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
- [X] 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
WEBER DISTRIBUTION, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1973

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)
WEBER DISTRIBUTION, LLC

13530 ROSECRANS AVE
SANTA FE SPRINGS, CA 90670

2b Employer Identification Number (EIN) 68-0592921

2c Plan Sponsor's telephone number 909-291-2634

2d Business code (see instructions) 493100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2017	GUADALUPE ZARAZUA
	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**	448
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)**	309
a(2) Total number of active participants at the end of the plan year	**6a(2)**	319
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	135
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	454
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	454
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	367
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 2K 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code_____

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

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

A Name of plan
WEBER DISTRIBUTION, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WEBER DISTRIBUTION, LLC

D Employer Identification Number (EIN)
68-0592921

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

AMERICAN FUNDS

95-1411037

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

T. ROWE PRICE

52-2264646

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

LORD ABBETT

13-5620131

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

OPPENHEIMER FUNDS

13-2527171

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

PIMCO FUNDS

95-2632339

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

PRUDENTIAL INVESTMENTS

22-3703799

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

FRANKLIN FUNDS

13-2670991

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

AMERICAN BEACON

75-2401150

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

VANGUARD

23-1945930

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 21 37 50 62 64	SERVICE PROVIDER	34260	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

BENEFIT FINANCIAL SERVICES GROUP

20-8532658

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	9522	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

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

A Name of plan
WEBER DISTRIBUTION, LLC 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
WEBER DISTRIBUTION, LLC

D Employer Identification Number (EIN)
68-0592921

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: STABLE RETURN FUND N60

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
52-2251407-001	C	1282241

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

a Plan name

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

a Plan name

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

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
WEBER DISTRIBUTION, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WEBER DISTRIBUTION, LLC

D Employer Identification Number (EIN)
68-0592921

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	34	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(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)	279496	252661
(9) Value of interest in common/collective trusts	1c(9)	1181569	1282241
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	6587039	6408343
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(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	8048138	7943245
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	8048138	7943245

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)	4	
	(B) Participants	2a(1)(B)	486702	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		486706
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)	13711	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		13711
	(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)	74896	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		74896
	(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)		21758
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		401858
c Other income	2c		1628
d Total income. Add all **income** amounts in column (b) and enter total	2d		1000557
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1044344	
(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)		1044344
f Corrective distributions (see instructions)	2f		17324
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	43782	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		43782
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1105450
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-104893
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: DAMITZ, BROOKS, NIGHTINGALE, TURNER **(2)** EIN: 77-0076647

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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
WEBER DISTRIBUTION, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WEBER DISTRIBUTION, LLC

D Employer Identification Number (EIN)
68-0592921

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): 41-6257133

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 _____/_____/_____.

WEBER DISTRIBUTION, LLC
401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2016 AND 2015

WEBER DISTRIBUTION, LLC
401(k) Plan

Table of Contents

Independent Auditor's Report ……...3

Financial Statements

Statements of Net Assets Available for Benefits as of
December 31, 2016 and 2015 ……5

Statement of Changes in Net Assets
Available for Benefits for the Year Ended December 31, 2016 ……...6

Notes to Financial Statements ……..7-16

Supplemental Schedule

Schedule of Assets (Held at End of Year) ……17

Note: Schedules other than those listed above have been omitted because they are not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and disclosure under the Employee Retirement Income Security Act of 1974, as amended.

DAMITZ
BROOKS
NIGHTINGALE
TURNER
MORRISSET

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Weber Distribution, LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Weber Distribution, LLC 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 statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements.

We have been informed by the plan administrator the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes at December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental 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 by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Damitz, Brooks, Nightingale, Turner & Morrisset

Damitz, Brooks, Nightingale,
Turner & Morrisset
Santa Barbara, California
September 27, 2017

WEBER DISTRIBUTION, LLC
401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	2016	2015
Assets		
Investments at Fair Value		
Cash	$ -	$ 34
Interest in registered investment companies	6,408,344	6,587,039
	6,408,344	6,587,073
Investments at Contract Value		
Interest in common/collective trust:		
Stable value fund	1,279,681	1,175,690
Other Assets		
Notes receivable from participants	252,661	279,496
	7,940,686	8,042,259
Liabilities		
Corrective distributions payable	6,609	17,324
Net Assets Available for Benefits	$ 7,934,077	$ 8,024,935

The accompanying notes are an integral part of these financial statements.

WEBER DISTRIBUTION, LLC
401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2016

.

Additions to / (Deductions from) Net Assets Attributed to:		
Contributions		
Employer	$	4
Participant		480,456
Total contributions		480,460
Investment income		
Dividends and interest		74,896
Net appreciation in the fair value of investments		397,543
Other income		30,661
		503,100
Interest earned on notes receivable from participants		13,711
Total income		516,811
Total additions		997,271
Benefit payments and expenses		
Benefits paid		(1,044,347)
Administrative expenses		(43,782)
Total benefit payments and expenses		(1,088,129)
Decrease in net assets available for benefits		(90,858)
Net Assets Available for Benefits:		
Beginning of year		8,024,935
End of year	$	7,934,077

The accompanying notes are an integral part of these financial statements.

WEBER DISTRIBUTION, LLC
401(k) Plan

Notes to Financial Statements
December 31, 2016

1. PLAN DESCRIPTION

The following description of the Weber Distribution, LLC 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Weber Distribution, LLC (the "Employer" or "Company") who have three months of service, with the exception of certain union employees whose benefits are provided by the union. The Plan was established in January 1973 to recognize and reward the contributions made by employees to the successful operations of the Company, and to provide retirement and other related benefits to these employees. The Plan is a salary deferral plan with employee contributions and employer matching contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Wells Fargo Bank, N.A. is the trustee and plan administrator for the Plan (the "Trustee"). The Plan is administered by the Administrative Committee and the third party plan administrator.

Contributions

Each year, participants may elect to contribute up to 100 percent of their pre-tax annual compensation, before bonuses, subject to the annual limitation imposed by the Internal Revenue Code (IRC), which was $18,000 for 2016. Under IRC regulations, participants who have obtained age 50 before the end of the Plan year are eligible to make additional catch-up contributions of up to $6,000.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct contributions into any of the investments offered under the contract with the Trustee. Participants may change investment selections a maximum of two times per month. Participants may modify their deferral election or stop deferrals at any time during the year.

