# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2016**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

**A** This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan
- ☐ a DFE (specify) ____

**B** This return/report is:
- ☐ the first return/report
- ☐ the final return/report
- ☐ an amended return/report
- ☐ a short plan year return/report (less than 12 months)

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ ☐

**D** Check box if filing under:
- ☒ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☐ special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
CARLSON, BARBEE & GIBSON, INC. 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1989

**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)
CARLSON, BARBEE & GIBSON, INC.

2633 CAMINO RAMON, SUITE 350
SAN RAMON, CA 94583

**2b** Employer Identification Number (EIN) 68-0174548

**2c** Plan Sponsor's telephone number 925-866-0322

**2d** Business code (see instructions) 541330

**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 | ANGELO OBERTELLO |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

| | | |
|---|---|---|
| **3a** Plan administrator's name and address [X] Same as Plan Sponsor | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: | **4b** EIN | |
| **a** Sponsor's name | **4c** PN | |
| **5** Total number of participants at the beginning of the plan year | **5** | 122 |
| **6** Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**). | | |
| **a(1)** Total number of active participants at the beginning of the plan year | **6a(1)** | 103 |
| **a(2)** Total number of active participants at the end of the plan year | **6a(2)** | 101 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 29 |
| **d** Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 130 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e**. | **6f** | 130 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 125 |
| **h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 14 |
| **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:

2A 2E 2F 2H 2J 2K 3D

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

**9a** Plan funding arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

**a Pension Schedules**

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

**b General Schedules**

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

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

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

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

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

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

Receipt Confirmation Code_____

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Insurance Information

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

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

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

OMB No. 1210-0110

**2016**

**This Form is Open to Public Inspection**

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

**A** Name of plan
CARLSON, BARBEE & GIBSON, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
CARLSON, BARBEE & GIBSON, INC.

**D** Employer Identification Number (EIN)
68-0174548

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

**1** Coverage Information:

**(a)** Name of insurance carrier
TRANSAMERICA LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 39-0989781 | 86231 | 995905-000 | 109 | 01/01/2016 | 12/31/2016 |

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

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 26520 | 5335 |

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

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
FOOTHILL SECURITIES INC
2900 LAKESIDE DR STE 100
SANTA CLARA, CA 95054-2812

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 26520 | 0 | 0 | 3 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
REDWOOD PENSIONS, LLC
PO BOX 3409
WALNUT CREEK, CA 94598

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | (e) Organization code |
|---|---|---|---|
| | (c) Amount | (d) Purpose | |
| 0 | 5335 | 0 | 5 |

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

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

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

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

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

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

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

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

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

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

## Part II Investment and Annuity Contract Information

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

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 0 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 8823987 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ STABLE VALUE OPTION

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 167728 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 37118 | | |
| | (2) Dividends and credits | 7c(2) | 0 | | |
| | (3) Interest credited during the year | 7c(3) | 4448 | | |
| | (4) Transferred from separate account | 7c(4) | 896816 | | |
| | (5) Other (specify below) | 7c(5) | 10050 | | |
| | ▶ CONVERSION ASSETS, EBA CREDITS, FORFEITURE CREDITS, LOAN INT & PRIN | | | | |
| | (6) Total additions | | | 7c(6) | 948432 |
| d | Total of balance and additions (add lines **7b** and **7c(6)**) | | | 7d | 1116160 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 632823 | | |
| | (2) Administration charge made by carrier | 7e(2) | 120 | | |
| | (3) Transferred to separate account | 7e(3) | 3 | | |
| | (4) Other (specify below) | 7e(4) | 14666 | | |
| | ▶ ADMIN FEES, EBA W/D, FORF W/D, FEES, LOAN ISSUED | | | | |
| | (5) Total deductions | | | 7e(5) | 647612 |
| f | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 468548 |

