2015 to December 31, 2015
Additions		
Investment income		
Net appreciation in fair value of investments	$ 5,598,970	$ 939,969
Interest and dividends	1,965,150	2,219,366
Net investment income	7,564,120	3,159,335
Interest income on notes receivable from participants	42,054	12,049
Contributions		
Participants	2,926,564	804,267
Employer	3,428,366	184,897
Rollovers	134,435	-
Total contributions	6,489,365	989,164
Total additions	14,095,539	4,160,548
Deductions		
Benefits paid directly to participants	4,531,333	689,847
Administrative expenses	27,834	4,074
Total deductions	4,559,167	693,921
Net Increase	9,536,372	3,466,627
Net Assets Available for Benefits, Beginning of Year	99,287,884	95,821,257
Net Assets Available for Benefits, End of Year	$ 108,824,256	$ 99,287,884

Ball Horticultural Company
Profit Sharing Retirement Plan
Notes to Financial Statements
December 31, 2016 and 2015 and September 30, 2015

Note 1: Description of the Plan

The following description of the Ball Horticultural Company Profit Sharing Retirement Plan (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.

General

The Plan is a defined contribution plan covering all domestic employees of Ball Horticultural Company (Company) who have six months of service and are at least 18 years of age. It is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA), as amended by subsequent legislation. Effective January 1, 2016, the plan year became the twelve-month period beginning on each January 1 and ending the following December 31. The three-month period beginning October 1, 2015 and ending December 31, 2015, was considered a separate plan year.

Contributions

Each employee shall be automatically enrolled in the Plan with a contribution percentage of 4% of pretax annual compensation, unless an alternate election is made prior to the participant's entry date. Participants may contribute up to 35% of pretax annual compensation, as defined in the Plan. The Company may, however, limit the amount of pretax annual compensation contributed by highly compensated participants, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants can also make Roth contributions to the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company contributes 50% of each participant's contribution to the Plan, with the Company's contribution not to exceed 2% of each participant's compensation. The Company, at its discretion, may also make additional profit sharing contributions to the Plan. Contributions are subject to certain limitations. Participants direct the investment of all contributions into various investment options offered by the Plan. The Plan currently offers various registered investment companies, common or collective trusts and self-directed brokerage accounts as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions and Company-matching contributions of their accounts plus actual earnings thereon. Vesting in the Company's profit

sharing contribution portion of their accounts plus actual earnings thereon is based on continuous years of service. Participants remain unvested until three years of service have been completed at which time participants become 100% vested in the profit sharing contribution portion of their account balances.

Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installments, as provided for in the Plan. If a participant's account balance does not exceed $5,000, a single-sum distribution will be paid as soon as administratively feasible after the participant has ceased employment. In the event that the participant's account balance exceeds $1,000, the participant has not attained age 65, and the participant does not elect to receive the distribution directly or to have the distribution paid directly to an eligible retirement plan, then the plan administrator will pay the distribution in a direct rollover to an individual retirement plan designated by the plan administrator.

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. At December 31, 2016 and 2015 and September 30, 2015, forfeited nonvested accounts totaled $3,460, $578 and $5,190, respectively. Forfeitures are utilized to reduce the Company's contributions for the plan year. During 2016 and for the period from October 1, 2015 to December 31, 2015, employer contributions were reduced by $28,154 and $15,000, respectively, from forfeited nonvested accounts.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest rates that are commensurate with local prevailing rates. Principal and interest are paid ratably through payroll deductions. The maximum term of a loan will be five years with the exception of a loan request for the acquisition of a principal residence. The maximum repayment period for a principal residence loan will be determined by reference to the bank loan, not to exceed ten years. A participant may have only one plan loan outstanding at any time. A participant that demonstrates an immediate and heavy financial need may be permitted to have a second loan outstanding.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting 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 management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. The registered investment companies are valued at quoted market prices that represent the net asset values of shares held by the Plan at year end. Common or collective trust funds are valued at the net asset value (NAV) of units held. The NAV is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liability. Self-directed brokerage accounts are comprised of mutual funds, equities, fixed income securities and cash equivalents and are valued at quoted market prices for such assets.

