

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>ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ► <u>002</u>
		1c	Effective date of plan <u>02/15/2010</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) <u>ARIEL CORPORATION</u> <u>35 BLACKJACK ROAD</u> <u>MOUNT VERNON, OH 43050</u>	2b	Employer Identification Number (EIN) <u>31-0721681</u>
		2c	Plan Sponsor's telephone number <u>740-397-0311</u>
		2d	Business code (see instructions) <u>331200</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.	10/09/2017	DAVID STULLER
	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 1518
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) 1447 6a(2) 1307 6b 1 6c 82 6d 1390 6e 2 6f 1392 6g 1391 6h 46
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 2H 2J 2K 2T 3D 3F 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 ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 ARIEL CORPORATION	D Employer Identification Number (EIN) 31-0721681

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	RECORDKEEPER	32019	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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.	
HARBOR INTL ADM - HARBOR SERVICES 34-1953399	0.25%	
(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.	
LD ABBETT DEV GRTH I - DST SYSTEMS 43-1581814	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.	
METWEST TOT RTN BD M - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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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 ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ARIEL CORPORATION	D Employer Identification Number (EIN) 31-0721681	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1		
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY		
c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8411159
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE FD C		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 52-2250946-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18188
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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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>ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARIEL CORPORATION</u>	D Employer Identification Number (EIN) <u>31-0721681</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	33093	488763
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	10209416	3367337
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	1815081	642140
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1021432	1742517
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	895325	1404893
(B) All other.....	1c(3)(B)	10424101	10692357
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	61691285	59107187
(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)	2066169	2453571
(9) Value of interest in common/collective trusts	1c(9)	9350666	8429347
(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)	76971819	91410877
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

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	174478387	179738989

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	49069	192613
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	49069	192613

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	174429318	179546376
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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)	5690856	
(B) Participants	2a(1)(B)	4025633	
(C) Others (including rollovers)	2a(1)(C)	309055	
(2) Noncash contributions	2a(2)	0	10025544
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	20222	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	591429	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	225699	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		837350
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	825984	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3491612	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4317596
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	20077523	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	19342628	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		734895
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	4533797	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4533797

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		109710
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-14
(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)		3110433
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		23669311

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

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18492221	
(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)		18492221
f Corrective distributions (see instructions)	2f		3471
g Certain deemed distributions of participant loans (see instructions)	2g		25288
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)	0	
(4) Other	2i(4)	31273	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		31273
j Total expenses. Add all expense amounts in column (b) and enter total	2j		18552253

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5117058
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: REA & ASSOCIATES, INC.

(2) EIN: 34-1310124

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	
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		5000000
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>ARIEL CORPORATION EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARIEL CORPORATION</u>	D Employer Identification Number (EIN) <u>31-0721681</u>

Part I	Distributions
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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.)
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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 / / .	

