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.)
- [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
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/28/1976

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)
ERIE MATERIALS, INC.

P.O. BOX 476
SYRACUSE, NY 13211

2b Employer Identification Number (EIN)
15-0528388

2c Plan Sponsor's telephone number
315-455-5292

2d Business code (see instructions)
424990

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.	09/23/2017	JOE ZIMMERMAN
	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**	389
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)**	362
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	361
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	34
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	397
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	397
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	397
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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 3D 2T 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)

(1)	[X]	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)	[X]	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)	[X]	1	**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 A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERIE MATERIALS, INC.

D Employer Identification Number (EIN)
15-0528388

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

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	039930	397	01/01/2016	12/31/2016

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	102866

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

M & T SECURITIES, INC.
ATTN VICKIE KARZ
285 DELAWARE AVENUE,
BUFFALO, NY 14202-1885

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	102866	SERVICES TO INSURER OR PLAN	4

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	8155274
5	Current value of plan's interest under this contract in separate accounts at year end	5	40772541

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	8215625
c	Additions: (1) Contributions deposited during the year	7c(1)	518058		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	140777		
	(4) Transferred from separate account	7c(4)	142991		
	(5) Other (specify below)	7c(5)	64325		
	▶ LOAN REPAYMENTS MISCELLANEOUS IN FORFEITURE CREDITS				
	(6)Total additions			7c(6)	866151
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	9081776
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	550851		
	(2) Administration charge made by carrier	7e(2)	583		
	(3) Transferred to separate account	7e(3)	286992		
	(4) Other (specify below)	7e(4)	88076		
	▶ LOAN INITIATIONS MISCELLANEOUS OUT FORFEITURES DEBITS				
	(5) Total deductions			7e(5)	926502
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	8155274

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	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
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERIE MATERIALS, INC.

D Employer Identification Number (EIN)
15-0528388

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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)

FIRLEY MORAN FREER & EASSA CPA P.C.

16-1148763

(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	NONE	10500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	5953	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	20.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2016 TO 12/31/2016 GUARANTEED INCOME FUND

(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

(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
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ERIE MATERIALS, INC.

D Employer Identification Number (EIN)
15-0528388

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: LARGE CAP GROW/JP MORGAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-141	P	2876999

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL VALUE/VAUGHAN NEL

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-541	P	664888

a Name of MTIA, CCT, PSA, or 103-12 IE: LGE CP VAL/LSV ASSET MGMT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-318	P	3003919

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PIM FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-299	P	1413253

a Name of MTIA, CCT, PSA, or 103-12 IE: SM CAP GROWTH/RBC FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-319	P	403264

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GR/TIMESSQUARE FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-186	P	676406

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/ROBECO BOST

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-440	P	747448

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2050 FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-450	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1979373
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2040 FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-346	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7144000
a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2608071
a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BLEND/AQR		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-125	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1755890
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL INCOME FD		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-342	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 192544
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2010 FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-343	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1895005
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2020 FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-344	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3708316
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2030 FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-345	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11690025
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2060		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-830	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13140
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERIE MATERIALS, INC.

D Employer Identification Number (EIN)
15-0528388

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)	1470105	1053108
(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)	661761	672725
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	37405654	40772541
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	8215625	8155274
(15) Other	1c(15)		

			(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	47753145	50653648
	Liabilities			
g	Benefit claims payable	1g	10645	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	10645	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	47742500	50653648

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)	1053108	
	(B) Participants	2a(1)(B)	1169101	
	(C) Others (including rollovers)	2a(1)(C)	33713	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2255922
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)	20597	
	(F) Other	2b(1)(F)	140777	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		161374
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2605697
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		5022993
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2084147	
(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)		2084147
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		24644
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)		
(4) Other	2i(4)	3054	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3054
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2111845
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2911148
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FIRLEY, MORAN, FREER & EASSA,CPA,PC **(2)** EIN: 16-1148763

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	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
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERIE MATERIALS, INC.

D Employer Identification Number (EIN)
15-0528388

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): 22-1211670

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? 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 ☐ "Prior year" ADP test ☐ "Current 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 _____/_____/_____.

Audited Financial Statements

ERIE MATERIALS, INC.
PROFIT SHARING & 401(k) PLAN

December 31, 2016

Audited Financial Statements

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2016

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Erie Materials, Inc. Profit
Sharing & 401(k) Plan
Syracuse, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Erie Materials, Inc. Profit Sharing & 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

An Independently Owned Member, RSM US Alliance

RSM US Alliance member firms are separate and independent businesses and legal entities that are responsible for their own acts and omissions, and each are separate and independent from RSM US LLP. RSM US LLP is the U.S. member firm of RSM International, a global network of independent audit, tax, and consulting firms. Members of RSM US Alliance have access to RSM International resources through RSM US LLP but are not member firms of RSM International.