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

All costs of administering the Plan that are not paid by the Plan are paid by the Company. Investment advisor and management fees are netted against the net appreciation in fair value of investments.

Revenue Sharing

The Plan recognizes the income, included in net appreciation in fair value of investments on the statement of changes in net assets available for benefits, from revenue-sharing agreements when received. Amounts received are utilized to pay qualified plan expenses. Revenue sharing activity

for the year ended December 31, 2016, and for the period from October 1, 2015 to December 31, 2015, is as follows:

Revenue sharing account balance, October 1, 2015	$	3,746
Revenue sharing		4,025
Utilized for qualified plan expenses		(4,074)
Balance, December 31, 2015		3,697
Revenue sharing		38,054
Utilized for qualified plan expenses		(27,234)
Balance, December 31, 2016	$	14,517

Notes Receivable From Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

Note 3: Fair Value of Plan Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities.

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015, and September 30, 2015.

The fair value of registered investment companies is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

The self-directed brokerage accounts are comprised of mutual funds, equities, fixed income securities and cash equivalents (Level 1 inputs), and are valued at quoted market prices for such assets.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015, and September 30, 2015:

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2016				
Registered investment companies	$ 54,153,622	$ 54,153,622	$ -	$ -
Self directed brokerage accounts	1,094,786	1,094,786	-	-
Investments in the fair value hierarchy	55,248,408	55,248,408	-	-
Investments measured at net asset value (A)	52,562,723	-	-	-
Total	$ 107,811,131	$ 55,248,408	$ -	$ -
December 31, 2015				
Registered investment companies	$ 48,054,200	$ 48,054,200		
Self directed brokerage accounts	139,280	139,280	-	-
Investments in the fair value hierarchy	48,193,480	48,193,480	-	-
Investments measured at net asset value (A)	50,066,993	-	-	-
Total	$ 98,260,473	$ 48,193,480	$ -	$ -
September 30, 2015				
Registered investment companies	$ 45,486,839	$ 45,486,839	$ -	$ -
Self directed brokerage accounts	134,133	134,133	-	-
Investments in the fair value hierarchy	45,620,972	45,620,972	-	-
Investments measured at net asset value (A)	46,517,522	-	-	-
Total	$ 92,138,494	$ 45,620,972	$ -	$ -

(A) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016 and 2015, and September 30, 2015. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

	Fair Value					
	December 31,		September 30,	Unfunded	Redemption	Redemption
	2016	2015	2015	Commitments	Frequency	Notice Period
Common or collective trust funds	$ 52,562,723	$ 50,066,993	$ 46,517,522	$ -	Daily	None

The plan administrator has evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2016, and the period from October 1, 2015 to December 31, 2015, there were no significant transfers in or out of Levels 1, 2 or 3.

Note 4: Risks and Uncertainties

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

Note 5: Information Certified by the Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Charles Schwab Bank, the trustee of the Plan, has certified to the completeness and accuracy, to the best of their knowledge, of all investments, at fair value, and notes receivable from participants reflected in the accompanying statements of net assets available for benefits as of December 31, 2016 and 2015 and September 30, 2015, investments, at fair value, and participant loans reflected on the supplemental schedules of assets (held at end of year) as of December 31,

2016 and 2015, and the investment income components and interest income from participant notes receivable reflected in the statements of changes in net assets available for benefits for the year ended December 31, 2016, and the period from October 1, 2015 to December 31, 2015.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 6: Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

Note 7: Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated June 14, 2017, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although there are plan amendments subsequent to the amendments covered by this letter, the plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Note 8: Party-in-Interest Transactions

Certain plan investments are shares of registered investment companies and an interest in common or collective trust funds managed by the trustee. These transactions qualify as exempt party-in-interest transactions. Fees paid to the trustees for custodial and administrative services amounted to $27,834 and $4,074 for the year ended December 31, 2016, and for the period from October 1, 2015 to December 31, 2015, respectively.

Note 9: Subsequent Events

Effective January 1, 2017, The Conard-Pyle Co./CP-Meilland, LLC 401(k) and Profit Sharing Plan merged into the Plan.