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2016

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Fidelity Managed Income Portfolio Wells Fargo Stable Value Fund	Common Collective Trust Fund Common Collective Trust Fund	** 17,454	\$ 8,411,159 18,188
	Subtotal of common collective trusts			8,429,347
	Aaron's Inc Class A	31,400 shares of common stock	633,670	1,004,486
	Abbott Laboratories	29,475 shares of common stock	929,466	1,132,135
	Accenture PLC Ireland Shares Class A	18,300 share of common stock	781,945	2,143,479
	Allergan Inc	5,775 shares of common stock	1,765,801	1,212,808
	Amphenol Corp	34,500 shares of common stock	712,099	2,319,252
	ANSYS Inc	23,175 shares of common stock	732,828	2,143,456
	Apache Corp	17,975 shares of common stock	1,113,760	1,140,873
	Aquity Brands Inc	5,050 shares of common stock	1,258,285	1,165,843
	BB & T Corporation	37,625 shares of common stock	1,003,432	1,769,128
	Blackrock Inc.	4,150 shares of common stock	1,237,668	1,579,241
	CF Industy Holdings Inc	22,575 shares of common stock	975,319	710,661
	Colfax Corp	20,500 shares of common stock	999,314	736,565
	Costco Wholesale Group	8,325 shares of common stock	1,307,342	1,332,916
	Danaher Corp	25,850 shares of common stock	532,841	2,012,164
	Dover Corp	15,775 shares of common stock	465,290	1,182,021
	Esterline Technologies Corp	18,300 shares of common stock	1,002,754	1,632,360
	Exxon Mobil Corp	16,325 shares of common stock	742,910	1,473,494
	Fiserv Inc	15,700 shares of common stock	453,949	1,668,596
	Fortive Corp	20,250 shares of common stock	570,609	1,086,007
	Gentex Corp	90,950 shares of common stock	943,693	1,790,805
	Gildan Activewear	65,450 shares of common stock	652,732	1,401,692
	Gilead Sciences Inc	23,500 shares of common stock	640,402	1,682,835
	Goldman Sachs Group Inc	7,975 shares of common stock	961,700	1,909,614
	Graco Inc	12,825 shares of common stock	978,650	1,065,629
	Halliburton Co	27,125 shares of common stock	1,508,735	1,467,191
	Hartford Financial Services Group, Inc.	32,750 shares of common stock	642,246	1,560,538
	Henry Schein Inc.	12,750 shares of common stock	839,353	1,934,303
	Home Depot Inc	12,500 shares of common stock	424,724	1,676,000
	Ingredion, Inc	17,000 shares of common stock	1,074,686	2,124,320
	Neogen Corporation	22,575 shares of common stock	542,025	1,489,950
	On Assignment Inc	30,925 shares of common stock	1,201,123	1,365,648
	Open Text Corporation	27,650 shares of common stock	658,107	1,709,047
	Pepsico Inc	16,725 shares of common stock	789,633	1,749,937
	Proctor & Gamble Co	11,100 shares of common stock	482,070	933,288
	Ross Stores Inc.	25,350 shares of common stock	722,415	1,662,960
	Skyworks Solution Inc	20,375 shares of common stock	629,447	1,521,197
	Thor Industries Inc	16,500 shares of common stock	874,536	1,650,825
	Visa Inc CL A	18,025 shares of common stock	1,315,665	1,406,310
	Wells Fargo & Co	28,300 shares of common stock	775,020	1,559,613
	Subtotal of common stocks			59,107,187

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2016

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Actavis Funding	\$550,000 note at 3.000% interest, maturity date 3/12/20	551,166	\$ 557,352
	Alcoa Inc	\$625,000 note at 6.750% interest, maturity date 7/15/18	723,983	665,016
	Banc One	\$500,000 note at 9.875% interest, maturity date 3/1/19	627,200	562,273
	Cliffs Nat Res	\$487,000 note at 8.00% interest, maturity date 9/30/20	753,440	506,480
	Conoco Phillips Co	\$500,000 note at 4.200% interest, maturity date 3/15/21	534,250	530,681
	Dun & Bradstreet	\$700,000 note at 4.000% interest, maturity date 6/15/20	717,163	718,064
	Fiserv Inc	\$350,000 note at 4.625% interest, maturity date 10/1/20	379,302	373,537
	Fiserv Inc	\$500,000 note at 2.700% interest, maturity date 6/1/20	501,275	502,131
	Gatx Corp	\$250,000 note at 2.500% interest, maturity date 7/30/19	250,750	250,270
	Goldman Sachs Group Inc	\$300,000 note at 7.500% interest, maturity date 2/15/19	361,341	332,457
	Goldman Sachs Group Inc	\$500,000 note at 5.625% interest, maturity date 1/15/17	551,510	500,611
	Hewlett Packard	\$500,000 note at 5.625% interest, maturity date 1/15/18	533,125	522,842
	Mead Johnson Nutr	\$850,000 note at 3.000% interest, maturity date 11/15/20	855,112	859,981
	Morgan Stanley	\$500,000 note at 5.6250% interest, maturity date 9/23/19	570,500	541,735
	Murphy Oil Corp	\$550,000 note at 2.500% interest, maturity date 12/1/117	544,870	552,750
	Newmont Mining MTN	\$500,000 note at 5.125% interest, maturity date 10/1/19	553,925	534,577
	Ohio Savings Capital Tr 144A	\$250,000 note at 9.500% interest, maturity date 6/3/27	750	750
	Pitney Bowes	\$500,000 note at 4.750% interest, maturity date 5/15/18	517,710	514,746
	Plains Exploration	\$318,000 note at 6.125% interest, maturity date 6/15/19	342,372	325,155
	RPM Intl Inc	\$300,000 note at 6.125% interest, maturity date 10/15/19	343,531	329,299
	Staples	\$400,000 note at 2.750% interest, maturity date 1/12/18	403,400	401,809
	Tech Data	\$325,000 note at 3.750% interest, maturity date 9/21/17	334,425	328,984
	Transocean	\$1,000,000 note at 6.000% interest, maturity date 3/15/18	1,115,900	1,012,500
	Weyerhaeuser Co	\$600,000 note at 7.375% interest, maturity date 10/1/19	734,716	673,250
	Subtotal of corporate bonds and debentures			12,097,250