Disclaimer of Opinion

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

Emphasis of Matter

As discussed in Note B to the financial statements, the Plan adopted new accounting guidance related to the presentation and disclosure of investments. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting and financial statement disclosure. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule of assets held at December 31, 2016 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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 schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Kirley, Moran, Green & Essa, CPA, P.C.

East Syracuse, New York
September 18, 2017

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	December 31, 2016	2015
ASSETS		
Investments:		
Pooled separate accounts, at fair value	$40,772,541	$37,405,654
General account, at contract value	8,155,274	8,215,625
	48,927,815	45,621,279
Receivables:		
Employers' contributions	1,053,108	1,470,105
Notes from participants	672,725	661,761
	1,725,833	2,131,866
TOTAL ASSETS	50,653,648	47,753,145
LIABILITIES		
Corrective distributions	-0-	10,645
TOTAL LIABILITIES	-0-	10,645
NET ASSETS AVAILABLE FOR BENEFITS	$50,653,648	$47,742,500

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	Year ended December 31, 2016	2015
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 2,605,697	$ 109,966
Interest and dividends	140,777	155,336
	2,746,474	265,302
Interest income--notes receivable from participants	20,597	23,670
Contributions:		
Employers' contributions	1,053,108	1,470,105
Employees' salary deferrals and rollovers, net of corrective distributions of $-0- and $10,645, respectively	1,202,814	1,181,169
	2,255,922	2,651,274
TOTAL ADDITIONS	5,022,993	2,940,246
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	2,108,791	1,904,071
Fees	3,054	5,110
TOTAL DEDUCTIONS	2,111,845	1,909,181
NET INCREASE	2,911,148	1,031,065
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	47,742,500	46,711,435
END OF YEAR	$50,653,648	$47,742,500

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2016 and 2015

NOTE A--DESCRIPTION OF THE PLAN

The following description of the Erie Materials, Inc. Profit Sharing & 401(k) Plan (the Plan) provides only general information. 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 substantially all employees of Erie Materials, Inc., Erie Materials/Scranton, Inc., The Matthews Corporation and Erie Materials/ Albany, Inc. (Companies or Plan Sponsors). An employee is eligible to participate in the salary deferral feature of the Plan effective the date the applicable eligibility requirements are met. Employees are generally eligible to receive an allocation of the Plan Sponsors' discretionary contributions if they are employed on the last day of the Plan year. In both instances the employee must have attained the age of 18. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Directors of the Companies is responsible for the oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Board of Directors.

Contributions: Each year, participants may contribute up to 50% of compensation in regular deferrals and 100% of any bonuses paid. Contributions are subject to limitations determined by the Internal Revenue Code (IRC). Additionally, if a participant has or is projected to attain age 50 before the end of the calendar year, that participant may make "catch-up" contributions as determined by the IRC. Participants may also contribute amounts representing distributions from other qualified retirement plans. Participants direct the investment of their contributions into various investment options offered under a group annuity contract with Prudential Retirement Insurance and Annuity Company (Prudential). The Plan Sponsors, at the discretion of their Board of Directors, may contribute to the Plan a discretionary contribution for all eligible participants. The discretionary contributions made to the Plan were $1,053,108 and $1,470,105 for 2016 and 2015, respectively.

Participant Accounts: Each participant's account is credited with the participant's contribution and an allocation of (a) the Plan Sponsors' contribution and (b) Plan earnings. The discretionary Plan Sponsors' contributions are allocated based on participant's compensation. Plan earnings are allocated based on account balances. The retirement benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A--DESCRIPTION OF THE PLAN--Continued

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsors' discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

Receivables--Notes From Participants: Participants may borrow from their vested accounts a minimum of $1,000. The maximum amount of loans outstanding cannot exceed the lesser of $50,000 reduced by the highest outstanding loan balance at any time in the preceding year or 50% of the vested account balance. Participants are only permitted to have one loan outstanding at a time. The loans are secured by the balance in the participant's account and bear interest at the prime rate at the time of loan approval.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments over a period of not more than a participant's assumed life expectancy.