Plan management has evaluated subsequent events through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Schedules

Ball Horticultural Company
Profit Sharing Retirement Plan
EIN 36-4031900 PN 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Common or collective trust funds		
*	Charles Schwab Bank	Schwab Managed Retirement 2010	**	$ 1,407,269
*	Charles Schwab Bank	Schwab Managed Retirement 2015	**	1,914,542
*	Charles Schwab Bank	Schwab Managed Retirement 2020	**	10,661,389
*	Charles Schwab Bank	Schwab Managed Retirement 2025	**	4,462,979
*	Charles Schwab Bank	Schwab Managed Retirement 2030	**	13,799,048
*	Charles Schwab Bank	Schwab Managed Retirement 2035	**	784,621
*	Charles Schwab Bank	Schwab Managed Retirement 2040	**	6,207,406
*	Charles Schwab Bank	Schwab Managed Retirement 2045	**	118,994
*	Charles Schwab Bank	Schwab Managed Retirement 2050	**	1,879,353
*	Charles Schwab Bank	Schwab Managed Retirement 2055	**	24,412
*	Charles Schwab Bank	Schwab Managed Retirement 2060	**	1,650
*	Charles Schwab Bank	Schwab Managed Retirement Inc.	**	599,728
	Wilmington Trust Retirement	Galliard Retirement Income Fund	**	10,701,332
				52,562,723
		Registered investment companies		
*	Charles Schwab Bank	Schwab S&P 500 Index Sel	**	13,212,695
	Harbor	Harbor International Inv	**	3,140,006
	American Century	American Century Smcap Value 1	**	3,234,995
	Vanguard	Vanguard Mid Cap Index Admiral	**	2,266,180
	Vanguard	Vanguard Small Cap Index Admiral	**	1,668,371
	Vanguard	Vanguard Total Intl Stock Index Admiral	**	3,041,554
	Morgan Stanley	Morgan Stanley US Real Estate	**	4,394,579
	Vanguard	Vanguard TTL Bond Market Index Admiral	**	4,043,362
	American Beacon	American Beacon Smallcap Growth Instl	**	3,302,727
	Dodge & Cox	Dodge & Cox Income Fund	**	5,181,578
	John Hancock	J Hancock3 Disciplined Val I	**	4,761,152
	T. Rowe Price	T. Rowe Price Blue Chip	**	5,906,423
				54,153,622
		Self-directed brokerage accounts		
*	Charles Schwab Bank	Personal Choice Retirement Account	**	1,094,786
*	Participant loans	4.25% - 4.50% interest	-0-	962,622
				$ 108,773,753

* Party-in-interest.
** Cost information for participant-directed investments is not required.

Ball Horticultural Company
Profit Sharing Retirement Plan
EIN 36-4031900 PN 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2015

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Common or collective trust funds		
*	Charles Schwab Bank	Schwab Managed Retirement 2010	**	$ 1,422,449
*	Charles Schwab Bank	Schwab Managed Retirement 2015	**	1,833,019
*	Charles Schwab Bank	Schwab Managed Retirement 2020	**	9,749,120
*	Charles Schwab Bank	Schwab Managed Retirement 2025	**	4,469,729
*	Charles Schwab Bank	Schwab Managed Retirement 2030	**	12,831,561
*	Charles Schwab Bank	Schwab Managed Retirement 2035	**	449,671
*	Charles Schwab Bank	Schwab Managed Retirement 2040	**	5,508,575
*	Charles Schwab Bank	Schwab Managed Retirement 2045	**	86,174
*	Charles Schwab Bank	Schwab Managed Retirement 2050	**	1,688,629
*	Charles Schwab Bank	Schwab Managed Retirement Inc.	**	452,351
	Wilmington Trust Retirement	Galliard Retirement Income Fund	**	11,575,715
				50,066,993
		Registered investment companies		
*	Charles Schwab Bank	Schwab S&P 500 Index Sel	**	11,294,721
	Harbor	Harbor International Inv	**	3,216,423
	American Century	American Century Smcap Value 1	**	2,876,713
	American Century	American Century Growth Institutional	**	6,244,132
	Vanguard	Vanguard Mid Cap Index Admiral	**	1,513,659
	Vanguard	Vanguard Small Cap Index Admiral	**	1,543,940
	Vanguard	Vanguard Total Intl Stock Index Admiral	**	2,346,605
	Morgan Stanley	Morgan Stanley US Real Estate	**	4,391,031
	Vanguard	Vanguard TTL Bond Market Index Admiral	**	3,048,442
	American Beacon	American Beacon Smallcap Growth Instl	**	3,031,213
	Dodge & Cox	Dodge & Cox Income Fund	**	4,513,274
	T. Rowe Price	T. Rowe Price Equity Income	**	4,034,047
				48,054,200
		Self-directed brokerage accounts		
*	Charles Schwab Bank	Personal Choice Retirement Account	**	139,280
*	Participant loans	4.25% - 8.75% interest	-0-	1,027,411
				$ 99,287,884