ARIEL CORPORATION
EMPLOYEE RETIRMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2016

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Metwest Total Return Bond	Registered Investment Company	**	\$ 1,099,599
	DFA US Target Value Fund	Registered Investment Company	**	1,182,408
	Lord Abbett Developing Growth I	Registered Investment Company	**	1,013,413
	Harbor International Admin	Registered Investment Company	**	965,912
*	Fidelity 500 Index Portfolio	Registered Investment Company	**	2,777,191
*	Fidelity Freedom Index Income Investment	Registered Investment Company	**	231,257
*	Fidelity Freedom Low Priced Stock	Registered Investment Company	**	2,778,431
*	Fidelity Freedom Index 2005 Investment	Registered Investment Company	**	32,895
*	Fidelity Freedom Index 2010 Investment	Registered Investment Company	**	90,231
*	Fidelity Freedom Index 2020 Investment	Registered Investment Company	**	5,015,978
*	Fidelity Freedom Index 2025 Investment	Registered Investment Company	**	6,708,140
*	Fidelity Freedom Index 2030 Investment	Registered Investment Company	**	6,977,813
*	Fidelity Freedom Index 2035 Investment	Registered Investment Company	**	4,536,667
*	Fidelity Freedom Index 2040 Investment	Registered Investment Company	**	3,507,623
*	Fidelity Freedom Index 2045 Investment	Registered Investment Company	**	3,340,774
*	Fidelity Freedom Index 2050 Investment	Registered Investment Company	**	3,303,007
*	Fidelity Freedom Index 2015 Investment	Registered Investment Company	**	794,616
*	Fidelity Freedom Index 2055 Investment	Registered Investment Company	**	1,302,220
*	Fidelity Freedom Index 2060 Investment	Registered Investment Company	**	114,012
	AQR Multi- Strategy	182634.5420 shares of Registered Investment Company	1,744,118	1,735,028
	Artisan International Institute	78,741.0340 shares of Registered Investment Company	2,315,664	2,027,583
	DFA Emerging Markets Portfolio	204,966.658 shares of Registered Investment Company	5,338,566	4,748,864
	Dodge & Cox International Stock Fund	134,669.733 shares of Registered Investment Company	4,237,460	4,809,998
	Eaton Vance Emerging Markets	406,120.997 shares of Registered Investment Compant	4,511,420	4,339,669
*	Fidelity Small Cap Value Fund	215,087.926 shares of Registered Investment Company	4,700,694	5,081,078
	Hartford Total Return Bond HLS Fund Class 1A	335,072.477 shares of Registered Investment Company	5,337,757	5,105,456
	Hartford Small Cap Growth Y	60,891.660 shares of Registered Investment Company	3,725,567	4,123,169
	Pimco Emerging Local Bond Inst	352,497.411 shares of Registered Investment Company	5,058,587	4,313,720
	Vanguard International Growth	33,589.829 shares of Registered Investment Company	2,368,224	2,293,994
	Western Asset Core Plus Bond Portfolio Inst	551,091.815 shares of Registered Investment Company	5,131,222	5,031,615
	Western Asset Total Return UNC	189,396.988 shares of Registered Investment Company	2,052,377	2,028,516
	Subtotal of registered investment company investments			91,410,877
	Interest Bearing Cash			1,742,517
*	Notes receivable from participants	Loans, 10.00%	**	2,453,571
	Total of all investments and notes receivable from participants			<u>\$175,240,749</u>