Forfeited Accounts: Forfeitures are allocated to the participants' individual accounts in the same manner as the discretionary Plan Sponsors' contributions. There were $15,019 and $52,422 of forfeitures allocated in 2016 and 2015, respectively.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition: Investments in pooled separate accounts are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the trustee. See Note D for discussion of fair value measurements. The Plan's general account is stated at contract value.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

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

Receivables--Notes From Participants: Notes from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded at December 31, 2016 and 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits: Benefits are recorded when paid.

Recent Accounting Pronouncements: In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, "Fair Value Measurement" (Topic 820): "Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)". The amendments in the ASU remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of net assets available for benefits. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this ASU are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. Plan management is currently evaluating the applicability of the ASU to the Plan as well as the potential impact this ASU will have on the Plan's financial statements if adoption is required.

In July 2015, the FASB issued ASU No. 2015-12, "Plan Accounting: Defined Benefit Pension Plans" (Topic 960), "Defined Contribution Pension Plans" (Topic 962), "Health and Welfare Benefits Plans" (Topic 965) - (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosure, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force).

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

Recent Accounting Pronouncements--Continued: This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures, and provides for a measurement-date practical expedient. The ASU may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this ASU are effective for Plan years beginning after December 15, 2015. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all Plan years presented; the amendments in Part III shall be applied prospectively. As permitted under the ASU, management elected to adopt Part II of ASU No. 2015-12 in the prior year. The Plan has adopted Part I of the ASU for the Plan year ended December 31, 2016. Accordingly, the amendments in Part I were retrospectively applied to the Plan year ended December 31, 2015. There was no effect on amounts previously reported in the December 31, 2015 statement of net assets available for benefits or the 2015 statement of changes in net assets available for benefits. Part III of ASU No. 2015-12 is not applicable to this Plan.

Events Occurring After Reporting Date: The Plan's management has evaluated events and transactions that occurred between December 31, 2016 and September 18, 2017, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. There were no such events or transactions identified by Plan management.

NOTE C--INFORMATION CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B. (UNAUDITED)

The following is a summary of the Plan's asset information as of and for the years ended December 31, 2016 and 2015, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Prudential Bank & Trust, F.S.B., the Trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets.

NOTE C--INFORMATION CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B. (UNAUDITED)--Continued

	December 31, 2016	December 31, 2015
Participant directed investments:		
Pooled separate accounts, at fair value	$40,772,541	$37,405,654
General account, at contract value	8,155,274	8,215,625
	$48,927,815	$45,621,279
Receivables--notes from participants	$ 672,725	$ 661,761

The Trustee also certified to the completeness and accuracy of $2,605,697 and $109,966 of net appreciation in fair value of investments, $140,777 and $155,336 of interest and dividends, and $20,597 and $23,670 of interest income on receivables--notes from participants for the years ended December 31, 2016 and 2015, respectively.

The Plan maintains an insurance company general account with Prudential that meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value represents contributions made under the contract, plus interest on such contributions, less withdrawals and administrative expenses charged by Prudential.

The investment contract held by the Plan is a group annuity contract. The contract issuer is contractually obligated to repay the principal and interest at a specified interest rate that is guaranteed to the Plan. The interest rate is set semi-annually on the first day of January and July. The rate will never be less than the 1.5% minimum interest rate for the lifetime of the contract.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to providing the required advance notice, as outlined in the contract.

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification Topic 820, “Fair Value Measurements and Disclosures”, are described as follows:

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

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset's or liability'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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2016. The methodologies used at December 31, 2016 are similar to those used at December 31, 2015.

Pooled separate accounts: Investments in the pooled separate accounts are investments in registered investment companies and are reported at fair value based on the quoted market price of the fund which represents the net asset value of the shares (participation units) held at year end.

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

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

The following table sets forth by Level, within the fair value hierarchy, the Plan's investments at fair value:

	Investments at Fair Value as of: December 31, 2016			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$40,772,541	$ -0-	$ -0-	$ 40,772,541

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$37,405,654	$ -0-	$ -0-	$ 37,405,654

NOTE E--RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Prudential Bank & Trust, F.S.B., trustee of the Plan, provides investment management services to the Plan. Accordingly, the investment services provided by Prudential Bank & Trust, F.S.B. and the related fees associated with the investment funds are considered to be exempt party in interest transactions.

Fees for auditing and other administrative services are either paid directly by the Plan or by the Plan Sponsors.

NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue their 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 account balances.

