

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
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Part I	Annual Report Identification Information
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information			
1a Name of plan	<u>RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN</u>		1b Three-digit plan number (PN) ▶	<u>001</u>
			1c Effective date of plan	<u>01/01/1989</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)			2b Employer Identification Number (EIN)	<u>34-1563471</u>
			2c Plan Sponsor's telephone number	<u>419-648-3611</u>
			2d Business code (see instructions)	<u>311900</u>
<u>P.O. BOX 509</u> <u>LIMA, OH 45802</u>	<u>6575 BELLEFONTAINE RD. SR 117</u> <u>LIMA, OH 45802</u>			

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/04/2017</u>	<u>MICHELLE GARDNER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 311
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..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 259 6a(2) 258 6b 0 6c 47 6d 305 6e 1 6f 306 6g 281 6h 3
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 2R 2T 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 RUDOLPH FOODS COMPANY, INC.	D Employer Identification Number (EIN) 34-1563471

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation FIDELITY INVESTMENTS INSTITUTIONAL
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04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65 71	RECORDKEEPER	9779	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

ASPIRIANT, LLC

26-1518255

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTANT	9212	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 ☐

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METROPOLITAN WEST TOTAL RETURN CLAS 865 SOUTH FIGUEROA ST. #1400 LOS ANGELES, CA 90017		0.05%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS SAYLES BOND RETAIL SHARES 399 BOYLSTON STREET 8TH FL BOSTON, MA 02116		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTERNATIONAL INSTITUTIONAL 111 S. WACKER DR 34TH FLOOR CHICAGO, IL 60606		0.08%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DOUBLELINE TOTAL RETURN BOND FD CL 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202		0.05%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DIAMOND HILL SMALL CAP FUND CLASS I 325 JOHN H. MCCONNELL BLVD. SUITE 2 COLUMBUS, OH 43215		0.10%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK HIGH YIELDBOND CLASS A 40 EAST 52ND STREET NEW YORK, NY 10022		0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ASPIRIANT DEFENSIVE ALLOCATION FD 111 E. KILBOURN AVENUE SUITE 1700 MILWAUKEE, WI 53202	0.08%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ABF LG CAP VAL INV - BOSTON FINANC 94-3167260	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GLENMEDE SMCP EQ ADV - STATE STREE 04-0025081	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RW C MIDCAP VAL EQ I - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266		0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VRS PARTNERS A - FIS INVESTOR SERV 4249 EASTON WAY, SUITE 400 COLUMBUS, OH 43219		0.55%
(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 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
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RUDOLPH FOODS COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>34-1563471</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2089482	2217247
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	505356	836801
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	535213	562294
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	13247010	13786723
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	-4543

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	16377061	17398522

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	16377061	17398522
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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)	430650	
(B) Participants	2a(1)(B)	1088165	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1518815
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1182	
(B) U.S. Government securities	2b(1)(B)	994	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	24014	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		26190
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	19451	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	442793	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		462244
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1715635	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1635334	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		80301
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	6581	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		6581

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		488138
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		2582269

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1539374	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1539374
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		2871
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	3139	
(4) Other	2i(4)	15424	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		18563
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1560808

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1021461
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: CLIFTON LARSON ALLEN LLP

(2) EIN: 41-0746749

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:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

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

	Yes	No	Amount
4a	X		2642
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		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	
o 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.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RUDOLPH FOODS COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>34-1563471</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? 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 / / .	

**RUDOLPH FOODS COMPANY, INC.
401(K) RETIREMENT PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

YEARS ENDED DECEMBER 31, 2016 AND 2015

CliftonLarsonAllen LLP



WEALTH ADVISORY | OUTSOURCING | AUDIT, TAX, AND CONSULTING



**RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
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YEARS ENDED DECEMBER 31, 2016 AND 2015**

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INDEPENDENT AUDITORS' REPORT

Benefit Plan Advisory Board
Rudolph Foods Company, Inc. 401(k) Retirement Plan
Lima, Ohio

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' 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 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and 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 at end of year) and supplemental schedule of delinquent participant contributions as of and for the year ended December 31, 2016, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

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

A handwritten signature in black ink that reads "CliftonLarsonAllen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

Toledo, Ohio
September 25, 2017

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
ASSETS		
INVESTMENTS (at Fair Value)	\$ 16,836,228	\$ 15,841,848
NOTES RECEIVABLE FROM PARTICIPANTS	<u>578,519</u>	<u>548,567</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 17,414,747</u>	<u>\$ 16,390,415</u>