The Company may make discretionary contributions to the Plan. Effective January 1, 2016, the Company suspended contributions for the 2016 Plan year.

1. PLAN DESCRIPTION (Cont.)

Participant Accounts

A separate account is maintained for each participant. Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and is charged with certain investment and administrative expenses. Contributions are allocated in accordance with participant allocation elections. Realized and unrealized appreciation or depreciation are credited or charged to participant accounts based upon the increase or decrease in the market value per unit of investments held. Dividends and interest are credited to participant accounts based on investment units held. The benefits to which a participant is entitled are the benefits that can be provided from a participant's account.

At December 31, 2016, all participants who elected to withdraw from the Plan and requested a distribution of their account had received a distribution from the Plan.

Vesting

Participants are immediately vested in their contributions plus the earnings thereon. A participant becomes vested in the Employer's contributions plus the earnings thereon in accordance with the following schedule:

Years of Service	Vested Percentage
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

Years of service include all years the participant has worked for the Employer, regardless of the participant's date of enrollment in the Plan or whether there were breaks in their years of service.

Eligibility

All regular, full-time employees are eligible to participate in the Plan, with the exception of union employees. On completion of three months of service an employee will become a participant in the Plan on the next entry date, with a default deferral rate of 3% of eligible compensation, unless they affirmatively elect not to participate. The Plan entry dates occur quarterly, on the first day of January, April, July, or October.

1. PLAN DESCRIPTION (Cont.)

Notes Receivable from Participants

Participants may borrow from their account a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prevailing prime rate plus two percent. Interest rates on outstanding loans at December 31, 2016 are 5.25 to 5.75 percent and loan maturities extend through 2021. Principal and interest on the loans is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, retirement or any other reason, a participant is entitled to receive a lump-sum amount equal to the participant's vested interest in their account. The value of a participant's account becomes fully vested upon retirement, defined as the latter of the participant's 65th birthday or the 5th anniversary of the date the individual began to participate in the Plan, if later, or disability, provided the participant is an employee as of such date.

The Plan allows participants who elect late retirement to continue receiving employer contributions until their late retirement date. Participants have the option to begin receiving benefit payments following either their normal retirement date or late retirement date.

Forfeited Accounts

If a participant separates from service prior to vesting in 100 percent of the Company's contributions and the earnings thereon, the non-vested portion of their account is forfeited. Such forfeitures are used to reduce future employer contributions. For the year ended December 31, 2016 administrative expenses of $10,826 were paid from the forfeitures account. At December 31, 2016 and 2015, the balance in the forfeitures account was $38,225 and $14,373, respectively.

Administrative Expenses

Certain non-investment costs and administrative expenses of the Plan are paid by the Company, which is a party-in-interest. These expenses are not reflected in the accompanying financial statements and constitute exempt transactions under ERISA. Certain investment management fees, check processing fees and loan application fees are deducted directly from participants' accounts. These fees are presented in administrative expenses in the statement of changes in net assets available for benefits. Certain Plan administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates

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

Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, establishes 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not considered to be active or financial instruments or which all significant inputs are observable, either directly or indirectly;

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation methodologies used by the Plan's management may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Investment Valuation and Income Recognition

The Plan's investments in registered investment companies represent the fund participation units owned by the Plan and are based on the net asset value of the units held by the Plan at the end of the year. Quoted market prices of the underlying investments are used to value each fund. There are no redemption restrictions. (Level 1)

The Plan's interests in common and collective trusts are stated at the contract value as determined by the trustee of the common and collective trust. (Level 2)

Investment Risk

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

The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's provisions as well as those of ERISA and the participants' investment preference dictate the Plan's concentration of credit risk and market risk.

The Plan invests in registered investment companies that invest in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments.

Moreover, securities of many foreign companies and their markets may be less liquid and their prices may be more volatile than those of securities of comparable U.S. companies.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as deemed distributions to participants.

Payment of Benefits

Benefits are recorded when paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

New Accounting Pronouncements

In July 2015, the Financial Standards Accounting Board (FASB) issued Accounting Standards Update (ASU) 2015-12, *Plan Accounting: Defined Benefits Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; and III. Measurement Date Practical Expedient* (ASU 2015-12). This three-part ASU simplifies current benefit plan accounting and requires (i) fully benefit-responsive investment contracts to be measured, presented, and disclosed only at contract value and accordingly removes the requirement to reconcile their contract value to fair value; (ii) benefit plans to disaggregate their investments measured using fair value by general type, either on the face of the financial statements or in the notes to the financial statements; (iii) the net appreciation or depreciation in investments for the period to be presented in the aggregate rather than by general type, and removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits. Further, the amendments in this ASU eliminate the requirement to disclose the investment strategy for certain investments that are measured using Net Asset Value (NAV) per share using the practical expedient in the FASB ASC 820. Part III of the ASU provides a practical expedient to permit employee benefit plans to measure investments and investment-related accounts as of the month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end, while requiring certain additional disclosures. The amendments in Parts I and II of this standard are effective retrospectively for fiscal years beginning after December 15, 2015 and early adoption is permitted. The amendments in Part III of this standard are effective prospectively for fiscal years beginning after December 15, 2015 and early adoption is permitted.

The Plan adopted the amendments in Parts I and II of ASU 2015-12 for the year ended December 31, 2014. Part III of ASU 2015-12 is not currently applicable to the activities of the Plan.

Subsequent Events

Management has evaluated the impact of all subsequent events through September 27, 2016, the date the financial statements were available to be issued, and has determined that there were no subsequent events requiring disclosure in the financial statements.

3. INTEREST IN COMMON/COLLECTIVE TRUSTS - STABLE RETURN FUND

The Plan holds investments in the Wells Fargo Stable Return Fund N60, in which the sole investment is in Wells Fargo Stable Return Fund G (the "Fund"). The Fund's investment portfolio consists of guaranteed investment contracts and security backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics as a traditional investment contract and is comprised of two parts: a fixed-income security or portfolio of fixed-income securities and a contract value guarantee wrapper provided by a third party. Wrappers provide contract value payments for certain participant initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity. The Fund's objectives are to provide a moderate level of stable income without principal volatility. The principal value of these contracts is not expected to experience price fluctuations in most economic or interest rate environments. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rate is typically reset on a quarterly basis.