## Part III Welfare Benefit Contract Information

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

**8** Benefit and contract type (check all applicable boxes)

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

| | | | | |
|---|---|---|---|---|
| **9** Experience-rated contracts: | | | | |
| **a** Premiums: (1) Amount received | **9a(1)** | | | |
| (2) Increase (decrease) in amount due but unpaid | **9a(2)** | | | |
| (3) Increase (decrease) in unearned premium reserve | **9a(3)** | | | |
| (4) Earned (**(1)** + **(2)** - **(3)**) | | | **9a(4)** | 0 |
| **b** Benefit charges (1) Claims paid | **9b(1)** | | | |
| (2) Increase (decrease) in claim reserves | **9b(2)** | | | |
| (3) Incurred claims (add **(1)** and **(2)**) | | | **9b(3)** | 0 |
| (4) Claims charged | | | **9b(4)** | |
| **c** Remainder of premium: (1) Retention charges (on an accrual basis) -- | | | | |
| (A) Commissions | **9c(1)(A)** | | | |
| (B) Administrative service or other fees | **9c(1)(B)** | | | |
| (C) Other specific acquisition costs | **9c(1)(C)** | | | |
| (D) Other expenses | **9c(1)(D)** | | | |
| (E) Taxes | **9c(1)(E)** | | | |
| (F) Charges for risks or other contingencies | **9c(1)(F)** | | | |
| (G) Other retention charges | **9c(1)(G)** | | | |
| (H) Total retention | | | **9c(1)(H)** | 0 |
| (2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.) | | | **9c(2)** | |
| **d** Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement | | | **9d(1)** | |
| (2) Claim reserves | | | **9d(2)** | |
| (3) Other reserves | | | **9d(3)** | |
| **e** Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.) | | | **9e** | |
| **10** Nonexperience-rated contracts: | | | | |
| **a** Total premiums or subscription charges paid to carrier | | | **10a** | |
| **b** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. | | | **10b** | |

Specify nature of costs.

## Part IV Provision of Information

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

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2016**<br>**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
CARLSON, BARBEE & GIBSON, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
CARLSON, BARBEE & GIBSON, INC.

**D** Employer Identification Number (EIN)
68-0174548

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

TRANSAMERICA LIFE INSURANCE COMPANY

39-0989781

**(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)

TRANSAMERICA LIFE INSURANCE COMPANY

39-0989781

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 37 52 62 64 67 | RECORDKEEPER | 5863 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

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

REDWOOD PENSIONS, LLC

27-2431450

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 37 64 | RECORDKEEPER | 2100 | Yes [X] No [ ] | Yes [X] No [ ] | 397 | Yes [ ] No [X] |

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**2016**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
CARLSON, BARBEE & GIBSON, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
CARLSON, BARBEE & GIBSON, INC.

**D** Employer Identification Number (EIN)
68-0174548

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS STOCK INDEX R

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989781-587 | P | 2257 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS MID VALUE RET

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989781-427 | P | 122893 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS HIGH YIELD BO

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989781-434 | P | 436529 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS BALANCED INV OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989781-026 | P | 118230 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT INCOM

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989781-047 | P | 1825 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2015

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989781-048 | P | 10301 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2025

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **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) |
|---|---|---|
| 39-0989781-049 | P | 126124 |

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2045 | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-051 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 174505 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: STATE STREET S&P MID CAP INDEX RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-036 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 76767 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS AMCAP INV OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-014 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 760524 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS GROWTH FUND OF AMERI | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-015 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 843193 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS FUNDAMENTAL INVESTOR | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-009 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 411072 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS WASHINGTON MUTUAL IN | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-008 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1345099 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS EUROPACIFIC GROWTH R | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-068 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 432138 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: LOOMIS SAYLES INVESTMENT GRADE BOND | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-086 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 684412 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-216 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 270471 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD SMALL-CAP GROWTH INDEX | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-106 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 394701 |

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD SMALL-CAP INDEX RET OPT | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-107 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99076 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD SMALL-CAP VALUE INDEX R | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-108 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 468272 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2010 | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-109 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2020 | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-110 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 512805 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2030 | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-111 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 193104 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2040 | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-112 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 140989 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2050 | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-113 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 327191 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TOTAL STOCK MARKET INDE | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-114 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 251437 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD INTERNATIONAL VALUE RET | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-097 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124619 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2055 | | |
| **b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 39-0989781-505 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 251156 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2035

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989781-050 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74144 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD TARGET RETIREMENT 2060

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989781-612 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55419 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO DISCOVERY RET OPT

**b** Name of sponsor of entity listed in (a): TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

| **c** EIN-PN 39-0989781-546 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 114732 |
|---|---|---|

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

# SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

**2016**

**This Form is Open to Public Inspection**

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

**A** Name of plan
CARLSON, BARBEE & GIBSON, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
CARLSON, BARBEE & GIBSON, INC.