* Party-in-interest.
** Cost information for participant-directed investments is not required.

Ball Horticultural Company Profit Sharing Retirement Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2016

EIN: 36-4031900
Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
American Beacon	75-2401150	Rate of 0.04% of average daily balance of asset(s)
American Century Investments	43-0821857	Rate of 0.11% of average daily balance of asset(s)
Dodge & Cox	Not Available	Rate of 0.06% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.32% of average daily balance of asset(s)
John Hancock	04-3483032	Rate of 0.07% of average daily balance of asset(s)
Morgan Stanley	36-3145972	Rate of 0.07% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.01% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.11% of average daily balance of asset(s)

Received by Charles Schwab Bank (EIN#42-1558009)		
Fund Family/Provider	**EIN**	**Formula**
Schwab Funds	94-3106735	Range of 0.18 - 0.19% of average daily balance of assets

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

NAME OF PLAN SPONSOR: Ball Horticultural Company
NAME OF PLAN: Ball Horticultural Company Profit Sharing Retirement Plan
EIN: 36-4031900
PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 4.75%)		962,622
	GALLIARD RET INCOME FD CL 35	Common Collective Trust Fund		10,701,332
*	SCHWAB MANAGED RET 2010 CL II	Common Collective Trust Fund		1,407,269
*	SCHWAB MANAGED RET 2015 CL II	Common Collective Trust Fund		1,914,542
*	SCHWAB MANAGED RET 2020 CL II	Common Collective Trust Fund		10,661,389
*	SCHWAB MANAGED RET 2025 CL II	Common Collective Trust Fund		4,462,979
*	SCHWAB MANAGED RET 2030 CL II	Common Collective Trust Fund		13,799,048
*	SCHWAB MANAGED RET 2035 CL II	Common Collective Trust Fund		784,621
*	SCHWAB MANAGED RET 2040 CL II	Common Collective Trust Fund		6,207,406
*	SCHWAB MANAGED RET 2045 CL II	Common Collective Trust Fund		118,994
*	SCHWAB MANAGED RET 2050 CL II	Common Collective Trust Fund		1,879,353
*	SCHWAB MANAGED RET 2055 CL II	Common Collective Trust Fund		24,412
*	SCHWAB MANAGED RET 2060 CL II	Common Collective Trust Fund		1,650
*	SCHWAB MANAGED RET INCOME II	Common Collective Trust Fund		599,728
	PCRA	Self-Directed Brokerage Account		1,094,786
	AMER BEACON SMCP GRTH INSTL	Registered Investment Company		3,302,727
	AMERICAN CENTURY SMCAP VALUE I	Registered Investment Company		3,234,996
	DODGE & COX INCOME FUND	Registered Investment Company		5,181,578
	HARBOR INTERNATIONAL INV	Registered Investment Company		3,140,006
	J HANCOCK3 DISCIPLINED VAL I	Registered Investment Company		4,761,152
	MORGAN STANLEY US REAL EST I	Registered Investment Company		4,394,579
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		13,212,695
	T ROWE PRICE BLUE CHIP	Registered Investment Company		5,906,423
	VANGUARD MID CAP INDEX ADMIRAL	Registered Investment Company		2,266,180
	VANGUARD SMALL CAP INDEX ADMRL	Registered Investment Company		1,668,370
	VANGUARD TOT INTL STK IDX ADM	Registered Investment Company		3,041,554
	VANGUARD TTL BOND MKT IDX ADM	Registered Investment Company		4,043,362

* Party-in-interest