* Represents a party-in-interest

** Cost is not required for participant directed accounts

The above information has been certified by Fidelity Management Trust Company., the trustee, as complete and accurate.

Ariel Corporation Employee Retirement Plan

Audited Financial Statements

December 31, 2016 and 2015



Rea & associates

www.reacpa.com

**ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN**

**AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015**

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To the Employee Benefit Plan Committee and participants of
Ariel Corporation Employee Retirement Plan
Mt. Vernon, OH 43050

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Ariel Corporation Employee Retirement Plan (the Plan), which comprise the statements of net assets available for plan benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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 the end of the year as of the year ended December 31, 2016 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

Rea & Associates, Inc.

Millersburg, Ohio

July 28, 2017

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

ASSETS

	<u>2016</u>	<u>2015</u>
INVESTMENTS AT FAIR VALUE:		
Common collective trust fund	\$ 8,429,347	\$ 9,350,666
Common stocks	59,107,187	61,691,285
Corporate bonds and debentures	12,097,250	11,319,426
Registered investment companies	91,410,877	76,971,819
Cash, interest bearing	1,742,517	1,021,432
	<u>172,787,178</u>	<u>160,354,628</u>
RECEIVABLES:		
Employer contribution	3,367,337	10,209,416
Notes receivable from participants	2,453,571	2,066,169
Other	642,140	1,815,081
	<u>6,463,048</u>	<u>14,090,666</u>
Cash & cash equivalents	<u>488,763</u>	<u>33,093</u>
Total assets	179,738,989	174,478,387
LIABILITIES:		
Other liabilities	<u>192,613</u>	<u>49,069</u>
Net assets available for benefits	<u><u>\$ 179,546,376</u></u>	<u><u>\$ 174,429,318</u></u>

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

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ 8,488,821	\$ (7,398,781)
Dividends and interest	4,929,247	5,028,333
Total investment income	<u>13,418,068</u>	<u>(2,370,448)</u>
Interest income from participant loans	225,699	173,347
Contributions:		
Participants	4,025,633	4,554,175
Employer	5,690,856	13,345,087
Rollover	309,055	280,623
Total contributions	<u>10,025,544</u>	<u>18,179,885</u>
Total additions	23,669,311	15,982,784
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	18,520,980	8,244,331
Administrative expenses	31,273	25,854
Total deductions	<u>18,552,253</u>	<u>8,270,185</u>
Change in net assets	5,117,058	7,712,599
Transfers of assets into plan	0	4,862,349
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of the year	<u>174,429,318</u>	<u>161,854,370</u>
End of the year	<u><u>\$ 179,546,376</u></u>	<u><u>\$ 174,429,318</u></u>

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

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN

The following description of Ariel Corporation Employee Retirement Plan (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution safe harbor plan covering all employees of the company who have attained age 18 and are credited with three months of service. The Plan Committee is responsible for oversight of the Plan. The Plan Committee, along with investment advisors, determines the appropriateness of the Plan’s investment offerings and monitoring of investment performance. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year participants may contribute a percentage of their pre-tax or post-tax salary that is not more than the maximum amount allowed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company provides a safe harbor matching contribution per the Plan agreement. The Company also may elect to make additional profit sharing contributions to the Plan as determined by the Board of Directors. The contributions are allocated among all participants so that each participant will be allocated the same percentage of their compensation.

Participant Accounts

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

Vesting

Participants are immediately 100% vested in their contributions and employer matching contributions plus actual earnings thereon. All employer profit sharing contributions are fully vested after six years of credited service as required by the Pension Protection Act of 2006.