**D** Employer Identification Number (EIN)
68-0174548

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 445318 | 475886 |
| **(2)** Participant contributions | 1b(2) | 0 | 0 |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 2320 | 19953 |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | 636296 | 464974 |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 153194 | 156332 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 8410197 | 8823987 |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 3516855 | 2918135 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 167728 | 468548 |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 13331908 | 13327815 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | 197 | 16946 |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 197 | 16946 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 13331711 | 13310869 |

## 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) | 844777 | |
| | **(B)** Participants | 2a(1)(B) | 865907 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 351632 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 2062316 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 7 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 6472 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 6479 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | 11191 | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 104372 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 115563 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | 272162 | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 272162 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 789769 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | 4448 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 3250737 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 3251950 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 3251950 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 7534 |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | 12055 | |
| (3) Investment advisory and management fees | 2i(3) | 40 | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 12095 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 3271579 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | -20842 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SILICON VALLEY ACCOUNTANCY (2) EIN: 77-0573994

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3 | 4n | | 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 | | X | |

**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 |
|---|---|
| | 680205194 |

| **6c** Name of trustee or custodian | **6d** Trustee's or custodian's telephone number |
|---|---|
| | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

**2016**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
CARLSON, BARBEE & GIBSON, INC. 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
CARLSON, BARBEE & GIBSON, INC.

**D** Employer Identification Number (EIN)
68-0174548

## Part I Distributions

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

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

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

EIN(s): 68-0205194 33-6134835

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

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

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

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6** **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

## Part VII IRS Compliance Questions

| | |
|---|---|
| **20a** Is the plan a 401(k) plan? If "No," skip b | ☐ Yes ☐ No |
| **20b** How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply: | ☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A |
| **21a** What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply: | ☐ Ratio percentage test ☐ Average benefit test ☐ N/A |
| **21b** Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules? | ☐ Yes ☐ No |

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

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

***CARLSON, BARBEE & GIBSON, INC. 401(k) PLAN***

Financial Statements and Supplemental Schedule

*December 31, 2016 and 2015 (Unaudited) and for the year ended December 31, 2016 with Independent Auditors' Report*

**CARLSON, BARBEE & GIBSON, INC. 401(k) PLAN**

Financial Statements and Supplemental Schedule

**December 31, 2016 and 2015 (Unaudited)**
**and for the year ended December 31, 2016**

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Silicon Valley Accountancy Corporation

Certified Public Accountants
and Business Advisors

## Independent Auditors' Report

To the Plan Administrator and Participants
of the Carlson, Barbee & Gibson, Inc. 401(k) Plan

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Carlson, Barbee & Gibson, Inc. 401(k) Plan, ("the Plan"), which comprise the statement of net assets available for benefits as of December 31, 2016, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

Plan 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, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Transamerica Life Insurance Company ("Transamerica"), except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that Transamerica holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from Transamerica as of December 31, 2016, and for the year then ended, that the information provided to the Plan Administrator by Transamerica is complete and accurate.

3150 Almaden Expwy, Suite 105
San Jose CA 95118
Tel: 408-448-8000
www.cpas-svac.com

**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 on the 2016 financial statements. Accordingly, we do not express an opinion on the 2016 financial statements.

**Other Matter – Supplemental Schedule**

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

**Other Matter – Prior Period Financial Statement not Audited**

We have compiled the accompanying statement of net assets available for benefits of the Plan as of December 31, 2015 in accordance with the Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. A compilation is limited to presenting in the form of financial statements information that is the representation of the Plan's management. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by plan management. Accordingly, we do not express an opinion, a conclusion, or provide any form of assurance on these financial statements.