Certain events limit the Plan's ability to transact at contract value with participants in the Plan. Such events may include but are not limited to: credit defaults and other impairments of underlying assets as well as certain employer events or communications that substantially increase the likelihood of large redemptions from the Fund. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable. Certain events allow issuers to terminate investment contracts with the Plan and settle at an amount different from the contract value. Such events may include but are not limited to: management of the portfolio which is not in accordance with investment guidelines, breach of any material obligation under the wrap agreement, any representation or warranty made by the contract holder that becomes untrue in any material way, replacement of the advisor without prior consent of the issuer, termination of fund, fund ceases to qualify as a group trust or the Plan ceases to meet the appropriate tax qualifications.

The average yield earned by the Fund at December 31, 2016 was 1.93%. This represents annualized earnings of all investments in the Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Fund at December 31, 2016. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants at December 31, 2016 was 1.94%. This represents the annualized earnings credited to participants in the Fund, divided by the fair value of all investments in the Fund at December 31, 2016.

4. FAIR VALUE MEASUREMENTS

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

	Investment Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large Cap Equity Funds	$ 3,035,259	$ -	$ -	$ 3,035,259
Mid Cap Equity Funds	1,107,090	-	-	1,107,090
Small Cap Equity Funds	735,337	-	-	735,337
Global Equity Funds	843,955	-	-	843,955
Fixed Income Fund	686,703	-	-	686,703
Common and collective trusts stated at contract value (Note 3):				
Stable Return Fund	-	1,279,681	-	1,279,681
	$ 6,408,344	$ 1,279,681	$ -	$ 7,688,025

	Investment Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Cash	$ 34	$ -	$ -	$ 34
Registered investment companies:				
Large Cap Equity Funds	2,886,682	-	-	2,886,682
Mid Cap Equity Funds	1,121,958	-	-	1,121,958
Small Cap Equity Funds	887,389	-	-	887,389
Global Equity Funds	963,969	-	-	963,969
Fixed Income Fund	727,041	-	-	727,041
Common and collective trusts stated at contract value (Note 3):				
Stable Return Fund	-	1,175,690	-	1,175,690
	$ 6,587,073	$ 1,175,690	$ -	$ 7,762,763

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan's investments are held by the Plan's trustee. The Plan's administrator has instructed the independent public accountants not to examine the information certified as complete and accurate by the trustee, except for comparing such information to the related information in the financial statements and supplemental schedule. The trustee's certification applies to all Plan assets. The net investment loss as certified by the trustee for the year ended December 31, 2016 was $500,142. See Note 10 for a reconciliation to the investment income in the financial statements.

6. PLAN TERMINATION

Although the intention of the Employer is to continue the Plan indefinitely, the Employer reserves the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

7. INCOME TAX STATUS

The Plan obtained an opinion letter on March 26, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statement.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. 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.

8. CORRECTIVE DISTRIBUTIONS

At December 31, 2016 and 2015, corrective distributions payable of $6,609 and $17,324, respectively, represent excess contributions received in a Plan year that are distributed in the subsequent Plan year. The excess contributions and earnings there on are returned to certain participants as required to satisfy the relevant eligibility and nondiscrimination provisions of the Plan.

9. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank is the trustee as defined by the plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the plan for administrative services amounted to $43,782 for the year ended December 31, 2016.

10. RECONCILIATION TO IRS FORM 5500

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

	2016	2015
Net assets available for benefits per financial statements	$ 7,934,077	$ 8,024,935
Add: Adjustment from contract value to fair value for fully benefit-responsive guaranteed interest accounts	2,559	5,879
Add: Corrective distributions payable	6,609	17,324
Net assets available for benefits per the Form 5500	$ 7,943,245	$ 8,048,138

The following is a reconciliation of contributions per the financial statements at December 31, 2016 to Form 5500:

Total contributions per the financial statements	$ 480,460
Add: Contributions to be refunded to participants	6,246
Total contributions per the Form 5500	$ 486,706

The following is a reconciliation of investment income per the financial statements at December 31, 2016 to Form 5500:

Total investment loss per the financial statements	$ 503,100
Change in adjustment from contract to fair value for fully benefit-responsive investment contracts	(3,320)
Investment loss on contributions to be refunded	360
Total investment loss per the Form 5500	$ 500,140

WEBER DISTRIBUTION, LLC
401(K) PLAN
EIN: 68-0592921 - PLAN: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost (2)	(e) Current Value
(1)	Participant Loans	Interest Rates - 5.25% - 5.75%		$ 252,661
*	Wells Fargo Stable Return Fund N60	Common/Collective Trust		1,279,681
	Lord Abbett Total Return R4	Registered Investment Company		685,501
	American Beacon Small Cp Val Y	Registered Investment Company		253,470
	American Funds Fundamental Invs R4	Registered Investment Company		291,870
	American Funds Growth Fund Of America R4	Registered Investment Company		1,417,782
	Lord Abbett Developing Growth A	Registered Investment Company		481,867
	Prudential Jennison Mid Cap Growth Fd A	Registered Investment Company		608,579
	T. Rowe Price Equity Income Adv	Registered Investment Company		906,359
	Vanguard Selected Value Inv	Registered Investment Company		498,511
*	Wells Fargo Index Adm	Registered Investment Company		419,248
	American Funds EuroPacific Growth R4	Registered Investment Company		654,246
	Franklin Mutual Global Discovery Fund A	Registered Investment Company		31,978
	Pimco Total Return Fund CL A	Registered Investment Company		1,202
	Oppenheimer Developing Markets Fd (A)	Registered Investment Company		157,731
			Total	$ 7,940,686

* A party-in-interest for which a statutory exemption exists.

(1) The interest rate for all loans range from 5.25% to 5.75%. The Maturity dates range from 2017 to 2021. Loans to participants are collateralized by the participant's vested account balances.

(2) The cost of participant-directed investments is not required to be disclosed.