See accompanying Notes to Financial Statements.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
ADDITIONS:		
INVESTMENT INCOME (LOSS)		
Net Appreciation (Depreciation) in Fair Value of Investments	\$ 575,020	\$ (807,268)
Interest and Dividends	<u>464,420</u>	<u>699,185</u>
Total Investment Income (Loss)	1,039,440	(108,083)
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	24,014	21,322
CONTRIBUTIONS		
Participants	1,088,165	949,518
Employer	430,650	421,124
Rollover	-	<u>42,597</u>
Total Contributions	<u>1,518,815</u>	<u>1,413,239</u>
Total Additions	2,582,269	1,326,478
DEDUCTIONS:		
BENEFITS PAID TO PARTICIPANTS	1,539,374	628,244
ADMINISTRATIVE EXPENSES	<u>18,563</u>	<u>29,790</u>
Total Deductions	<u>1,557,937</u>	<u>658,034</u>
NET INCREASE	1,024,332	668,444
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Year	<u>16,390,415</u>	<u>15,721,971</u>
End of Year	<u><u>\$ 17,414,747</u></u>	<u><u>\$ 16,390,415</u></u>

See accompanying Notes to Financial Statements.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 DESCRIPTION OF PLAN

The following description of Rudolph Foods Company, Inc. 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement and Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a participant-directed defined contribution plan established by Rudolph Foods Company, Inc. (the Company), originally effective January 1, 1989. The Plan has adopted a prototype plan of Fidelity Management Trust Company (Fidelity). The Plan has been amended throughout the years to comply with tax legislation and most recently amended effective January 22, 2016. The Plan is a voluntary defined salary deferral 401(k) plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Fidelity serves as trustee of the Plan and holds the Plan's assets. The Benefit Plan Advisory Board, which is comprised of certain officers and management personnel of the Company, oversees the operations of the Plan.

Eligibility

Employees of the Company who are not members of a collective bargaining unit and who have completed 11 months of service with the Company and reached age 21 are eligible to participate.

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code (IRC). Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation, as defined in the Plan, contributed as pre-tax 401(k) or Roth contributions to the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation, and their contributions invested in the designated default fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company has agreed to make matching contributions equal to 100% of the first 1% of each participant's compensation deferral and 50% of each participant's next 5% compensation deferral (resulting in a maximum matching contribution of 3.5% of annual compensation) subject to certain limitations with respect to highly compensated employees as specified in the IRC. The Company may also elect to make a discretionary contribution which is allocated to all participants based on relative compensation. There were no discretionary contributions made for the Plan years ended December 31, 2016 and 2015.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's compensation deferral contribution, rollover contributions, the Company's matching and discretionary contributions and an allocation of the investment earnings or loss of the investments in which the participant chooses to invest. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, or participant transactions, as defined. The Plan offers various mutual funds and a self-directed brokerage account as investment options for Plan participants. Participants may change their investment allocation at any time. The benefit to which a participant is entitled is the vested benefit that can be provided from the balance of the participant's account.

Vesting

Participants are immediately vested in their compensation deferral contributions, rollover contributions and any investment earnings or loss on such contributions. Participants vest at 20% per year with respect to contributions made by the Company to the Plan on their behalf and are fully vested upon completion of five years of credited service.

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% of their vested account balance. Loan transactions are treated as a transfer between the participant's investment funds and the loans receivable from participants fund. Loan terms may not extend beyond five years, unless for the purchase of a principal residence. Loans are secured by the balance in the participant's account and bear interest at the published prime rate at the time of loan origination. Principal and interest is paid ratably through payroll deductions. Loans are considered to be in default at the end of the calendar quarter following the calendar quarter in which payment was not made.

Benefits Payments

The normal retirement date is the date a participant reaches age 65. Participants are eligible for early retirement upon reaching age 55 with five years of service. When a participant reaches the normal retirement date, elects early retirement, dies or becomes disabled while participating in the Plan, the participant becomes fully vested and may elect to receive the balance in their account in the form of a lump sum distribution. If participants terminate for any reason other than retirement, death, or total disability, they are entitled to receive the vested amount in their individual account. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent.

A participant may request a distribution from the participant's account to meet an immediate financial hardship pursuant to guidelines issued by the Internal Revenue Service (IRS), subject to a \$500 minimum amount.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts

Forfeited nonvested accounts are first used to reduce administrative expenses and then available to be allocated among the accounts of eligible participants based on relative compensation. Forfeited non-vested accounts as of December 31, 2016 and 2015 totaled \$15,444 and \$14,221, respectively. There were \$1,275 forfeitures used to pay administrative expenses for the year ended December 31, 2015 (none in 2016). There were no forfeitures allocated among the accounts of eligible participants for the years ended December 31, 2016 and 2015.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are secured by the participant's account balance and are stated at the amount of unpaid principal balance plus any accrued but unpaid interest. Payments of notes receivable from participants are applied to the specific accounts comprising the balance.