NOTE G--TAX STATUS

The Plan adopted a non-standardized form of a prototype plan sponsored by Prudential Retirement Services. The prototype plan has received a favorable determination letter dated April 29, 2014 from the Internal Revenue Service as to the prototype plan's qualified status. The Plan Administrator believes the Plan is designed and currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

NOTE H--RISKS AND UNCERTAINTIES

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

NOTE I--RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the respective Form 5500 as of December 31, 2016 and 2015:

	2016	2015
Net assets available for benefits per financial statements	$ 50,653,648	$ 47,742,500
Differences in:		
Investments	672,725	661,761
Receivables--notes from participants	(672,725)	(661,761)
Net assets available for benefits per Form 5500	$ 50,653,648	$ 47,742,500

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

EIN: 15-0528388 PLAN NO.: 001

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
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Small Cap Value/Vaughan Nel Fund		$ 664,888
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Small Cap Growth/RBC Fund		403,264
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal Income Fund		192,544
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2060 Fund		13,140
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2050 Fund		1,979,373
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2040 Fund		7,144,000
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2030 Fund		11,690,025
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2020 Fund		3,708,316
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2010 Fund		1,895,005
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Mid Cap Value/Robeco Bost Fund		747,448
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Mid Cap Growth/TimesSquare Fund		676,406
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Large Cap Value/LSV Asset Management Fund		3,003,919
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Large Cap Growth/JP Morgan Fund		2,876,999
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	International Blend/AQR Fund		1,755,890
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Dryden S&P 500 Index Fund		2,608,071
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Core Plus Bond/PIMCO Fund		1,413,253
*	Prudential Retirement Insurance & Annuity Co. General Account	Guaranteed Income Fund		8,155,274
				$ 48,927,815
	Receivables--notes from participants	3.25% - 3.50%	N/A	$ 672,725

* Indicates party in interest

Audited Financial Statements

ERIE MATERIALS, INC.
PROFIT SHARING & 401(k) PLAN

December 31, 2016

Audited Financial Statements

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2016

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Erie Materials, Inc. Profit
Sharing & 401(k) Plan
Syracuse, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Erie Materials, Inc. Profit Sharing & 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

An Independently Owned Member, RSM US Alliance

RSM US Alliance member firms are separate and independent businesses and legal entities that are responsible for their own acts and omissions, and each are separate and independent from RSM US LLP. RSM US LLP is the U.S. member firm of RSM International, a global network of independent audit, tax, and consulting firms. Members of RSM US Alliance have access to RSM International resources through RSM US LLP but are not member firms of RSM International.

Disclaimer of Opinion

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

Emphasis of Matter

As discussed in Note B to the financial statements, the Plan adopted new accounting guidance related to the presentation and disclosure of investments. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting and financial statement disclosure. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule of assets held at December 31, 2016 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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 schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Kirley, Moran, Green & Essa, CPA, P.C.

East Syracuse, New York
September 18, 2017

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	December 31, 2016	2015
ASSETS		
Investments:		
Pooled separate accounts, at fair value	$40,772,541	$37,405,654
General account, at contract value	8,155,274	8,215,625
	48,927,815	45,621,279
Receivables:		
Employers' contributions	1,053,108	1,470,105
Notes from participants	672,725	661,761
	1,725,833	2,131,866
TOTAL ASSETS	50,653,648	47,753,145
LIABILITIES		
Corrective distributions	-0-	10,645
TOTAL LIABILITIES	-0-	10,645
NET ASSETS AVAILABLE FOR BENEFITS	$50,653,648	$47,742,500

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	Year ended December 31, 2016	2015
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 2,605,697	$ 109,966
Interest and dividends	140,777	155,336
	2,746,474	265,302
Interest income--notes receivable from participants	20,597	23,670
Contributions:		
Employers' contributions	1,053,108	1,470,105
Employees' salary deferrals and rollovers, net of corrective distributions of $-0- and $10,645, respectively	1,202,814	1,181,169
	2,255,922	2,651,274
TOTAL ADDITIONS	5,022,993	2,940,246
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	2,108,791	1,904,071
Fees	3,054	5,110
TOTAL DEDUCTIONS	2,111,845	1,909,181
NET INCREASE	2,911,148	1,031,065
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	47,742,500	46,711,435
END OF YEAR	$50,653,648	$47,742,500

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2016 and 2015

NOTE A--DESCRIPTION OF THE PLAN

The following description of the Erie Materials, Inc. Profit Sharing & 401(k) Plan (the Plan) provides only general information. 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 substantially all employees of Erie Materials, Inc., Erie Materials/Scranton, Inc., The Matthews Corporation and Erie Materials/ Albany, Inc. (Companies or Plan Sponsors). An employee is eligible to participate in the salary deferral feature of the Plan effective the date the applicable eligibility requirements are met. Employees are generally eligible to receive an allocation of the Plan Sponsors' discretionary contributions if they are employed on the last day of the Plan year. In both instances the employee must have attained the age of 18. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Directors of the Companies is responsible for the oversight of the Plan. The Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Board of Directors.