WEBER DISTRIBUTION, LLC
401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2016 AND 2015

WEBER DISTRIBUTION, LLC
401(k) Plan

Table of Contents

Independent Auditor's Report ……...3

Financial Statements

Statements of Net Assets Available for Benefits as of
December 31, 2016 and 2015 ……5

Statement of Changes in Net Assets
Available for Benefits for the Year Ended December 31, 2016 ……...6

Notes to Financial Statements ……..7-16

Supplemental Schedule

Schedule of Assets (Held at End of Year) ……17

Note: Schedules other than those listed above have been omitted because they are not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and disclosure under the Employee Retirement Income Security Act of 1974, as amended.

DAMITZ
BROOKS
NIGHTINGALE
TURNER
MORRISSET

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Weber Distribution, LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Weber Distribution, LLC 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 statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements.

We have been informed by the plan administrator the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes at December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental 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 by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Damitz, Brooks, Nightingale, Turner & Morrisset

Damitz, Brooks, Nightingale,
Turner & Morrisset
Santa Barbara, California
September 27, 2017

WEBER DISTRIBUTION, LLC
401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	2016	2015
Assets		
Investments at Fair Value		
Cash	$ -	$ 34
Interest in registered investment companies	6,408,344	6,587,039
	6,408,344	6,587,073
Investments at Contract Value		
Interest in common/collective trust:		
Stable value fund	1,279,681	1,175,690
Other Assets		
Notes receivable from participants	252,661	279,496
	7,940,686	8,042,259
Liabilities		
Corrective distributions payable	6,609	17,324
Net Assets Available for Benefits	$ 7,934,077	$ 8,024,935

The accompanying notes are an integral part of these financial statements.

WEBER DISTRIBUTION, LLC
401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2016

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Additions to / (Deductions from) Net Assets Attributed to:		
Contributions		
Employer	$	4
Participant		480,456
Total contributions		480,460
Investment income		
Dividends and interest		74,896
Net appreciation in the fair value of investments		397,543
Other income		30,661
		503,100
Interest earned on notes receivable from participants		13,711
Total income		516,811
Total additions		997,271
Benefit payments and expenses		
Benefits paid		(1,044,347)
Administrative expenses		(43,782)
Total benefit payments and expenses		(1,088,129)
Decrease in net assets available for benefits		(90,858)
Net Assets Available for Benefits:		
Beginning of year		8,024,935
End of year	$	7,934,077

The accompanying notes are an integral part of these financial statements.

WEBER DISTRIBUTION, LLC
401(k) Plan

Notes to Financial Statements
December 31, 2016

1. PLAN DESCRIPTION

The following description of the Weber Distribution, LLC 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Weber Distribution, LLC (the "Employer" or "Company") who have three months of service, with the exception of certain union employees whose benefits are provided by the union. The Plan was established in January 1973 to recognize and reward the contributions made by employees to the successful operations of the Company, and to provide retirement and other related benefits to these employees. The Plan is a salary deferral plan with employee contributions and employer matching contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Wells Fargo Bank, N.A. is the trustee and plan administrator for the Plan (the "Trustee"). The Plan is administered by the Administrative Committee and the third party plan administrator.

Contributions

Each year, participants may elect to contribute up to 100 percent of their pre-tax annual compensation, before bonuses, subject to the annual limitation imposed by the Internal Revenue Code (IRC), which was $18,000 for 2016. Under IRC regulations, participants who have obtained age 50 before the end of the Plan year are eligible to make additional catch-up contributions of up to $6,000.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct contributions into any of the investments offered under the contract with the Trustee. Participants may change investment selections a maximum of two times per month. Participants may modify their deferral election or stop deferrals at any time during the year.

The Company may make discretionary contributions to the Plan. Effective January 1, 2016, the Company suspended contributions for the 2016 Plan year.

1. PLAN DESCRIPTION (Cont.)

Participant Accounts

A separate account is maintained for each participant. Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and is charged with certain investment and administrative expenses. Contributions are allocated in accordance with participant allocation elections. Realized and unrealized appreciation or depreciation are credited or charged to participant accounts based upon the increase or decrease in the market value per unit of investments held. Dividends and interest are credited to participant accounts based on investment units held. The benefits to which a participant is entitled are the benefits that can be provided from a participant's account.

At December 31, 2016, all participants who elected to withdraw from the Plan and requested a distribution of their account had received a distribution from the Plan.

Vesting

Participants are immediately vested in their contributions plus the earnings thereon. A participant becomes vested in the Employer's contributions plus the earnings thereon in accordance with the following schedule:

Years of Service	Vested Percentage
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

Years of service include all years the participant has worked for the Employer, regardless of the participant's date of enrollment in the Plan or whether there were breaks in their years of service.

Eligibility

All regular, full-time employees are eligible to participate in the Plan, with the exception of union employees. On completion of three months of service an employee will become a participant in the Plan on the next entry date, with a default deferral rate of 3% of eligible compensation, unless they affirmatively elect not to participate. The Plan entry dates occur quarterly, on the first day of January, April, July, or October.

1. PLAN DESCRIPTION (Cont.)

Notes Receivable from Participants

Participants may borrow from their account a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prevailing prime rate plus two percent. Interest rates on outstanding loans at December 31, 2016 are 5.25 to 5.75 percent and loan maturities extend through 2021. Principal and interest on the loans is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, retirement or any other reason, a participant is entitled to receive a lump-sum amount equal to the participant's vested interest in their account. The value of a participant's account becomes fully vested upon retirement, defined as the latter of the participant's 65th birthday or the 5th anniversary of the date the individual began to participate in the Plan, if later, or disability, provided the participant is an employee as of such date.

The Plan allows participants who elect late retirement to continue receiving employer contributions until their late retirement date. Participants have the option to begin receiving benefit payments following either their normal retirement date or late retirement date.

Forfeited Accounts

If a participant separates from service prior to vesting in 100 percent of the Company's contributions and the earnings thereon, the non-vested portion of their account is forfeited. Such forfeitures are used to reduce future employer contributions. For the year ended December 31, 2016 administrative expenses of $10,826 were paid from the forfeitures account. At December 31, 2016 and 2015, the balance in the forfeitures account was $38,225 and $14,373, respectively.