Investment Options

Upon enrollment in the Plan, a participant may direct contributions in any of several investment options. Participants may change their investment options at anytime.

Notes Receivable from Participants

Participants may borrow from their accounts up to 50% of a participant’s vested account, with a minimum of \$1,000, not to exceed \$50,000, at the discretion of the Plan’s trustee. All loans are subject to the terms and conditions of the Plan. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

Upon attainment of age 65 or on termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant’s vested account.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF PLAN (continued)

Forfeited Accounts

Forfeitures are created when participants terminate employment before becoming entitled to their full benefit under the Plan. At December 31, 2016 and 2015 forfeited non-vested accounts totaled \$296 and \$100,281, respectively. Forfeitures reallocated and used as employer contributions for the years December 31, 2016 and 2015 were \$441,651 and \$183,421, respectively.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies and common collective trust fund held by Fidelity Management Trust Company are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Employee Benefit Plan Committee determines the Plan's valuation policies utilizing information provided by the investment trustee and insurance company. See Note 6 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of the Plan are paid directly by the Plan sponsor and are excluded from these financial statements. Fees related to administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Recordkeeping and other administrative expenses, including asset management fees, are included in net appreciation of fair value of investments.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). The amendments in this Update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2015. For all other entities, the amendments in this update are effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. Plan management has elected to adopt the Update early for the 2016 plan year, and it was retrospectively applied to December 31, 2015. Prior year disclosures have been revised to reflect the retrospective application of this update.

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosure, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure the fair value of benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of the net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III provides a practical expedient to permit plans to measure investments and investment-related accounts as of a month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively, with Part III to be applied prospectively. Parts I and III are not applicable to the Plan. Part II is being adopted for the 2016 plan year and being retrospectively applied to the December 31, 2015 plan year. Prior year disclosures have been revised to reflect the retrospective application of this update.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Subsequent Event

Subsequent events have been evaluated through July 28, 2017, which is the date the financial statements were available to be issued.

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

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 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 and record keeper of the Plan).

NOTE 4: INVESTMENTS

During 2016 and 2015, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value respectively as follows:

	<u>2016</u>	<u>2015</u>
Net appreciation / (depreciation)	<u>\$ 8,488,821</u>	<u>\$ (7,398,781)</u>

NOTE 5: NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as followed:

	<u>2016</u>	<u>2015</u>
Net Assets:		
Common stocks	\$ 59,107,187	\$ 61,691,285
Registered investment companies	45,638,689	36,754,329
Corporate debt instruments	10,692,357	10,424,101
Interest bearing cash	1,742,517	1,021,432
Corporate debt instruments preferred	1,404,893	895,325
Common collective trust fund	18,188	402,157
Other receivables	642,140	1,815,081
Non-interest bearing cash	488,763	33,093
Operating payables	<u>(192,613)</u>	<u>(49,069)</u>
	<u>\$119,542,121</u>	<u>\$ 112,987,734</u>

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 5: NONPARTICIPANT-DIRECTED INVESTMENTS (continued)

	<u>2016</u>
Change in Net Assets:	
Contributions	\$ 10,209,416
Net appreciation (depreciation)	9,401,622
Benefits paid to participants	(11,876,704)
Transfers to participant-directed investments	(1,887,501)
Transferred into nonparticipant-directed investments	408,572
Forfeiture debit	341,084
Fees	(2,148)
Market value variance	<u>(39,954)</u>
	<u>\$ 6,554,387</u>

NOTE 6: FAIR VALUE MEASUREMENTS

Generally Accepted Accounting Principles include a framework for measuring fair value. That framework 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 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

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 to the valuation methodology include:

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

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

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

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 6: FAIR VALUE MEASUREMENTS (continued)

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

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

Common stocks: Valued at closing price reported on the active market on which the individual securities are traded.