Delinquent notes receivable from participants are recorded as distributions based on the terms of the Plan agreement.

Administrative Expenses

Certain loan and distribution processing fees are paid by the Plan and charged to the accounts of the individual participants. All other administrative expenses and costs incurred in connection with the operation of the Plan, including all internal costs, are paid directly by the Company. Investment fees of the mutual funds are charged directly to the funds and are reflected in net investment income (loss).

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Benefit Payments

Benefits are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events through September 25, 2017, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2016 and 2015, and net appreciation (depreciation) in fair value of the investments, interest and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

NOTE 4 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the valuation methodologies used at December 31, 2016 and 2015.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Self Directed Brokerage: Included in this account are mutual funds and common stock. Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. Investments in common stocks are valued at the closing price reported on the active market on which the individual securities are traded.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

2016				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 13,470,410	\$ -	\$ -	\$ 13,470,410
Self Directed Brokerage	3,365,818	-	-	3,365,818
Total Investments at Fair Value	<u>\$ 16,836,228</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,836,228</u>

2015				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 13,001,125	\$ -	\$ -	\$ 13,001,125
Self Directed Brokerage	2,840,723	-	-	2,840,723
Total Investments at Fair Value	<u>\$ 15,841,848</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,841,848</u>

NOTE 5 RISKS AND UNCERTAINTIES

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

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 6 PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become fully vested in their accounts.

NOTE 7 PLAN TAX STATUS

The Plan is placing reliance on an opinion letter dated March 31, 2014 received from the IRS on the prototype plan indicating that the Plan is qualified under Section 401 of the IRC and is therefore, not subject to tax under current income tax law. The prototype Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

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 (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 PARTY-IN-INTEREST TRANSACTIONS

Certain of the Plan's investments are managed by Fidelity, the trustee as defined by the Plan. Therefore, transactions with Fidelity qualify as party-in-interest transactions. Administrative expenses, consisting of loan and distribution processing fees, paid by the Plan to Fidelity amounted to \$18,563 and \$29,790 in 2016 and 2015, respectively.

NOTE 9 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	2016	2015
Net Assets Available for Benefits per the Financial Statements	\$ 17,414,747	\$ 16,390,415
Deemed Distributions	<u>(16,225)</u>	<u>(13,354)</u>
Net Assets Available for Benefits per Form 5500	<u><u>\$ 17,398,522</u></u>	<u><u>\$ 16,377,061</u></u>

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 9 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2016</u>	<u>2015</u>
Changes in Net Assets Available for Benefits per the Financial Statements	\$ 1,024,332	\$ 668,444
Deemed Distributions	<u>(2,871)</u>	<u>(13,354)</u>
Changes in Net Assets Available for Benefits per Form 5500	<u><u>\$ 1,021,461</u></u>	<u><u>\$ 655,090</u></u>

NOTE 10 NONEXEMPT TRANSACTION

In 2015, the Company failed to remit employee 401(k) deferral contributions for certain payroll periods within the time frame prescribed by the Department of Labor. This is deemed a prohibited transaction in accordance with ERISA and the IRC. In 2016, the Company corrected the prohibited transaction by depositing the lost earnings, filing the required Form 5330 with the IRS, and paying the appropriate excise tax.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
E.I.N. 34-1563471 PLAN NO. 001
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
		<u>Mutual Funds:</u>		
*	Fidelity	Fidelity Fund	**	\$ 122,232
*	Fidelity	Contrafund	**	495,450
*	Fidelity	Capital Appreciation	**	794,459
*	Fidelity	Emerging Markets	**	304,372
*	Fidelity	Diversified International	**	672,442
*	Fidelity	Mid Cap Stock	**	1,167,254
*	Fidelity	Strategic Income	**	199,975
*	Spartan	Extended Market Index	**	110,364
	RidgeWorth	Mid Cap Value Equity	**	596,968
*	Spartan	500 Index Inv	**	629,313
*	Spartan	International Index	**	110,062
*	Fidelity	Retirement Money Market	**	1,789,189
*	Spartan	U.S. Bond Index	**	425,757
	American Beacon	Large Cap Value	**	184,243
	Glenmede	Small Cap Equity	**	65,262
*	Fidelity	Government Income	**	130,566
*	Fidelity	Freedom Income	**	75,076
*	Fidelity	Freedom 2005	**	38
*	Fidelity	Freedom 2010	**	98,880
*	Fidelity	Freedom 2015	**	338,127
*	Fidelity	Freedom 2020	**	580,574
*	Fidelity	Freedom 2025	**	855,863
*	Fidelity	Freedom 2030	**	1,373,712
*	Fidelity	Freedom 2035	**	684,844
*	Fidelity	Freedom 2040	**	862,690
*	Fidelity	Freedom 2045	**	230,846
*	Fidelity	Freedom 2050	**	345,822
*	Fidelity	Freedom 2055	**	172,191
*	Fidelity	Freedom 2060	**	53,839
		Total Mutual Funds		<u>13,470,410</u>
		<u>Self Directed Brokerage:</u>		
*	Brokeragelink	Self Directed	**	3,365,818
*	Participants	Participant Loans		
		Interest Rates from 3.75% to 4.50%, Payable Monthly through December 2021	-	<u>562,294</u>
				<u><u>\$ 17,398,522</u></u>