Administrative Expenses

Certain non-investment costs and administrative expenses of the Plan are paid by the Company, which is a party-in-interest. These expenses are not reflected in the accompanying financial statements and constitute exempt transactions under ERISA. Certain investment management fees, check processing fees and loan application fees are deducted directly from participants' accounts. These fees are presented in administrative expenses in the statement of changes in net assets available for benefits. Certain Plan administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates

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

Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, establishes 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not considered to be active or financial instruments or which all significant inputs are observable, either directly or indirectly;

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation methodologies used by the Plan's management may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Investment Valuation and Income Recognition

The Plan's investments in registered investment companies represent the fund participation units owned by the Plan and are based on the net asset value of the units held by the Plan at the end of the year. Quoted market prices of the underlying investments are used to value each fund. There are no redemption restrictions. (Level 1)

The Plan's interests in common and collective trusts are stated at the contract value as determined by the trustee of the common and collective trust. (Level 2)

Investment Risk

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

The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's provisions as well as those of ERISA and the participants' investment preference dictate the Plan's concentration of credit risk and market risk.

The Plan invests in registered investment companies that invest in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments.

Moreover, securities of many foreign companies and their markets may be less liquid and their prices may be more volatile than those of securities of comparable U.S. companies.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as deemed distributions to participants.

Payment of Benefits

Benefits are recorded when paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

New Accounting Pronouncements

In July 2015, the Financial Standards Accounting Board (FASB) issued Accounting Standards Update (ASU) 2015-12, *Plan Accounting: Defined Benefits Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; and III. Measurement Date Practical Expedient* (ASU 2015-12). This three-part ASU simplifies current benefit plan accounting and requires (i) fully benefit-responsive investment contracts to be measured, presented, and disclosed only at contract value and accordingly removes the requirement to reconcile their contract value to fair value; (ii) benefit plans to disaggregate their investments measured using fair value by general type, either on the face of the financial statements or in the notes to the financial statements; (iii) the net appreciation or depreciation in investments for the period to be presented in the aggregate rather than by general type, and removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits. Further, the amendments in this ASU eliminate the requirement to disclose the investment strategy for certain investments that are measured using Net Asset Value (NAV) per share using the practical expedient in the FASB ASC 820. Part III of the ASU provides a practical expedient to permit employee benefit plans to measure investments and investment-related accounts as of the month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end, while requiring certain additional disclosures. The amendments in Parts I and II of this standard are effective retrospectively for fiscal years beginning after December 15, 2015 and early adoption is permitted. The amendments in Part III of this standard are effective prospectively for fiscal years beginning after December 15, 2015 and early adoption is permitted.

The Plan adopted the amendments in Parts I and II of ASU 2015-12 for the year ended December 31, 2014. Part III of ASU 2015-12 is not currently applicable to the activities of the Plan.

Subsequent Events

Management has evaluated the impact of all subsequent events through September 27, 2016, the date the financial statements were available to be issued, and has determined that there were no subsequent events requiring disclosure in the financial statements.

3. INTEREST IN COMMON/COLLECTIVE TRUSTS - STABLE RETURN FUND

The Plan holds investments in the Wells Fargo Stable Return Fund N60, in which the sole investment is in Wells Fargo Stable Return Fund G (the "Fund"). The Fund's investment portfolio consists of guaranteed investment contracts and security backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics as a traditional investment contract and is comprised of two parts: a fixed-income security or portfolio of fixed-income securities and a contract value guarantee wrapper provided by a third party. Wrappers provide contract value payments for certain participant initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity. The Fund's objectives are to provide a moderate level of stable income without principal volatility. The principal value of these contracts is not expected to experience price fluctuations in most economic or interest rate environments. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rate is typically reset on a quarterly basis.

Certain events limit the Plan's ability to transact at contract value with participants in the Plan. Such events may include but are not limited to: credit defaults and other impairments of underlying assets as well as certain employer events or communications that substantially increase the likelihood of large redemptions from the Fund. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable. Certain events allow issuers to terminate investment contracts with the Plan and settle at an amount different from the contract value. Such events may include but are not limited to: management of the portfolio which is not in accordance with investment guidelines, breach of any material obligation under the wrap agreement, any representation or warranty made by the contract holder that becomes untrue in any material way, replacement of the advisor without prior consent of the issuer, termination of fund, fund ceases to qualify as a group trust or the Plan ceases to meet the appropriate tax qualifications.

The average yield earned by the Fund at December 31, 2016 was 1.93%. This represents annualized earnings of all investments in the Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Fund at December 31, 2016. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants at December 31, 2016 was 1.94%. This represents the annualized earnings credited to participants in the Fund, divided by the fair value of all investments in the Fund at December 31, 2016.

4. FAIR VALUE MEASUREMENTS

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

	Investment Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large Cap Equity Funds	$ 3,035,259	$ -	$ -	$ 3,035,259
Mid Cap Equity Funds	1,107,090	-	-	1,107,090
Small Cap Equity Funds	735,337	-	-	735,337
Global Equity Funds	843,955	-	-	843,955
Fixed Income Fund	686,703	-	-	686,703
Common and collective trusts stated at contract value (Note 3):				
Stable Return Fund	-	1,279,681	-	1,279,681
	$ 6,408,344	$ 1,279,681	$ -	$ 7,688,025

	Investment Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Cash	$ 34	$ -	$ -	$ 34
Registered investment companies:				
Large Cap Equity Funds	2,886,682	-	-	2,886,682
Mid Cap Equity Funds	1,121,958	-	-	1,121,958
Small Cap Equity Funds	887,389	-	-	887,389
Global Equity Funds	963,969	-	-	963,969
Fixed Income Fund	727,041	-	-	727,041
Common and collective trusts stated at contract value (Note 3):				
Stable Return Fund	-	1,175,690	-	1,175,690
	$ 6,587,073	$ 1,175,690	$ -	$ 7,762,763

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan's investments are held by the Plan's trustee. The Plan's administrator has instructed the independent public accountants not to examine the information certified as complete and accurate by the trustee, except for comparing such information to the related information in the financial statements and supplemental schedule. The trustee's certification applies to all Plan assets. The net investment loss as certified by the trustee for the year ended December 31, 2016 was $500,142. See Note 10 for a reconciliation to the investment income in the financial statements.

6. PLAN TERMINATION

Although the intention of the Employer is to continue the Plan indefinitely, the Employer reserves the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

7. INCOME TAX STATUS

The Plan obtained an opinion letter on March 26, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statement.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. 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.