**Report on Form and Content in Compliance With the Department of Labor's Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by Transamerica, 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.

Silicon Valley Accountancy Corporation

SILICON VALLEY ACCOUNTANCY CORPORATION

San Jose, California
October 5, 2017

**CARLSON, BARBEE & GIBSON, INC. 401(k) PLAN**

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, 2016 | 2015 (Unaudited) |
|---|---|---|
| Assets: | | |
| Investments at fair value | $ 12,695,597 | $ 12,733,396 |
| Assets held for investment purposes | 12,695,597 | 12,733,396 |
| Notes receivable from participants | 156,332 | 153,194 |
| Employer contributions receivable | 475,886 | 445,318 |
| Total assets | 13,327,815 | 13,331,908 |
| Liabilities: | | |
| Payable | 16,946 | 197 |
| Total liabilities | 16,946 | 197 |
| Net assets available for benefits | $ 13,310,869 | $ 13,331,711 |

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

**CARLSON, BARBEE & GIBSON, INC. 401(k) PLAN**

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

| | Year ended December 31, 2016 |
|---|---|
| Additions: | |
| Investment income: | |
| Dividends | $ 116,628 |
| Net appreciation in fair value of investments | 1,065,321 |
| Interest income on notes receivable from participants | 6,472 |
| Contributions: | |
| Employer | 844,777 |
| Participants | 865,907 |
| Rollovers | 351,632 |
| Total additions | 3,250,737 |
| Deductions: | |
| Benefits paid to participants | 3,259,484 |
| Plan expenses | 12,095 |
| Total deductions | 3,271,579 |
| Net decrease in net assets | (20,842) |
| Net assets available for benefits: | |
| Beginning of year (unaudited) | 13,331,711 |
| End of year | $ 13,310,869 |

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

**CARLSON, BARBEE & GIBSON, INC. 401(k) PLAN**

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015 (Unaudited) (See Independent Auditors' Report)

## NOTE 1 - DESCRIPTION OF PLAN

The following description of the Carlson, Barbee & Gibson, Inc. 401(k) Plan ("the 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 plan that was established on January 1, 1989 by Carlson, Barbee & Gibson, Inc. ("the Company" or "Plan Administrator") covering all eligible employees of the Company as defined in the Plan agreement. Certain classes of employees as defined in the Plan agreement are excluded from plan participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

A Plan Committee ("the Committee") manages the operation and administration of the Plan, including the appropriateness of the Plan's investment offerings and investment performance. The Company has contracted with Transamerica Life Insurance Company ("Transamerica") and TD Ameritrade Institutional ("TD Ameritrade") to act as custodians. A third-party administrator processes and maintains records of participant data and provides plan services. Certain Company officers serve as plan trustees.

In 2016, the Plan was amended and restated for certain legislative and regulatory changes. Participants should refer to plan documents for specific changes made to the Plan.

***Contributions* -** Each year, participants may contribute an amount of eligible pre-tax annual compensation as defined in the Plan agreement, not to exceed the maximum statutory amount. The Plan allows for ROTH deferral contributions. Participants who are age 50 or older can elect to make catch-up contributions to the Plan, not to exceed the maximum statutory amount. Participants may also contribute amounts representing distributions from other qualified eligible plans.

The Plan allows for a discretionary employer matching and/or a discretionary employer profit sharing contribution, subject to certain eligibility requirements. The Company matched 50% of the first 10% of participant deferrals. The total matching contributions for the year ended December 31, 2016 was $369,692. During 2016, the Company made a profit sharing contribution and allocated a contribution to each eligible participant. The total profit sharing contributions for the year ended December 31, 2016 was $503,493 of which $28,408 was funded by forfeitures and $475,085 was included in the employer contributions receivable as of December 31, 2016 and was funded in March 2017.

***Participant Accounts*** **-** Each participant's account is credited with the participant's contribution, the discretionary matching contribution, an allocation of the discretionary profit sharing contribution, plan earnings or losses, and plan expenses as applicable to the Plan. Allocations of the discretionary profit sharing contribution are determined based on employee's groups under New Comparability rules. Allocations of plan earnings and losses are based on investment returns. All contributions/investments (Transamerica) are participant directed except for the profit sharing contributions/investments (TD Ameritrade) which are trustee directed. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Certain investment and fund fees are charged to the funds and are included in plan investment income and losses and charged to participant accounts. Participants should refer to the funds' prospectuses for further information on these fees.