Contributions: Each year, participants may contribute up to 50% of compensation in regular deferrals and 100% of any bonuses paid. Contributions are subject to limitations determined by the Internal Revenue Code (IRC). Additionally, if a participant has or is projected to attain age 50 before the end of the calendar year, that participant may make "catch-up" contributions as determined by the IRC. Participants may also contribute amounts representing distributions from other qualified retirement plans. Participants direct the investment of their contributions into various investment options offered under a group annuity contract with Prudential Retirement Insurance and Annuity Company (Prudential). The Plan Sponsors, at the discretion of their Board of Directors, may contribute to the Plan a discretionary contribution for all eligible participants. The discretionary contributions made to the Plan were $1,053,108 and $1,470,105 for 2016 and 2015, respectively.

Participant Accounts: Each participant's account is credited with the participant's contribution and an allocation of (a) the Plan Sponsors' contribution and (b) Plan earnings. The discretionary Plan Sponsors' contributions are allocated based on participant's compensation. Plan earnings are allocated based on account balances. The retirement benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A--DESCRIPTION OF THE PLAN--Continued

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsors' discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

Receivables--Notes From Participants: Participants may borrow from their vested accounts a minimum of $1,000. The maximum amount of loans outstanding cannot exceed the lesser of $50,000 reduced by the highest outstanding loan balance at any time in the preceding year or 50% of the vested account balance. Participants are only permitted to have one loan outstanding at a time. The loans are secured by the balance in the participant's account and bear interest at the prime rate at the time of loan approval.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments over a period of not more than a participant's assumed life expectancy.

Forfeited Accounts: Forfeitures are allocated to the participants' individual accounts in the same manner as the discretionary Plan Sponsors' contributions. There were $15,019 and $52,422 of forfeitures allocated in 2016 and 2015, respectively.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition: Investments in pooled separate accounts are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the trustee. See Note D for discussion of fair value measurements. The Plan's general account is stated at contract value.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

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

Receivables--Notes From Participants: Notes from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded at December 31, 2016 and 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits: Benefits are recorded when paid.

Recent Accounting Pronouncements: In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, "Fair Value Measurement" (Topic 820): "Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)". The amendments in the ASU remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of net assets available for benefits. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this ASU are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. Plan management is currently evaluating the applicability of the ASU to the Plan as well as the potential impact this ASU will have on the Plan's financial statements if adoption is required.

In July 2015, the FASB issued ASU No. 2015-12, "Plan Accounting: Defined Benefit Pension Plans" (Topic 960), "Defined Contribution Pension Plans" (Topic 962), "Health and Welfare Benefits Plans" (Topic 965) - (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosure, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force).

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

Recent Accounting Pronouncements--Continued: This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures, and provides for a measurement-date practical expedient. The ASU may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this ASU are effective for Plan years beginning after December 15, 2015. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all Plan years presented; the amendments in Part III shall be applied prospectively. As permitted under the ASU, management elected to adopt Part II of ASU No. 2015-12 in the prior year. The Plan has adopted Part I of the ASU for the Plan year ended December 31, 2016. Accordingly, the amendments in Part I were retrospectively applied to the Plan year ended December 31, 2015. There was no effect on amounts previously reported in the December 31, 2015 statement of net assets available for benefits or the 2015 statement of changes in net assets available for benefits. Part III of ASU No. 2015-12 is not applicable to this Plan.

Events Occurring After Reporting Date: The Plan's management has evaluated events and transactions that occurred between December 31, 2016 and September 18, 2017, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. There were no such events or transactions identified by Plan management.

NOTE C--INFORMATION CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B. (UNAUDITED)

The following is a summary of the Plan's asset information as of and for the years ended December 31, 2016 and 2015, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Prudential Bank & Trust, F.S.B., the Trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets.

NOTE C--INFORMATION CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B. (UNAUDITED)--Continued

	December 31, 2016	December 31, 2015
Participant directed investments:		
Pooled separate accounts, at fair value	$40,772,541	$37,405,654
General account, at contract value	8,155,274	8,215,625
	$48,927,815	$45,621,279
Receivables--notes from participants	$ 672,725	$ 661,761

The Trustee also certified to the completeness and accuracy of $2,605,697 and $109,966 of net appreciation in fair value of investments, $140,777 and $155,336 of interest and dividends, and $20,597 and $23,670 of interest income on receivables--notes from participants for the years ended December 31, 2016 and 2015, respectively.