8. CORRECTIVE DISTRIBUTIONS

At December 31, 2016 and 2015, corrective distributions payable of $6,609 and $17,324, respectively, represent excess contributions received in a Plan year that are distributed in the subsequent Plan year. The excess contributions and earnings there on are returned to certain participants as required to satisfy the relevant eligibility and nondiscrimination provisions of the Plan.

9. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank is the trustee as defined by the plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the plan for administrative services amounted to $43,782 for the year ended December 31, 2016.

10. RECONCILIATION TO IRS FORM 5500

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

	2016	2015
Net assets available for benefits per financial statements	$ 7,934,077	$ 8,024,935
Add: Adjustment from contract value to fair value for fully benefit-responsive guaranteed interest accounts	2,559	5,879
Add: Corrective distributions payable	6,609	17,324
Net assets available for benefits per the Form 5500	$ 7,943,245	$ 8,048,138

The following is a reconciliation of contributions per the financial statements at December 31, 2016 to Form 5500:

Total contributions per the financial statements	$ 480,460
Add: Contributions to be refunded to participants	6,246
Total contributions per the Form 5500	$ 486,706

The following is a reconciliation of investment income per the financial statements at December 31, 2016 to Form 5500:

Total investment loss per the financial statements	$ 503,100
Change in adjustment from contract to fair value for fully benefit-responsive investment contracts	(3,320)
Investment loss on contributions to be refunded	360
Total investment loss per the Form 5500	$ 500,140

WEBER DISTRIBUTION, LLC
401(K) PLAN
EIN: 68-0592921 - PLAN: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost (2)	(e) Current Value
(1)	Participant Loans	Interest Rates - 5.25% - 5.75%		$ 252,661
*	Wells Fargo Stable Return Fund N60	Common/Collective Trust		1,279,681
	Lord Abbett Total Return R4	Registered Investment Company		685,501
	American Beacon Small Cp Val Y	Registered Investment Company		253,470
	American Funds Fundamental Invs R4	Registered Investment Company		291,870
	American Funds Growth Fund Of America R4	Registered Investment Company		1,417,782
	Lord Abbett Developing Growth A	Registered Investment Company		481,867
	Prudential Jennison Mid Cap Growth Fd A	Registered Investment Company		608,579
	T. Rowe Price Equity Income Adv	Registered Investment Company		906,359
	Vanguard Selected Value Inv	Registered Investment Company		498,511
*	Wells Fargo Index Adm	Registered Investment Company		419,248
	American Funds EuroPacific Growth R4	Registered Investment Company		654,246
	Franklin Mutual Global Discovery Fund A	Registered Investment Company		31,978
	Pimco Total Return Fund CL A	Registered Investment Company		1,202
	Oppenheimer Developing Markets Fd (A)	Registered Investment Company		157,731
			Total	$ 7,940,686

* A party-in-interest for which a statutory exemption exists.

(1) The interest rate for all loans range from 5.25% to 5.75%. The Maturity dates range from 2017 to 2021. Loans to participants are collateralized by the participant's vested account balances.

(2) The cost of participant-directed investments is not required to be disclosed.

WEBER DISTRIBUTION, LLC
401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2016 AND 2015

WEBER DISTRIBUTION, LLC
401(k) Plan

Table of Contents

Independent Auditor's Report ……...3

Financial Statements

Statements of Net Assets Available for Benefits as of
December 31, 2016 and 2015 ……5

Statement of Changes in Net Assets
Available for Benefits for the Year Ended December 31, 2016 ……...6

Notes to Financial Statements ……..7-16

Supplemental Schedule

Schedule of Assets (Held at End of Year) ……17

Note: Schedules other than those listed above have been omitted because they are not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and disclosure under the Employee Retirement Income Security Act of 1974, as amended.

DAMITZ
BROOKS
NIGHTINGALE
TURNER
MORRISSET

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Weber Distribution, LLC 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Weber Distribution, LLC 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 statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements.

We have been informed by the plan administrator the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes at December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental 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 by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Damitz, Brooks, Nightingale, Turner & Morrisset

Damitz, Brooks, Nightingale,
Turner & Morrisset
Santa Barbara, California
September 27, 2017

WEBER DISTRIBUTION, LLC
401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	2016	2015
Assets		
Investments at Fair Value		
Cash	$ -	$ 34
Interest in registered investment companies	6,408,344	6,587,039
	6,408,344	6,587,073
Investments at Contract Value		
Interest in common/collective trust:		
Stable value fund	1,279,681	1,175,690
Other Assets		
Notes receivable from participants	252,661	279,496
	7,940,686	8,042,259
Liabilities		
Corrective distributions payable	6,609	17,324
Net Assets Available for Benefits	$ 7,934,077	$ 8,024,935

The accompanying notes are an integral part of these financial statements.

WEBER DISTRIBUTION, LLC
401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2016

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Additions to / (Deductions from) Net Assets Attributed to:		
Contributions		
Employer	$	4
Participant		480,456
Total contributions		480,460
Investment income		
Dividends and interest		74,896
Net appreciation in the fair value of investments		397,543
Other income		30,661
		503,100
Interest earned on notes receivable from participants		13,711
Total income		516,811
Total additions		997,271
Benefit payments and expenses		
Benefits paid		(1,044,347)
Administrative expenses		(43,782)
Total benefit payments and expenses		(1,088,129)
Decrease in net assets available for benefits		(90,858)
Net Assets Available for Benefits:		
Beginning of year		8,024,935
End of year	$	7,934,077

The accompanying notes are an integral part of these financial statements.

WEBER DISTRIBUTION, LLC
401(k) Plan

Notes to Financial Statements
December 31, 2016

1. PLAN DESCRIPTION

The following description of the Weber Distribution, LLC 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Weber Distribution, LLC (the "Employer" or "Company") who have three months of service, with the exception of certain union employees whose benefits are provided by the union. The Plan was established in January 1973 to recognize and reward the contributions made by employees to the successful operations of the Company, and to provide retirement and other related benefits to these employees. The Plan is a salary deferral plan with employee contributions and employer matching contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Wells Fargo Bank, N.A. is the trustee and plan administrator for the Plan (the "Trustee"). The Plan is administered by the Administrative Committee and the third party plan administrator.