***Vesting*** **-** Participants are 100% vested in their contributions, rollover amounts and discretionary matching contributions plus actual earnings thereon. Vesting in the discretionary profit sharing contribution and related earnings is based on years of credited service, as follows: less the one year - 0%, one year but less than two years - 10%, two years but less than three years - 30%, three years but less than four years - 60%, with full vesting after four years. Participants become fully vested in the event of death, disability, normal retirement age, or plan termination.

***Notes Receivable from Participants*** **-** Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. Two outstanding notes per participant are permitted at any given time. The notes are secured by the balance in the participant's account (excluding the profit sharing account) and bear interest at rates which are commensurate with prevailing rates as determined by the Plan Administrator. Outstanding notes receivable from participants as of December 31, 2016 and 2015 carry interest rates which range from 4.25% to 6.84%. Principal and interest is paid ratably through payroll deductions. The notes must be repaid within a five-year period, unless it is used for the purchase of a principal residence in which case the maximum repayment period may be longer. The Plan Administrator establishes the specific terms and conditions of such notes.

***Payment of Benefits*** **-** Upon the satisfaction of certain distributable events, participants or their beneficiaries may elect to receive their vested account balance and are paid in accordance with plan provisions. The Plan allows for automatic

distribution of terminated participant balances between $1,000 and $5,000 to an IRA Rollover account.

***Forfeited Accounts*** **-** Forfeited non-vested employer profit sharing accounts can be used to restore forfeitures, reduce company contributions or reallocated as Company contributions or pay plan expenses.

## 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*** **-** 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. The Plan's Committee determines the Plan's valuation policies utilizing information provided by Transamerica and TD Ameritrade. 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 (depreciation) 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. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015. Delinquent participant notes are recorded as distributions on the basis of the terms of the Plan agreement.

***Excess Contributions Payable*** **-** Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as a liability. As of December 31, 2016 and 2015 there were no excess contributions payable.

***Plan Expenses* -** Some expenses incurred for administering the Plan are paid by the Company and these amounts are excluded from the Plan's financial statements. Certain recordkeeping and administration fees are paid by the Plan and charged to participant accounts as applicable. Fees are paid as direct or indirect expenses by the Plan to Transamerica for investment/fund fees, and record-keeping services as applicable, and are charged to participant accounts as applicable. Fund fees may also be charged by investments held under the TD Ameritrade account and are recorded as a reduction of the return earned on each investment and charged to participant accounts as applicable. During 2016, the third-party administrator received revenue sharing from Transamerica which was used to reduce the third-party administrator invoices charged to the Plan Sponsor.

***Payment of Benefits* -** Benefits are recorded when paid.

***Accounting Change* -** The Plan elected to implement the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2015-07 *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* that was issued in May 2015. FASB ASU 2015-07 removes the requirement to categorize investments for which fair value is measured using net asset value ("NAV") as a practical expedient within the fair value hierarchy.

The Plan elected to implement certain provisions of FASB ASU 2015-12 - *Plan Accounting: Defined Contribution Pension Plans (Topic 962)* that was issued in July 2015. Under FASB ASU 2015-12, employee benefit plans are allowed to simplify certain disclosures about plan investments. The early adoption of ASU 2015-12 removed the requirement to disclose individual investments held which exceed 5% of net assets available for benefits, removed the requirement to disclose net appreciation in fair value of investments by type of investment held, and removed the requirement to disaggregate investments reported in the fair value hierarchy table by class of investment.

The Plan elected to adopt FASB ASU 2015-07 and FASB ASU 2015-12 for the year ended December 31, 2016; however, the retrospective approach requires that the prior year be presented in accordance with FASB ASU 2015-07 and FASB ASU 2015-12 as applicable.

***Subsequent Events* -** The Plan has evaluated subsequent events through October 5, 2017, the date the financial statements were available to be issued.