Corporate bonds and debentures: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

Registered investment companies: Valued at the net asset value (NAV) of shares held by the plan at year end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

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

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 6: FAIR VALUE MEASUREMENTS (continued)

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

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$ 91,410,877	\$ 0	\$ 0	\$ 91,410,877
Cash and Cash Equivalents	1,742,517	0	0	1,742,517
Corporate bonds and debentures				
US corporate bonds	12,097,250	0	0	12,097,250
Common Stock	59,107,187	0	0	59,107,187
Investments valued using NAV as a practical expedient (a)				<u>8,429,347</u>
Total assets at fair value				<u>\$ 172,787,178</u>

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$ 76,971,819	\$ 0	\$ 0	\$ 76,971,819
Cash and Cash Equivalents	1,021,432	0	0	1,021,432
Corporate bonds and debentures				
US corporate bonds	11,319,426	0	0	11,319,426
Common Stock	61,691,285	0	0	61,691,285
Investments valued using NAV as a practical expedient (a)				<u>9,350,666</u>
Total assets at fair value				<u>\$ 160,354,628</u>

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

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 7: RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by Fidelity Management Trust Company. As defined by the Plan, Fidelity is the trustee and, therefore, these transactions qualify as party-in-interest.

NOTE 8: PLAN TERMINATION

Although it has not expressed any intent to do so, the company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 9: TAX STATUS

The Plan adopted a volume submitter document provided by Fidelity, which obtained its latest opinion on March 31, 2014 from the Internal Revenue Service stating that the Plan as written is in compliance with applicable requirements of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 10: RISKS AND UNCERTAINTIES

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

NOTE 11: PLAN MERGER

During 2015, the Board of Directors of Ariel Corporation, the Plan's sponsor, voted that effective October 1, 2015, Energy Thunder Retirement Plan be merged into the Ariel Corporation Employee Retirement Plan.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 12: RECLASSIFICATIONS

Certain amounts previously reported in the December 31, 2015 financial statements have been reclassified to conform to the reporting presentation of the financial statements at December 31, 2016.

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2016

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Fidelity Managed Income Portfolio Wells Fargo Stable Value Fund	Common Collective Trust Fund Common Collective Trust Fund	** 17,454	\$ 8,411,159 18,188
	Subtotal of common collective trusts			8,429,347
	Aaron's Inc Class A	31,400 shares of common stock	633,670	1,004,486
	Abbott Laboratories	29,475 shares of common stock	929,466	1,132,135
	Accenture PLC Ireland Shares Class A	18,300 share of common stock	781,945	2,143,479
	Allergan Inc	5,775 shares of common stock	1,765,801	1,212,808
	Amphenol Corp	34,500 shares of common stock	712,099	2,319,252
	ANSYS Inc	23,175 shares of common stock	732,828	2,143,456
	Apache Corp	17,975 shares of common stock	1,113,760	1,140,873
	Aquity Brands Inc	5,050 shares of common stock	1,258,285	1,165,843
	BB & T Corporation	37,625 shares of common stock	1,003,432	1,769,128
	Blackrock Inc.	4,150 shares of common stock	1,237,668	1,579,241
	CF Industy Holdings Inc	22,575 shares of common stock	975,319	710,661
	Colfax Corp	20,500 shares of common stock	999,314	736,565
	Costco Wholesale Group	8,325 shares of common stock	1,307,342	1,332,916
	Danaher Corp	25,850 shares of common stock	532,841	2,012,164
	Dover Corp	15,775 shares of common stock	465,290	1,182,021
	Esterline Technologies Corp	18,300 shares of common stock	1,002,754	1,632,360
	Exxon Mobil Corp	16,325 shares of common stock	742,910	1,473,494
	Fiserv Inc	15,700 shares of common stock	453,949	1,668,596
	Fortive Corp	20,250 shares of common stock	570,609	1,086,007
	Gentex Corp	90,950 shares of common stock	943,693	1,790,805
	Gildan Activewear	65,450 shares of common stock	652,732	1,401,692
	Gilead Sciences Inc	23,500 shares of common stock	640,402	1,682,835
	Goldman Sachs Group Inc	7,975 shares of common stock	961,700	1,909,614
	Graco Inc	12,825 shares of common stock	978,650	1,065,629
	Halliburton Co	27,125 shares of common stock	1,508,735	1,467,191
	Hartford Financial Services Group, Inc.	32,750 shares of common stock	642,246	1,560,538
	Henry Schein Inc.	12,750 shares of common stock	839,353	1,934,303
	Home Depot Inc	12,500 shares of common stock	424,724	1,676,000
	Ingredion, Inc	17,000 shares of common stock	1,074,686	2,124,320
	Neogen Corporation	22,575 shares of common stock	542,025	1,489,950
	On Assignment Inc	30,925 shares of common stock	1,201,123	1,365,648
	Open Text Corporation	27,650 shares of common stock	658,107	1,709,047
	Pepsico Inc	16,725 shares of common stock	789,633	1,749,937
	Proctor & Gamble Co	11,100 shares of common stock	482,070	933,288
	Ross Stores Inc.	25,350 shares of common stock	722,415	1,662,960
	Skyworks Solution Inc	20,375 shares of common stock	629,447	1,521,197
	Thor Industries Inc	16,500 shares of common stock	874,536	1,650,825
	Visa Inc CL A	18,025 shares of common stock	1,315,665	1,406,310
	Wells Fargo & Co	28,300 shares of common stock	775,020	1,559,613
	Subtotal of common stocks			59,107,187