Contributions

Each year, participants may elect to contribute up to 100 percent of their pre-tax annual compensation, before bonuses, subject to the annual limitation imposed by the Internal Revenue Code (IRC), which was $18,000 for 2016. Under IRC regulations, participants who have obtained age 50 before the end of the Plan year are eligible to make additional catch-up contributions of up to $6,000.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct contributions into any of the investments offered under the contract with the Trustee. Participants may change investment selections a maximum of two times per month. Participants may modify their deferral election or stop deferrals at any time during the year.

The Company may make discretionary contributions to the Plan. Effective January 1, 2016, the Company suspended contributions for the 2016 Plan year.

1. PLAN DESCRIPTION (Cont.)

Participant Accounts

A separate account is maintained for each participant. Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and is charged with certain investment and administrative expenses. Contributions are allocated in accordance with participant allocation elections. Realized and unrealized appreciation or depreciation are credited or charged to participant accounts based upon the increase or decrease in the market value per unit of investments held. Dividends and interest are credited to participant accounts based on investment units held. The benefits to which a participant is entitled are the benefits that can be provided from a participant's account.

At December 31, 2016, all participants who elected to withdraw from the Plan and requested a distribution of their account had received a distribution from the Plan.

Vesting

Participants are immediately vested in their contributions plus the earnings thereon. A participant becomes vested in the Employer's contributions plus the earnings thereon in accordance with the following schedule:

Years of Service	Vested Percentage
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

Years of service include all years the participant has worked for the Employer, regardless of the participant's date of enrollment in the Plan or whether there were breaks in their years of service.

Eligibility

All regular, full-time employees are eligible to participate in the Plan, with the exception of union employees. On completion of three months of service an employee will become a participant in the Plan on the next entry date, with a default deferral rate of 3% of eligible compensation, unless they affirmatively elect not to participate. The Plan entry dates occur quarterly, on the first day of January, April, July, or October.

1. PLAN DESCRIPTION (Cont.)

Notes Receivable from Participants

Participants may borrow from their account a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their account balance. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prevailing prime rate plus two percent. Interest rates on outstanding loans at December 31, 2016 are 5.25 to 5.75 percent and loan maturities extend through 2021. Principal and interest on the loans is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, retirement or any other reason, a participant is entitled to receive a lump-sum amount equal to the participant's vested interest in their account. The value of a participant's account becomes fully vested upon retirement, defined as the latter of the participant's 65th birthday or the 5th anniversary of the date the individual began to participate in the Plan, if later, or disability, provided the participant is an employee as of such date.

The Plan allows participants who elect late retirement to continue receiving employer contributions until their late retirement date. Participants have the option to begin receiving benefit payments following either their normal retirement date or late retirement date.

Forfeited Accounts

If a participant separates from service prior to vesting in 100 percent of the Company's contributions and the earnings thereon, the non-vested portion of their account is forfeited. Such forfeitures are used to reduce future employer contributions. For the year ended December 31, 2016 administrative expenses of $10,826 were paid from the forfeitures account. At December 31, 2016 and 2015, the balance in the forfeitures account was $38,225 and $14,373, respectively.

Administrative Expenses

Certain non-investment costs and administrative expenses of the Plan are paid by the Company, which is a party-in-interest. These expenses are not reflected in the accompanying financial statements and constitute exempt transactions under ERISA. Certain investment management fees, check processing fees and loan application fees are deducted directly from participants' accounts. These fees are presented in administrative expenses in the statement of changes in net assets available for benefits. Certain Plan administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates

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

Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, establishes 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not considered to be active or financial instruments or which all significant inputs are observable, either directly or indirectly;

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation methodologies used by the Plan's management may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Investment Valuation and Income Recognition

The Plan's investments in registered investment companies represent the fund participation units owned by the Plan and are based on the net asset value of the units held by the Plan at the end of the year. Quoted market prices of the underlying investments are used to value each fund. There are no redemption restrictions. (Level 1)

The Plan's interests in common and collective trusts are stated at the contract value as determined by the trustee of the common and collective trust. (Level 2)

Investment Risk

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

The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's provisions as well as those of ERISA and the participants' investment preference dictate the Plan's concentration of credit risk and market risk.

The Plan invests in registered investment companies that invest in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments.

Moreover, securities of many foreign companies and their markets may be less liquid and their prices may be more volatile than those of securities of comparable U.S. companies.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as deemed distributions to participants.

Payment of Benefits

Benefits are recorded when paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont.)

New Accounting Pronouncements

In July 2015, the Financial Standards Accounting Board (FASB) issued Accounting Standards Update (ASU) 2015-12, *Plan Accounting: Defined Benefits Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; and III. Measurement Date Practical Expedient* (ASU 2015-12). This three-part ASU simplifies current benefit plan accounting and requires (i) fully benefit-responsive investment contracts to be measured, presented, and disclosed only at contract value and accordingly removes the requirement to reconcile their contract value to fair value; (ii) benefit plans to disaggregate their investments measured using fair value by general type, either on the face of the financial statements or in the notes to the financial statements; (iii) the net appreciation or depreciation in investments for the period to be presented in the aggregate rather than by general type, and removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits. Further, the amendments in this ASU eliminate the requirement to disclose the investment strategy for certain investments that are measured using Net Asset Value (NAV) per share using the practical expedient in the FASB ASC 820. Part III of the ASU provides a practical expedient to permit employee benefit plans to measure investments and investment-related accounts as of the month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end, while requiring certain additional disclosures. The amendments in Parts I and II of this standard are effective retrospectively for fiscal years beginning after December 15, 2015 and early adoption is permitted. The amendments in Part III of this standard are effective prospectively for fiscal years beginning after December 15, 2015 and early adoption is permitted.

The Plan adopted the amendments in Parts I and II of ASU 2015-12 for the year ended December 31, 2014. Part III of ASU 2015-12 is not currently applicable to the activities of the Plan.

Subsequent Events

Management has evaluated the impact of all subsequent events through September 27, 2016, the date the financial statements were available to be issued, and has determined that there were no subsequent events requiring disclosure in the financial statements.