## NOTE 3 - 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 statements of net assets available for benefits.

## NOTE 4 - CERTIFIED INFORMATION

In accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, information certified regarding the current value of assets held as of December 31, 2016 and 2015, and transactions entered into for the year ended December 31, 2016 is as follows:

| | 2016 | 2015 |
|---|---|---|
| **Certified:** | | |
| Investments at fair value (Transamerica) | $ 9,292,535 | $ 8,577,925 |
| Notes receivable from participants (Transamerica) | 156,332 | 153,194 |
| **Not certified:** | | |
| Investments at fair value (TD Ameritrade) | 3,403,062 | 4,155,471 |
| Total | $12,851,929 | $12,886,590 |

| | |
|---|---|
| Investment income: | |
| **Certified:** | |
| Net appreciation in fair value of investments (Transamerica) | $ 794,216 |
| Interest income on notes receivable from participants (Transamerica) | 6,472 |
| **Not certified:** | |
| Dividends (TD Ameritrade) | 116,628 |
| Net appreciation in fair value of investments (TD Ameritrade) | 271,105 |
| Total | $ 1,188,421 |

## NOTE 5 - NON-PARTICIPANT DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the non-participant directed investments is as follows:

| | December 31, 2016 | 2015 (Unaudited) |
|---|---|---|
| Assets: | | |
| Investments at fair value | | |
| Cash | $ 19,453 | $ 2,320 |
| Exchange traded funds | 332,277 | 243,502 |
| Mutual funds | 2,654,850 | 3,273,353 |
| Stocks | 396,482 | 636,296 |
| Assets held for investment purposes | 3,403,062 | 4,155,471 |
| Employer contributions receivable | 475,085 | 420,321 |
| Total assets | 3,878,147 | 4,575,792 |
| Net assets available for benefits | $3,878,147 | $4,575,792 |

| | |
|---|---|
| Changes in net assets available for benefits: | |
| Net asset available for benefits as of December 31, 2015 (unaudited) | $4,575,792 |
| Employer contributions | 475,085 |
| Dividends and interest | 116,628 |
| Net realized and unrealized appreciation | 271,105 |
| Benefits paid to participants | (1,560,423) |
| Plan expenses | (40) |
| Net asset available for benefits as of December 31, 2016 | $3,878,147 |

## NOTE 6 - FAIR VALUE MEASUREMENTS

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). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy under FASB ASU Subtopic 820-10 are described as follows:

**Level 1 -** Inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan can access at the measurement date.

**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 that are unobservable inputs for the asset or liability.

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.

**Cash:** Valued at fair value on a cash equivalency basis.

**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 U.S. 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.

**Exchange traded funds and stocks:** Valued at the closing price reported on the active market on which the individual securities are traded. The securities held by the Plan are deemed to be actively traded.

**Pooled separate accounts:** Units held in the Plan's pooled separate accounts under the Plan's contract with Transamerica are valued using a NAV method similar to a mutual fund NAV calculation. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding. The NAV of a pooled separate account is calculated based on a compilation of primarily observable market information. The number of units of the fund that are outstanding on the calculation date is derived from

observable purchase, and redemption activity in the fund. The Plan invests in the Transamerica's pooled separate accounts, which invest in various types of securities. The NAV is used as a practical expedient to estimate fair value for the funds. This practical expedient would not be used if it is determined to be probable that the funds will sell the investments for an amount different from the reported NAV. For the pooled separate accounts under the Plan's contract with Transamerica there are no unfunded commitments and the units can be redeemed daily. The contract can be liquidated with a 60 day discontinuance written notice sent by the Company to Transamerica. A market value/liquidation charge may apply upon termination of the contract. At this time, the Plan Sponsor does not intend to terminate its contract with Transamerica.