* Indicates party-in-interest

** Cost omitted for participant-directed accounts

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
E.I.N. 34-1563471 LAN NO. 001
SCHEDULE H, LINE 4a—SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Participant Contributions Transferred Late to Plan: \$2,642	Total that Constitutes Nonexempt Prohibited Transactions: \$2,642			Total Fully Corrected under VFCP and PTE 2002-51 \$0
Check Here if Late Participant Loan Repayments are Included: ☐ Yes	Contributions Not Corrected: \$0	Contributions Corrected Outside VFCP: \$2,642	Contributions Pending Correction in VFCP: \$0	



Investment advisory services are offered through CliftonLarsonAllen
Wealth Advisors, LLC, an SEC-registered investment advisor.

**RUDOLPH FOODS COMPANY, INC.
401(K) RETIREMENT PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

YEARS ENDED DECEMBER 31, 2016 AND 2015

CliftonLarsonAllen LLP



WEALTH ADVISORY | OUTSOURCING | AUDIT, TAX, AND CONSULTING



**RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
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INDEPENDENT AUDITORS' REPORT

Benefit Plan Advisory Board
Rudolph Foods Company, Inc. 401(k) Retirement Plan
Lima, Ohio

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' 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 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and 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 at end of year) and supplemental schedule of delinquent participant contributions as of and for the year ended December 31, 2016, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

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

A handwritten signature in black ink that reads "CliftonLarsonAllen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

Toledo, Ohio
September 25, 2017

**RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015**

	<u>2016</u>	<u>2015</u>
ASSETS		
INVESTMENTS (at Fair Value)	\$ 16,836,228	\$ 15,841,848
NOTES RECEIVABLE FROM PARTICIPANTS	<u>578,519</u>	<u>548,567</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 17,414,747</u>	<u>\$ 16,390,415</u>

See accompanying Notes to Financial Statements.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
ADDITIONS:		
INVESTMENT INCOME (LOSS)		
Net Appreciation (Depreciation) in Fair Value of Investments	\$ 575,020	\$ (807,268)
Interest and Dividends	<u>464,420</u>	<u>699,185</u>
Total Investment Income (Loss)	<u>1,039,440</u>	<u>(108,083)</u>
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	24,014	21,322
CONTRIBUTIONS		
Participants	1,088,165	949,518
Employer	430,650	421,124
Rollover	<u>-</u>	<u>42,597</u>
Total Contributions	<u>1,518,815</u>	<u>1,413,239</u>
Total Additions	2,582,269	1,326,478
DEDUCTIONS:		
BENEFITS PAID TO PARTICIPANTS	1,539,374	628,244
ADMINISTRATIVE EXPENSES	<u>18,563</u>	<u>29,790</u>
Total Deductions	<u>1,557,937</u>	<u>658,034</u>
NET INCREASE	1,024,332	668,444
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Year	<u>16,390,415</u>	<u>15,721,971</u>
End of Year	<u><u>\$ 17,414,747</u></u>	<u><u>\$ 16,390,415</u></u>

See accompanying Notes to Financial Statements.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 DESCRIPTION OF PLAN

The following description of Rudolph Foods Company, Inc. 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement and Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a participant-directed defined contribution plan established by Rudolph Foods Company, Inc. (the Company), originally effective January 1, 1989. The Plan has adopted a prototype plan of Fidelity Management Trust Company (Fidelity). The Plan has been amended throughout the years to comply with tax legislation and most recently amended effective January 22, 2016. The Plan is a voluntary defined salary deferral 401(k) plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Fidelity serves as trustee of the Plan and holds the Plan's assets. The Benefit Plan Advisory Board, which is comprised of certain officers and management personnel of the Company, oversees the operations of the Plan.

Eligibility

Employees of the Company who are not members of a collective bargaining unit and who have completed 11 months of service with the Company and reached age 21 are eligible to participate.