The Plan maintains an insurance company general account with Prudential that meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value represents contributions made under the contract, plus interest on such contributions, less withdrawals and administrative expenses charged by Prudential.

The investment contract held by the Plan is a group annuity contract. The contract issuer is contractually obligated to repay the principal and interest at a specified interest rate that is guaranteed to the Plan. The interest rate is set semi-annually on the first day of January and July. The rate will never be less than the 1.5% minimum interest rate for the lifetime of the contract.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to providing the required advance notice, as outlined in the contract.

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification Topic 820, “Fair Value Measurements and Disclosures”, are described as follows:

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

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset's or liability'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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2016. The methodologies used at December 31, 2016 are similar to those used at December 31, 2015.

Pooled separate accounts: Investments in the pooled separate accounts are investments in registered investment companies and are reported at fair value based on the quoted market price of the fund which represents the net asset value of the shares (participation units) held at year end.

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

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

The following table sets forth by Level, within the fair value hierarchy, the Plan's investments at fair value:

	Investments at Fair Value as of: December 31, 2016			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$40,772,541	$ -0-	$ -0-	$ 40,772,541

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$37,405,654	$ -0-	$ -0-	$ 37,405,654

NOTE E--RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Prudential Bank & Trust, F.S.B., trustee of the Plan, provides investment management services to the Plan. Accordingly, the investment services provided by Prudential Bank & Trust, F.S.B. and the related fees associated with the investment funds are considered to be exempt party in interest transactions.

Fees for auditing and other administrative services are either paid directly by the Plan or by the Plan Sponsors.

NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue their 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 account balances.

NOTE G--TAX STATUS

The Plan adopted a non-standardized form of a prototype plan sponsored by Prudential Retirement Services. The prototype plan has received a favorable determination letter dated April 29, 2014 from the Internal Revenue Service as to the prototype plan's qualified status. The Plan Administrator believes the Plan is designed and currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

NOTE H--RISKS AND UNCERTAINTIES

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

NOTE I--RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the respective Form 5500 as of December 31, 2016 and 2015:

	2016	2015
Net assets available for benefits per financial statements	$ 50,653,648	$ 47,742,500
Differences in:		
Investments	672,725	661,761
Receivables--notes from participants	(672,725)	(661,761)
Net assets available for benefits per Form 5500	$ 50,653,648	$ 47,742,500

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

EIN: 15-0528388 PLAN NO.: 001

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
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Small Cap Value/Vaughan Nel Fund		$ 664,888
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Small Cap Growth/RBC Fund		403,264
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal Income Fund		192,544
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2060 Fund		13,140
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2050 Fund		1,979,373
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2040 Fund		7,144,000
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2030 Fund		11,690,025
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2020 Fund		3,708,316
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2010 Fund		1,895,005
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Mid Cap Value/Robeco Bost Fund		747,448
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Mid Cap Growth/TimesSquare Fund		676,406
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Large Cap Value/LSV Asset Management Fund		3,003,919
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Large Cap Growth/JP Morgan Fund		2,876,999
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	International Blend/AQR Fund		1,755,890
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Dryden S&P 500 Index Fund		2,608,071
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Core Plus Bond/PIMCO Fund		1,413,253
*	Prudential Retirement Insurance & Annuity Co. General Account	Guaranteed Income Fund		8,155,274
				$ 48,927,815
	Receivables--notes from participants	3.25% - 3.50%	N/A	$ 672,725

* Indicates party in interest

Audited Financial Statements

ERIE MATERIALS, INC.
PROFIT SHARING & 401(k) PLAN

December 31, 2016

Audited Financial Statements

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2016

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Firley, Moran, Freer & Eassa, CPA, P.C.
5010 Campuswood Drive · East Syracuse, NY 13057
p: 315.472.7045 f: 315.472.7053 www.fmfecpa.com

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Erie Materials, Inc. Profit
Sharing & 401(k) Plan
Syracuse, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Erie Materials, Inc. Profit Sharing & 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

An Independently Owned Member, RSM US Alliance

RSM US Alliance member firms are separate and independent businesses and legal entities that are responsible for their own acts and omissions, and each are separate and independent from RSM US LLP. RSM US LLP is the U.S. member firm of RSM International, a global network of independent audit, tax, and consulting firms. Members of RSM US Alliance have access to RSM International resources through RSM US LLP but are not member firms of RSM International.