ARIEL CORPORATION
EMPLOYEE RETIREMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2016

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Actavis Funding	\$550,000 note at 3.000% interest, maturity date 3/12/20	551,166	\$ 557,352
	Alcoa Inc	\$625,000 note at 6.750% interest, maturity date 7/15/18	723,983	665,016
	Banc One	\$500,000 note at 9.875% interest, maturity date 3/1/19	627,200	562,273
	Cliffs Nat Res	\$487,000 note at 8.00% interest, maturity date 9/30/20	753,440	506,480
	Conoco Phillips Co	\$500,000 note at 4.200% interest, maturity date 3/15/21	534,250	530,681
	Dun & Bradstreet	\$700,000 note at 4.000% interest, maturity date 6/15/20	717,163	718,064
	Fiserv Inc	\$350,000 note at 4.625% interest, maturity date 10/1/20	379,302	373,537
	Fiserv Inc	\$500,000 note at 2.700% interest, maturity date 6/1/20	501,275	502,131
	Gatx Corp	\$250,000 note at 2.500% interest, maturity date 7/30/19	250,750	250,270
	Goldman Sachs Group Inc	\$300,000 note at 7.500% interest, maturity date 2/15/19	361,341	332,457
	Goldman Sachs Group Inc	\$500,000 note at 5.625% interest, maturity date 1/15/17	551,510	500,611
	Hewlett Packard	\$500,000 note at 5.625% interest, maturity date 1/15/18	533,125	522,842
	Mead Johnson Nutr	\$850,000 note at 3.000% interest, maturity date 11/15/20	855,112	859,981
	Morgan Stanley	\$500,000 note at 5.6250% interest, maturity date 9/23/19	570,500	541,735
	Murphy Oil Corp	\$550,000 note at 2.500% interest, maturity date 12/1/17	544,870	552,750
	Newmont Mining MTN	\$500,000 note at 5.125% interest, maturity date 10/1/19	553,925	534,577
	Ohio Savings Capital Tr 144A	\$250,000 note at 9.500% interest, maturity date 6/3/27	750	750
	Pitney Bowes	\$500,000 note at 4.750% interest, maturity date 5/15/18	517,710	514,746
	Plains Exploration	\$318,000 note at 6.125% interest, maturity date 6/15/19	342,372	325,155
	RPM Intl Inc	\$300,000 note at 6.125% interest, maturity date 10/15/19	343,531	329,299
	Staples	\$400,000 note at 2.750% interest, maturity date 1/12/18	403,400	401,809
	Tech Data	\$325,000 note at 3.750% interest, maturity date 9/21/17	334,425	328,984
	Transocean	\$1,000,000 note at 6.000% interest, maturity date 3/15/18	1,115,900	1,012,500
	Weyerhaeuser Co	\$600,000 note at 7.375% interest, maturity date 10/1/19	734,716	673,250
	Subtotal of corporate bonds and debentures			12,097,250