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code (IRC). Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation, as defined in the Plan, contributed as pre-tax 401(k) or Roth contributions to the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation, and their contributions invested in the designated default fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company has agreed to make matching contributions equal to 100% of the first 1% of each participant's compensation deferral and 50% of each participant's next 5% compensation deferral (resulting in a maximum matching contribution of 3.5% of annual compensation) subject to certain limitations with respect to highly compensated employees as specified in the IRC. The Company may also elect to make a discretionary contribution which is allocated to all participants based on relative compensation. There were no discretionary contributions made for the Plan years ended December 31, 2016 and 2015.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's compensation deferral contribution, rollover contributions, the Company's matching and discretionary contributions and an allocation of the investment earnings or loss of the investments in which the participant chooses to invest. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, or participant transactions, as defined. The Plan offers various mutual funds and a self-directed brokerage account as investment options for Plan participants. Participants may change their investment allocation at any time. The benefit to which a participant is entitled is the vested benefit that can be provided from the balance of the participant's account.

Vesting

Participants are immediately vested in their compensation deferral contributions, rollover contributions and any investment earnings or loss on such contributions. Participants vest at 20% per year with respect to contributions made by the Company to the Plan on their behalf and are fully vested upon completion of five years of credited service.

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% of their vested account balance. Loan transactions are treated as a transfer between the participant's investment funds and the loans receivable from participants fund. Loan terms may not extend beyond five years, unless for the purchase of a principal residence. Loans are secured by the balance in the participant's account and bear interest at the published prime rate at the time of loan origination. Principal and interest is paid ratably through payroll deductions. Loans are considered to be in default at the end of the calendar quarter following the calendar quarter in which payment was not made.

Benefits Payments

The normal retirement date is the date a participant reaches age 65. Participants are eligible for early retirement upon reaching age 55 with five years of service. When a participant reaches the normal retirement date, elects early retirement, dies or becomes disabled while participating in the Plan, the participant becomes fully vested and may elect to receive the balance in their account in the form of a lump sum distribution. If participants terminate for any reason other than retirement, death, or total disability, they are entitled to receive the vested amount in their individual account. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent.

A participant may request a distribution from the participant's account to meet an immediate financial hardship pursuant to guidelines issued by the Internal Revenue Service (IRS), subject to a \$500 minimum amount.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts

Forfeited nonvested accounts are first used to reduce administrative expenses and then available to be allocated among the accounts of eligible participants based on relative compensation. Forfeited non-vested accounts as of December 31, 2016 and 2015 totaled \$15,444 and \$14,221, respectively. There were \$1,275 forfeitures used to pay administrative expenses for the year ended December 31, 2015 (none in 2016). There were no forfeitures allocated among the accounts of eligible participants for the years ended December 31, 2016 and 2015.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are secured by the participant's account balance and are stated at the amount of unpaid principal balance plus any accrued but unpaid interest. Payments of notes receivable from participants are applied to the specific accounts comprising the balance.

Delinquent notes receivable from participants are recorded as distributions based on the terms of the Plan agreement.

Administrative Expenses

Certain loan and distribution processing fees are paid by the Plan and charged to the accounts of the individual participants. All other administrative expenses and costs incurred in connection with the operation of the Plan, including all internal costs, are paid directly by the Company. Investment fees of the mutual funds are charged directly to the funds and are reflected in net investment income (loss).

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Benefit Payments

Benefits are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events through September 25, 2017, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2016 and 2015, and net appreciation (depreciation) in fair value of the investments, interest and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

NOTE 4 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the valuation methodologies used at December 31, 2016 and 2015.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Self Directed Brokerage: Included in this account are mutual funds and common stock. Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. Investments in common stocks are valued at the closing price reported on the active market on which the individual securities are traded.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

2016				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 13,470,410	\$ -	\$ -	\$ 13,470,410
Self Directed Brokerage	3,365,818	-	-	3,365,818
Total Investments at Fair Value	<u>\$ 16,836,228</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,836,228</u>

2015				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 13,001,125	\$ -	\$ -	\$ 13,001,125
Self Directed Brokerage	2,840,723	-	-	2,840,723
Total Investments at Fair Value	<u>\$ 15,841,848</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,841,848</u>

NOTE 5 RISKS AND UNCERTAINTIES

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

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 6 PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become fully vested in their accounts.

NOTE 7 PLAN TAX STATUS

The Plan is placing reliance on an opinion letter dated March 31, 2014 received from the IRS on the prototype plan indicating that the Plan is qualified under Section 401 of the IRC and is therefore, not subject to tax under current income tax law. The prototype Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

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 (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 PARTY-IN-INTEREST TRANSACTIONS

Certain of the Plan's investments are managed by Fidelity, the trustee as defined by the Plan. Therefore, transactions with Fidelity qualify as party-in-interest transactions. Administrative expenses, consisting of loan and distribution processing fees, paid by the Plan to Fidelity amounted to \$18,563 and \$29,790 in 2016 and 2015, respectively.