Disclaimer of Opinion

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

Emphasis of Matter

As discussed in Note B to the financial statements, the Plan adopted new accounting guidance related to the presentation and disclosure of investments. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting and financial statement disclosure. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule of assets held at December 31, 2016 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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 schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Kirley, Moran, Green & Essa, CPA, P.C.

East Syracuse, New York
September 18, 2017

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	December 31, 2016	2015
ASSETS		
Investments:		
Pooled separate accounts, at fair value	$40,772,541	$37,405,654
General account, at contract value	8,155,274	8,215,625
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Notes from participants	672,725	661,761
	1,725,833	2,131,866
TOTAL ASSETS	50,653,648	47,753,145
LIABILITIES		
Corrective distributions	-0-	10,645
TOTAL LIABILITIES	-0-	10,645
NET ASSETS AVAILABLE FOR BENEFITS	$50,653,648	$47,742,500

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	Year ended December 31, 2016	2015
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Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 2,605,697	$ 109,966
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Employers' contributions	1,053,108	1,470,105
Employees' salary deferrals and rollovers, net of corrective distributions of $-0- and $10,645, respectively	1,202,814	1,181,169
	2,255,922	2,651,274
TOTAL ADDITIONS	5,022,993	2,940,246
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	2,108,791	1,904,071
Fees	3,054	5,110
TOTAL DEDUCTIONS	2,111,845	1,909,181
NET INCREASE	2,911,148	1,031,065
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	47,742,500	46,711,435
END OF YEAR	$50,653,648	$47,742,500

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2016 and 2015

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Contributions: Each year, participants may contribute up to 50% of compensation in regular deferrals and 100% of any bonuses paid. Contributions are subject to limitations determined by the Internal Revenue Code (IRC). Additionally, if a participant has or is projected to attain age 50 before the end of the calendar year, that participant may make "catch-up" contributions as determined by the IRC. Participants may also contribute amounts representing distributions from other qualified retirement plans. Participants direct the investment of their contributions into various investment options offered under a group annuity contract with Prudential Retirement Insurance and Annuity Company (Prudential). The Plan Sponsors, at the discretion of their Board of Directors, may contribute to the Plan a discretionary contribution for all eligible participants. The discretionary contributions made to the Plan were $1,053,108 and $1,470,105 for 2016 and 2015, respectively.

Participant Accounts: Each participant's account is credited with the participant's contribution and an allocation of (a) the Plan Sponsors' contribution and (b) Plan earnings. The discretionary Plan Sponsors' contributions are allocated based on participant's compensation. Plan earnings are allocated based on account balances. The retirement benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A--DESCRIPTION OF THE PLAN--Continued

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsors' discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

Receivables--Notes From Participants: Participants may borrow from their vested accounts a minimum of $1,000. The maximum amount of loans outstanding cannot exceed the lesser of $50,000 reduced by the highest outstanding loan balance at any time in the preceding year or 50% of the vested account balance. Participants are only permitted to have one loan outstanding at a time. The loans are secured by the balance in the participant's account and bear interest at the prime rate at the time of loan approval.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments over a period of not more than a participant's assumed life expectancy.

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Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

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NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

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

Receivables--Notes From Participants: Notes from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded at December 31, 2016 and 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits: Benefits are recorded when paid.

Recent Accounting Pronouncements: In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, "Fair Value Measurement" (Topic 820): "Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)". The amendments in the ASU remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of net assets available for benefits. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this ASU are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. Plan management is currently evaluating the applicability of the ASU to the Plan as well as the potential impact this ASU will have on the Plan's financial statements if adoption is required.

In July 2015, the FASB issued ASU No. 2015-12, "Plan Accounting: Defined Benefit Pension Plans" (Topic 960), "Defined Contribution Pension Plans" (Topic 962), "Health and Welfare Benefits Plans" (Topic 965) - (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosure, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force).

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

Recent Accounting Pronouncements--Continued: This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures, and provides for a measurement-date practical expedient. The ASU may be adopted in whole or by part (I, II, and III), as applicable. The amendments in this ASU are effective for Plan years beginning after December 15, 2015. Upon adoption, the amendments in Parts I and II shall be applied retrospectively to all Plan years presented; the amendments in Part III shall be applied prospectively. As permitted under the ASU, management elected to adopt Part II of ASU No. 2015-12 in the prior year. The Plan has adopted Part I of the ASU for the Plan year ended December 31, 2016. Accordingly, the amendments in Part I were retrospectively applied to the Plan year ended December 31, 2015. There was no effect on amounts previously reported in the December 31, 2015 statement of net assets available for benefits or the 2015 statement of changes in net assets available for benefits. Part III of ASU No. 2015-12 is not applicable to this Plan.