**General account (Transamerica Stable Value fund):** Amounts held in the Plan's General Account are valued at contract value on a unit basis, similar to a NAV calculation. Deposits to the Stable Value Fund are pooled for investment purposes with other assets in Transamerica Life Insurance and Annuity Company's general account. Prior to the first day of each month an effective annual rate of interest for the Stable Value fund is established for such month. Interest is credited to the Stable Value Fund, based on its beginning daily balance, at a rate of interest, which is the daily equivalent of the effective annual rate of interest applicable for each month. The initial value of the Stable Value Fund is the initial amount of the sum of any deposits to the Stable Value Fund on any business day is the beginning balance of the Stable Value Fund, plus any deposits and credited interest, less any withdrawals, charges or expenses. Employer directed transfers from the Stable Value Fund are considered a partial discontinuance under the contract and is subject to discontinuance and termination of the contract. The NAV is used as a practical expedient to estimate the fair value for the fund. This practical expedient would not be used if it is determined to be probable that the fund will sell the investments for an amount different from the reported NAV. There are no direct or indirect transfers allowed to investment options considered by Transamerica to be competing fixed funds. If the Plan contains investment options considered by Transamerica to be competing fixed funds, and a transfer is directed by a participant from the Stable Value Fund to any other investment option available under the Plan or the contract, no transfers into the competing fixed fund will be allowed for that participant for the period of 90 days from the date the transfer was completed. Except for the competing fund issued described previously, fund units can be redeemed daily and there are no unfunded commitments. There is a 60-day notice to terminate this fund under the contract. At this time, the Plan Sponsor does not intend to terminate its contract with Transamerica.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016, and 2015. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

| | Assets at Fair Value as of December 31, 2016 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Cash | $ 19,453 | $ - | $ - | $ 19,453 |
| Exchange traded funds | 332,277 | - | - | 332,277 |
| Stocks | 396,482 | - | - | 396,482 |
| Mutual funds | 2,654,850 | - | - | 2,654,850 |
| Total assets in the fair value hierarchy | 3,403,062 | - | - | 3,403,062 |
| Investments measured at NAV (a) | - | - | - | 9,292,535 |
| Investments at fair value | $3,403,062 | $ - | $ - | $12,695,597 |

| | Assets at Fair Value as of December 31, 2015 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Cash | $ 2,320 | $ - | $ - | $ 2,320 |
| Exchange traded funds | 243,502 | - | - | 243,502 |
| Stocks | 636,296 | - | - | 636,296 |
| Mutual funds | 3,273,353 | - | - | 3,273,353 |
| Total assets in the fair value hierarchy | 4,155,471 | - | - | 4,155,471 |
| Investments measured at NAV (a) | - | - | - | 8,577,925 |
| Investments at fair value | $4,155,471 | $ - | $ - | $12,733,396 |

(a) In accordance with FASB ASU Subtopic 820-10, certain investments that were measured at NAV (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.

## NOTE 7 - PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

Plan investments are held by Transamerica and TD Ameritrade, the custodians of the Plan. Any purchases and sales of these investments are performed in the open market at fair value. Fees are paid by the Plan for investment management services, funds fees, and record-keeping services to Transamerica. TD Ameritrade receives fees paid by participants for fund fees. The third-party administrator receives plan fees. The Plan has other service providers. All these transactions while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

## NOTE 8 - PLAN TERMINATION AND/OR MODIFICATION

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 has adopted a volume submitter plan, which has received an opinion letter dated March 31, 2014 from the IRS. The Plan has been amended since, however, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believes 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 various taxing authorities and government agencies. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

## NOTE 10 - SUBSEQUENT EVENT

Effective September 6, 2017, assets at TD Ameritrade were liquidated and transferred to Transamerica. All contributions/investments in the Plan are now participant-directed.