NOTE 9 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	2016	2015
Net Assets Available for Benefits per the Financial Statements	\$ 17,414,747	\$ 16,390,415
Deemed Distributions	(16,225)	(13,354)
Net Assets Available for Benefits per Form 5500	<u>\$ 17,398,522</u>	<u>\$ 16,377,061</u>

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 9 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Form 5500 as of December 31:

	<u>2016</u>	<u>2015</u>
Changes in Net Assets Available for Benefits per the Financial Statements	\$ 1,024,332	\$ 668,444
Deemed Distributions	<u>(2,871)</u>	<u>(13,354)</u>
Changes in Net Assets Available for Benefits per Form 5500	<u>\$ 1,021,461</u>	<u>\$ 655,090</u>

NOTE 10 NONEXEMPT TRANSACTION

In 2015, the Company failed to remit employee 401(k) deferral contributions for certain payroll periods within the time frame prescribed by the Department of Labor. This is deemed a prohibited transaction in accordance with ERISA and the IRC. In 2016, the Company corrected the prohibited transaction by depositing the lost earnings, filing the required Form 5330 with the IRS, and paying the appropriate excise tax.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
E.I.N. 34-1563471 PLAN NO. 001
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
		<u>Mutual Funds:</u>		
*	Fidelity	Fidelity Fund	**	\$ 122,232
*	Fidelity	Contrafund	**	495,450
*	Fidelity	Capital Appreciation	**	794,459
*	Fidelity	Emerging Markets	**	304,372
*	Fidelity	Diversified International	**	672,442
*	Fidelity	Mid Cap Stock	**	1,167,254
*	Fidelity	Strategic Income	**	199,975
*	Spartan	Extended Market Index	**	110,364
*	RidgeWorth	Mid Cap Value Equity	**	596,968
*	Spartan	500 Index Inv	**	629,313
*	Spartan	International Index	**	110,062
*	Fidelity	Retirement Money Market	**	1,789,189
*	Spartan	U.S. Bond Index	**	425,757
	American Beacon	Large Cap Value	**	184,243
	Glenmede	Small Cap Equity	**	65,262
*	Fidelity	Government Income	**	130,566
*	Fidelity	Freedom Income	**	75,076
*	Fidelity	Freedom 2005	**	38
*	Fidelity	Freedom 2010	**	98,880
*	Fidelity	Freedom 2015	**	338,127
*	Fidelity	Freedom 2020	**	580,574
*	Fidelity	Freedom 2025	**	855,863
*	Fidelity	Freedom 2030	**	1,373,712
*	Fidelity	Freedom 2035	**	684,844
*	Fidelity	Freedom 2040	**	862,690
*	Fidelity	Freedom 2045	**	230,846
*	Fidelity	Freedom 2050	**	345,822
*	Fidelity	Freedom 2055	**	172,191
*	Fidelity	Freedom 2060	**	53,839
		Total Mutual Funds		13,470,410
		<u>Self Directed Brokerage:</u>		
*	Brokeragelink	Self Directed	**	3,365,818
*	Participants	Participant Loans		
		Interest Rates from 3.75% to 4.50%, Payable Monthly through December 2021	-	562,294
				<u>\$ 17,398,522</u>

* Indicates party-in-interest

** Cost omitted for participant-directed accounts

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
E.I.N. 34-1563471 LAN NO. 001
SCHEDULE H, LINE 4a—SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Participant Contributions Transferred Late to Plan: \$2,642	Total that Constitutes Nonexempt Prohibited Transactions: \$2,642			Total Fully Corrected under VFCP and PTE 2002-51 \$0
Check Here if Late Participant Loan Repayments are Included: ☐ Yes	Contributions Not Corrected: \$0	Contributions Corrected Outside VFCP: \$2,642	Contributions Pending Correction in VFCP: \$0	



Investment advisory services are offered through CliftonLarsonAllen
Wealth Advisors, LLC, an SEC-registered investment advisor.

**RUDOLPH FOODS COMPANY, INC.
401(K) RETIREMENT PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION**

YEARS ENDED DECEMBER 31, 2016 AND 2015

CliftonLarsonAllen LLP



WEALTH ADVISORY | OUTSOURCING | AUDIT, TAX, AND CONSULTING



**RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
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YEARS ENDED DECEMBER 31, 2016 AND 2015**

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INDEPENDENT AUDITORS' REPORT

Benefit Plan Advisory Board
Rudolph Foods Company, Inc. 401(k) Retirement Plan
Lima, Ohio

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' 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 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and 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 at end of year) and supplemental schedule of delinquent participant contributions as of and for the year ended December 31, 2016, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