Events Occurring After Reporting Date: The Plan's management has evaluated events and transactions that occurred between December 31, 2016 and September 18, 2017, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. There were no such events or transactions identified by Plan management.

NOTE C--INFORMATION CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B. (UNAUDITED)

The following is a summary of the Plan's asset information as of and for the years ended December 31, 2016 and 2015, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Prudential Bank & Trust, F.S.B., the Trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets.

NOTE C--INFORMATION CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B. (UNAUDITED)--Continued

	December 31, 2016	December 31, 2015
Participant directed investments:		
Pooled separate accounts, at fair value	$40,772,541	$37,405,654
General account, at contract value	8,155,274	8,215,625
	$48,927,815	$45,621,279
Receivables--notes from participants	$ 672,725	$ 661,761

The Trustee also certified to the completeness and accuracy of $2,605,697 and $109,966 of net appreciation in fair value of investments, $140,777 and $155,336 of interest and dividends, and $20,597 and $23,670 of interest income on receivables--notes from participants for the years ended December 31, 2016 and 2015, respectively.

The Plan maintains an insurance company general account with Prudential that meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value represents contributions made under the contract, plus interest on such contributions, less withdrawals and administrative expenses charged by Prudential.

The investment contract held by the Plan is a group annuity contract. The contract issuer is contractually obligated to repay the principal and interest at a specified interest rate that is guaranteed to the Plan. The interest rate is set semi-annually on the first day of January and July. The rate will never be less than the 1.5% minimum interest rate for the lifetime of the contract.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to providing the required advance notice, as outlined in the contract.

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification Topic 820, “Fair Value Measurements and Disclosures”, are described as follows:

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

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset's or liability'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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2016. The methodologies used at December 31, 2016 are similar to those used at December 31, 2015.

Pooled separate accounts: Investments in the pooled separate accounts are investments in registered investment companies and are reported at fair value based on the quoted market price of the fund which represents the net asset value of the shares (participation units) held at year end.

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

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

The following table sets forth by Level, within the fair value hierarchy, the Plan's investments at fair value:

	Investments at Fair Value as of: December 31, 2016			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$40,772,541	$ -0-	$ -0-	$ 40,772,541

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$37,405,654	$ -0-	$ -0-	$ 37,405,654

NOTE E--RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Prudential Bank & Trust, F.S.B., trustee of the Plan, provides investment management services to the Plan. Accordingly, the investment services provided by Prudential Bank & Trust, F.S.B. and the related fees associated with the investment funds are considered to be exempt party in interest transactions.

Fees for auditing and other administrative services are either paid directly by the Plan or by the Plan Sponsors.

NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue their 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 account balances.

NOTE G--TAX STATUS

The Plan adopted a non-standardized form of a prototype plan sponsored by Prudential Retirement Services. The prototype plan has received a favorable determination letter dated April 29, 2014 from the Internal Revenue Service as to the prototype plan's qualified status. The Plan Administrator believes the Plan is designed and currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

NOTE H--RISKS AND UNCERTAINTIES

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

NOTE I--RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the respective Form 5500 as of December 31, 2016 and 2015:

	2016	2015
Net assets available for benefits per financial statements	$ 50,653,648	$ 47,742,500
Differences in:		
Investments	672,725	661,761
Receivables--notes from participants	(672,725)	(661,761)
Net assets available for benefits per Form 5500	$ 50,653,648	$ 47,742,500

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

EIN: 15-0528388 PLAN NO.: 001

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
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Small Cap Value/Vaughan Nel Fund		$ 664,888
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Small Cap Growth/RBC Fund		403,264
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal Income Fund		192,544
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2060 Fund		13,140
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2050 Fund		1,979,373
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2040 Fund		7,144,000
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2030 Fund		11,690,025
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2020 Fund		3,708,316
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Retirement Goal 2010 Fund		1,895,005
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Mid Cap Value/Robeco Bost Fund		747,448
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Mid Cap Growth/TimesSquare Fund		676,406
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Large Cap Value/LSV Asset Management Fund		3,003,919
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Large Cap Growth/JP Morgan Fund		2,876,999
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	International Blend/AQR Fund		1,755,890
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Dryden S&P 500 Index Fund		2,608,071
*	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account	Core Plus Bond/PIMCO Fund		1,413,253
*	Prudential Retirement Insurance & Annuity Co. General Account	Guaranteed Income Fund		8,155,274
				$ 48,927,815
	Receivables--notes from participants	3.25% - 3.50%	N/A	$ 672,725

* Indicates party in interest