ARIEL CORPORATION
EMPLOYEE RETIRMENT PLAN
FORM 5500, SCHEDULE H, LINE 4I - EIN #31-0721681, PN 002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2016

(a)	(b) Identity of issue, borrower, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Metwest Total Return Bond	Registered Investment Company	**	\$ 1,099,599
	DFA US Target Value Fund	Registered Investment Company	**	1,182,408
	Lord Abbett Developing Growth I	Registered Investment Company	**	1,013,413
	Harbor International Admin	Registered Investment Company	**	965,912
*	Fidelity 500 Index Portfolio	Registered Investment Company	**	2,777,191
*	Fidelity Freedom Index Income Investment	Registered Investment Company	**	231,257
*	Fidelity Freedom Low Priced Stock	Registered Investment Company	**	2,778,431
*	Fidelity Freedom Index 2005 Investment	Registered Investment Company	**	32,895
*	Fidelity Freedom Index 2010 Investment	Registered Investment Company	**	90,231
*	Fidelity Freedom Index 2020 Investment	Registered Investment Company	**	5,015,978
*	Fidelity Freedom Index 2025 Investment	Registered Investment Company	**	6,708,140
*	Fidelity Freedom Index 2030 Investment	Registered Investment Company	**	6,977,813
*	Fidelity Freedom Index 2035 Investment	Registered Investment Company	**	4,536,667
*	Fidelity Freedom Index 2040 Investment	Registered Investment Company	**	3,507,623
*	Fidelity Freedom Index 2045 Investment	Registered Investment Company	**	3,340,774
*	Fidelity Freedom Index 2050 Investment	Registered Investment Company	**	3,303,007
*	Fidelity Freedom Index 2015 Investment	Registered Investment Company	**	794,616
*	Fidelity Freedom Index 2055 Investment	Registered Investment Company	**	1,302,220
*	Fidelity Freedom Index 2060 Investment	Registered Investment Company	**	114,012
	AQR Multi- Strategy	182634.5420 shares of Registered Investment Company	1,744,118	1,735,028
	Artisan International Institute	78,741.0340 shares of Registered Investment Company	2,315,664	2,027,583
	DFA Emerging Markets Portfolio	204,966.658 shares of Registered Investment Company	5,338,566	4,748,864
	Dodge & Cox International Stock Fund	134,669.733 shares of Registered Investment Company	4,237,460	4,809,998
	Eaton Vance Emerging Markets	406,120.997 shares of Registered Investment Compant	4,511,420	4,339,669
*	Fidelity Small Cap Value Fund	215,087.926 shares of Registered Investment Company	4,700,694	5,081,078
	Hartford Total Return Bond HLS Fund Class 1A	335,072.477 shares of Registered Investment Company	5,337,757	5,105,456
	Hartford Small Cap Growth Y	60,891.660 shares of Registered Investment Company	3,725,567	4,123,169
	Pimco Emerging Local Bond Inst	352,497.411 shares of Registered Investment Company	5,058,587	4,313,720
	Vanguard International Growth	33,589.829 shares of Registered Investment Company	2,368,224	2,293,994
	Western Asset Core Plus Bond Portfolio Inst	551,091.815 shares of Registered Investment Company	5,131,222	5,031,615
	Western Asset Total Return UNC	189,396.988 shares of Registered Investment Company	2,052,377	2,028,516
	Subtotal of registered investment company investments			91,410,877
	Interest Bearing Cash			1,742,517
*	Notes receivable from participants	Loans, 10.00%	**	2,453,571
	Total of all investments and notes receivable from participants			<u>\$175,240,749</u>

* Represents a party-in-interest

** Cost is not required for participant directed accounts

The above information has been certified by Fidelity Management Trust Company., the trustee, as complete and accurate.