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

A handwritten signature in black ink that reads "CliftonLarsonAllen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

Toledo, Ohio
September 25, 2017

**RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015**

	<u>2016</u>	<u>2015</u>
ASSETS		
INVESTMENTS (at Fair Value)	\$ 16,836,228	\$ 15,841,848
NOTES RECEIVABLE FROM PARTICIPANTS	<u>578,519</u>	<u>548,567</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 17,414,747</u>	<u>\$ 16,390,415</u>

See accompanying Notes to Financial Statements.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
ADDITIONS:		
INVESTMENT INCOME (LOSS)		
Net Appreciation (Depreciation) in Fair Value of Investments	\$ 575,020	\$ (807,268)
Interest and Dividends	<u>464,420</u>	<u>699,185</u>
Total Investment Income (Loss)	<u>1,039,440</u>	<u>(108,083)</u>
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	24,014	21,322
CONTRIBUTIONS		
Participants	1,088,165	949,518
Employer	430,650	421,124
Rollover	-	42,597
Total Contributions	<u>1,518,815</u>	<u>1,413,239</u>
Total Additions	2,582,269	1,326,478
DEDUCTIONS:		
BENEFITS PAID TO PARTICIPANTS	1,539,374	628,244
ADMINISTRATIVE EXPENSES	<u>18,563</u>	<u>29,790</u>
Total Deductions	<u>1,557,937</u>	<u>658,034</u>
NET INCREASE	1,024,332	668,444
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of Year	<u>16,390,415</u>	<u>15,721,971</u>
End of Year	<u><u>\$ 17,414,747</u></u>	<u><u>\$ 16,390,415</u></u>

See accompanying Notes to Financial Statements.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 DESCRIPTION OF PLAN

The following description of Rudolph Foods Company, Inc. 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement and Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a participant-directed defined contribution plan established by Rudolph Foods Company, Inc. (the Company), originally effective January 1, 1989. The Plan has adopted a prototype plan of Fidelity Management Trust Company (Fidelity). The Plan has been amended throughout the years to comply with tax legislation and most recently amended effective January 22, 2016. The Plan is a voluntary defined salary deferral 401(k) plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Fidelity serves as trustee of the Plan and holds the Plan's assets. The Benefit Plan Advisory Board, which is comprised of certain officers and management personnel of the Company, oversees the operations of the Plan.

Eligibility

Employees of the Company who are not members of a collective bargaining unit and who have completed 11 months of service with the Company and reached age 21 are eligible to participate.

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code (IRC). Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation, as defined in the Plan, contributed as pre-tax 401(k) or Roth contributions to the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation, and their contributions invested in the designated default fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company has agreed to make matching contributions equal to 100% of the first 1% of each participant's compensation deferral and 50% of each participant's next 5% compensation deferral (resulting in a maximum matching contribution of 3.5% of annual compensation) subject to certain limitations with respect to highly compensated employees as specified in the IRC. The Company may also elect to make a discretionary contribution which is allocated to all participants based on relative compensation. There were no discretionary contributions made for the Plan years ended December 31, 2016 and 2015.

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts

Each participant's account is credited with the participant's compensation deferral contribution, rollover contributions, the Company's matching and discretionary contributions and an allocation of the investment earnings or loss of the investments in which the participant chooses to invest. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, or participant transactions, as defined. The Plan offers various mutual funds and a self-directed brokerage account as investment options for Plan participants. Participants may change their investment allocation at any time. The benefit to which a participant is entitled is the vested benefit that can be provided from the balance of the participant's account.

Vesting

Participants are immediately vested in their compensation deferral contributions, rollover contributions and any investment earnings or loss on such contributions. Participants vest at 20% per year with respect to contributions made by the Company to the Plan on their behalf and are fully vested upon completion of five years of credited service.

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% of their vested account balance. Loan transactions are treated as a transfer between the participant's investment funds and the loans receivable from participants fund. Loan terms may not extend beyond five years, unless for the purchase of a principal residence. Loans are secured by the balance in the participant's account and bear interest at the published prime rate at the time of loan origination. Principal and interest is paid ratably through payroll deductions. Loans are considered to be in default at the end of the calendar quarter following the calendar quarter in which payment was not made.

Benefits Payments

The normal retirement date is the date a participant reaches age 65. Participants are eligible for early retirement upon reaching age 55 with five years of service. When a participant reaches the normal retirement date, elects early retirement, dies or becomes disabled while participating in the Plan, the participant becomes fully vested and may elect to receive the balance in their account in the form of a lump sum distribution. If participants terminate for any reason other than retirement, death, or total disability, they are entitled to receive the vested amount in their individual account. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent.