3. INTEREST IN COMMON/COLLECTIVE TRUSTS - STABLE RETURN FUND

The Plan holds investments in the Wells Fargo Stable Return Fund N60, in which the sole investment is in Wells Fargo Stable Return Fund G (the "Fund"). The Fund's investment portfolio consists of guaranteed investment contracts and security backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics as a traditional investment contract and is comprised of two parts: a fixed-income security or portfolio of fixed-income securities and a contract value guarantee wrapper provided by a third party. Wrappers provide contract value payments for certain participant initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity. The Fund's objectives are to provide a moderate level of stable income without principal volatility. The principal value of these contracts is not expected to experience price fluctuations in most economic or interest rate environments. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rate is typically reset on a quarterly basis.

Certain events limit the Plan's ability to transact at contract value with participants in the Plan. Such events may include but are not limited to: credit defaults and other impairments of underlying assets as well as certain employer events or communications that substantially increase the likelihood of large redemptions from the Fund. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable. Certain events allow issuers to terminate investment contracts with the Plan and settle at an amount different from the contract value. Such events may include but are not limited to: management of the portfolio which is not in accordance with investment guidelines, breach of any material obligation under the wrap agreement, any representation or warranty made by the contract holder that becomes untrue in any material way, replacement of the advisor without prior consent of the issuer, termination of fund, fund ceases to qualify as a group trust or the Plan ceases to meet the appropriate tax qualifications.

The average yield earned by the Fund at December 31, 2016 was 1.93%. This represents annualized earnings of all investments in the Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Fund at December 31, 2016. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants at December 31, 2016 was 1.94%. This represents the annualized earnings credited to participants in the Fund, divided by the fair value of all investments in the Fund at December 31, 2016.

4. FAIR VALUE MEASUREMENTS

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

	Investment Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Large Cap Equity Funds	$ 3,035,259	$ -	$ -	$ 3,035,259
Mid Cap Equity Funds	1,107,090	-	-	1,107,090
Small Cap Equity Funds	735,337	-	-	735,337
Global Equity Funds	843,955	-	-	843,955
Fixed Income Fund	686,703	-	-	686,703
Common and collective trusts stated at contract value (Note 3):				
Stable Return Fund	-	1,279,681	-	1,279,681
	$ 6,408,344	$ 1,279,681	$ -	$ 7,688,025

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Mid Cap Equity Funds	1,121,958	-	-	1,121,958
Small Cap Equity Funds	887,389	-	-	887,389
Global Equity Funds	963,969	-	-	963,969
Fixed Income Fund	727,041	-	-	727,041
Common and collective trusts stated at contract value (Note 3):				
Stable Return Fund	-	1,175,690	-	1,175,690
	$ 6,587,073	$ 1,175,690	$ -	$ 7,762,763

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan's investments are held by the Plan's trustee. The Plan's administrator has instructed the independent public accountants not to examine the information certified as complete and accurate by the trustee, except for comparing such information to the related information in the financial statements and supplemental schedule. The trustee's certification applies to all Plan assets. The net investment loss as certified by the trustee for the year ended December 31, 2016 was $500,142. See Note 10 for a reconciliation to the investment income in the financial statements.

6. PLAN TERMINATION

Although the intention of the Employer is to continue the Plan indefinitely, the Employer reserves the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

7. INCOME TAX STATUS

The Plan obtained an opinion letter on March 26, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statement.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. 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.

8. CORRECTIVE DISTRIBUTIONS

At December 31, 2016 and 2015, corrective distributions payable of $6,609 and $17,324, respectively, represent excess contributions received in a Plan year that are distributed in the subsequent Plan year. The excess contributions and earnings there on are returned to certain participants as required to satisfy the relevant eligibility and nondiscrimination provisions of the Plan.

9. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank is the trustee as defined by the plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the plan for administrative services amounted to $43,782 for the year ended December 31, 2016.

10. RECONCILIATION TO IRS FORM 5500

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

	2016	2015
Net assets available for benefits per financial statements	$ 7,934,077	$ 8,024,935
Add: Adjustment from contract value to fair value for fully benefit-responsive guaranteed interest accounts	2,559	5,879
Add: Corrective distributions payable	6,609	17,324
Net assets available for benefits per the Form 5500	$ 7,943,245	$ 8,048,138

The following is a reconciliation of contributions per the financial statements at December 31, 2016 to Form 5500:

Total contributions per the financial statements	$ 480,460
Add: Contributions to be refunded to participants	6,246
Total contributions per the Form 5500	$ 486,706

The following is a reconciliation of investment income per the financial statements at December 31, 2016 to Form 5500:

Total investment loss per the financial statements	$ 503,100
Change in adjustment from contract to fair value for fully benefit-responsive investment contracts	(3,320)
Investment loss on contributions to be refunded	360
Total investment loss per the Form 5500	$ 500,140

WEBER DISTRIBUTION, LLC
401(K) PLAN
EIN: 68-0592921 - PLAN: 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost (2)	(e) Current Value
(1)	Participant Loans	Interest Rates - 5.25% - 5.75%		$ 252,661
*	Wells Fargo Stable Return Fund N60	Common/Collective Trust		1,279,681
	Lord Abbett Total Return R4	Registered Investment Company		685,501
	American Beacon Small Cp Val Y	Registered Investment Company		253,470
	American Funds Fundamental Invs R4	Registered Investment Company		291,870
	American Funds Growth Fund Of America R4	Registered Investment Company		1,417,782
	Lord Abbett Developing Growth A	Registered Investment Company		481,867
	Prudential Jennison Mid Cap Growth Fd A	Registered Investment Company		608,579
	T. Rowe Price Equity Income Adv	Registered Investment Company		906,359
	Vanguard Selected Value Inv	Registered Investment Company		498,511
*	Wells Fargo Index Adm	Registered Investment Company		419,248
	American Funds EuroPacific Growth R4	Registered Investment Company		654,246
	Franklin Mutual Global Discovery Fund A	Registered Investment Company		31,978
	Pimco Total Return Fund CL A	Registered Investment Company		1,202
	Oppenheimer Developing Markets Fd (A)	Registered Investment Company		157,731
			Total	$ 7,940,686

* A party-in-interest for which a statutory exemption exists.

(1) The interest rate for all loans range from 5.25% to 5.75%. The Maturity dates range from 2017 to 2021. Loans to participants are collateralized by the participant's vested account balances.

(2) The cost of participant-directed investments is not required to be disclosed.