A participant may request a distribution from the participant's account to meet an immediate financial hardship pursuant to guidelines issued by the Internal Revenue Service (IRS), subject to a \$500 minimum amount.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts

Forfeited nonvested accounts are first used to reduce administrative expenses and then available to be allocated among the accounts of eligible participants based on relative compensation. Forfeited non-vested accounts as of December 31, 2016 and 2015 totaled \$15,444 and \$14,221, respectively. There were \$1,275 forfeitures used to pay administrative expenses for the year ended December 31, 2015 (none in 2016). There were no forfeitures allocated among the accounts of eligible participants for the years ended December 31, 2016 and 2015.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are secured by the participant's account balance and are stated at the amount of unpaid principal balance plus any accrued but unpaid interest. Payments of notes receivable from participants are applied to the specific accounts comprising the balance.

Delinquent notes receivable from participants are recorded as distributions based on the terms of the Plan agreement.

Administrative Expenses

Certain loan and distribution processing fees are paid by the Plan and charged to the accounts of the individual participants. All other administrative expenses and costs incurred in connection with the operation of the Plan, including all internal costs, are paid directly by the Company. Investment fees of the mutual funds are charged directly to the funds and are reflected in net investment income (loss).

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Benefit Payments

Benefits are recorded when paid.

Subsequent Events

The Plan has evaluated subsequent events through September 25, 2017, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2016 and 2015, and net appreciation (depreciation) in fair value of the investments, interest and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

NOTE 4 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

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The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

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	Level 1	Level 2	Level 3	Total
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Total Investments at Fair Value	<u>\$ 16,836,228</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,836,228</u>

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	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 13,001,125	\$ -	\$ -	\$ 13,001,125
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RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

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The Plan is placing reliance on an opinion letter dated March 31, 2014 received from the IRS on the prototype plan indicating that the Plan is qualified under Section 401 of the IRC and is therefore, not subject to tax under current income tax law. The prototype Plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

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RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 9 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

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RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
E.I.N. 34-1563471 PLAN NO. 001
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
		<u>Mutual Funds:</u>		
*	Fidelity	Fidelity Fund	**	\$ 122,232
*	Fidelity	Contrafund	**	495,450
*	Fidelity	Capital Appreciation	**	794,459
*	Fidelity	Emerging Markets	**	304,372
*	Fidelity	Diversified International	**	672,442
*	Fidelity	Mid Cap Stock	**	1,167,254
*	Fidelity	Strategic Income	**	199,975
*	Spartan	Extended Market Index	**	110,364
	RidgeWorth	Mid Cap Value Equity	**	596,968
*	Spartan	500 Index Inv	**	629,313
*	Spartan	International Index	**	110,062
*	Fidelity	Retirement Money Market	**	1,789,189
*	Spartan	U.S. Bond Index	**	425,757
	American Beacon	Large Cap Value	**	184,243
	Glenmede	Small Cap Equity	**	65,262
*	Fidelity	Government Income	**	130,566
*	Fidelity	Freedom Income	**	75,076
*	Fidelity	Freedom 2005	**	38
*	Fidelity	Freedom 2010	**	98,880
*	Fidelity	Freedom 2015	**	338,127
*	Fidelity	Freedom 2020	**	580,574
*	Fidelity	Freedom 2025	**	855,863
*	Fidelity	Freedom 2030	**	1,373,712
*	Fidelity	Freedom 2035	**	684,844
*	Fidelity	Freedom 2040	**	862,690
*	Fidelity	Freedom 2045	**	230,846
*	Fidelity	Freedom 2050	**	345,822
*	Fidelity	Freedom 2055	**	172,191
*	Fidelity	Freedom 2060	**	53,839
		Total Mutual Funds		<u>13,470,410</u>
		<u>Self Directed Brokerage:</u>		
*	Brokeragelink	Self Directed	**	3,365,818
*	Participants	Participant Loans		
		Interest Rates from 3.75% to 4.50%, Payable Monthly through December 2021	-	<u>562,294</u>
				<u><u>\$ 17,398,522</u></u>

* Indicates party-in-interest

** Cost omitted for participant-directed accounts

RUDOLPH FOODS COMPANY, INC. 401(K) RETIREMENT PLAN
E.I.N. 34-1563471 LAN NO. 001
SCHEDULE H, LINE 4a—SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Participant Contributions Transferred Late to Plan: \$2,642	Total that Constitutes Nonexempt Prohibited Transactions: \$2,642			Total Fully Corrected under VFCP and PTE 2002-51 \$0
Check Here if Late Participant Loan Repayments are Included: ☐ Yes	Contributions Not Corrected: \$0	Contributions Corrected Outside VFCP: \$2,642	Contributions Pending Correction in VFCP: \$0	



Investment advisory services are offered through CliftonLarsonAllen
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