# SUPPLEMENTAL SCHEDULE

# REQUIRED BY THE DEPARTMENT OF LABOR

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2016**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Cost basis | (e) Current value |
|---|---|---|---|---|
| | **Transamerica:** | | | |
| * | Transamerica Partners Stock Index Fund | Pooled separate account | ** | $ 2,257 |
| * | Transamerica Partners Mid Value Fund | Pooled separate account | ** | 122,893 |
| * | Transamerica Partners High Yield Bond Fund | Pooled separate account | ** | 436,529 |
| * | State Street S&P Mid Cap Index Fund | Pooled separate account | ** | 76,767 |
| * | American Funds AMCAP Fund | Pooled separate account | ** | 760,524 |
| * | American Funds Balanced Fund | Pooled separate account | ** | 118,230 |
| * | American Funds Growth Fund of America Fund | Pooled separate account | ** | 843,193 |
| * | American Funds Fundamental Investors Fund | Pooled separate account | ** | 411,072 |
| * | American Funds Washington Mutual Fund | Pooled separate account | ** | 1,345,099 |
| * | American Funds EuroPacific Growth Fund | Pooled separate account | ** | 432,139 |
| * | Loomis Sayles Investment Grade Bond Fund | Pooled separate account | ** | 684,412 |
| * | Oppenheimer Global Fund | Pooled separate account | ** | 270,471 |
| * | Vanguard Small-Cap Growth Index Fund | Pooled separate account | ** | 394,702 |
| * | Vanguard Small-Cap Index Fund | Pooled separate account | ** | 99,076 |
| * | Vanguard Small-Cap Value Index Fund | Pooled separate account | ** | 468,272 |
| * | Vanguard Total Stock Market Index Fund | Pooled separate account | ** | 251,437 |
| * | Vanguard International Value Fund | Pooled separate account | ** | 124,619 |
| * | Vanguard Target Retirement Income Fund | Pooled separate account | ** | 1,825 |
| * | Vanguard Target Retirement 2015 Fund | Pooled separate account | ** | 10,301 |
| * | Vanguard Target Retirement 2020 Fund | Pooled separate account | ** | 512,805 |
| * | Vanguard Target Retirement 2025 Fund | Pooled separate account | ** | 126,124 |
| * | Vanguard Target Retirement 2030 Fund | Pooled separate account | ** | 193,104 |
| * | Vanguard Target Retirement 2035 Fund | Pooled separate account | ** | 74,144 |
| * | Vanguard Target Retirement 2040 Fund | Pooled separate account | ** | 140,989 |
| * | Vanguard Target Retirement 2045 Fund | Pooled separate account | ** | 174,505 |
| * | Vanguard Target Retirement 2050 Fund | Pooled separate account | ** | 327,191 |
| * | Vanguard Target Retirement 2055 Fund | Pooled separate account | ** | 251,156 |
| * | Vanguard Target Retirement 2060 Fund | Pooled separate account | ** | 55,419 |
| * | Wells Fargo Advantage Discovery Fund | Pooled separate account | ** | 114,732 |
| * | Transamerica Stable Value Fund | General account | ** | 468,548 |
| | **TD Ameritrade:** | | | |
| * | FDIC Insured Deposit Account | Cash account | 19,453 | 19,453 |
| * | Ishares Russell 3000 Fund | Exchange traded fund | 158,096 | 166,133 |
| * | Vanguard Short Term Bond Fund | Exchange traded fund | 60,233 | 59,529 |
| * | Vanguard Energy Index Fund | Exchange traded fund | 42,153 | 54,316 |
| * | Vanguard Infotech Index Fund | Exchange traded fund | 31,290 | 52,299 |
| * | American Funds Capital World Bond Fund | Mutual fund | 299,969 | 293,092 |
| * | American Funds Europacific Growth Fund | Mutual fund | 124,670 | 146,285 |
| * | American Funds New World Fund | Mutual fund | 122,538 | 143,101 |
| * | Diamond Hill Small Cap Fund | Mutual fund | 79,378 | 83,246 |
| * | Dodge & Cox International Stock Fund | Mutual fund | 196,778 | 197,619 |
| * | Dodge & Cox Funds Income Fund | Mutual fund | 168,891 | 176,786 |
| * | Dodge & Cox Funds Stock Fund | Mutual fund | 220,958 | 266,902 |
| * | Goldman Sachs Strategic Income Fund | Mutual fund | 151,727 | 141,600 |
| * | Meridian Growth Fund | Mutual fund | 116,155 | 116,158 |
| * | PIMCO Funds Commodity Real Return Strategy Fund | Mutual fund | 223,266 | 145,940 |

**CARLSON, BARBEE & GIBSON, INC. 401(k) PLAN** **EIN: 68-0174548**
**PLAN #001**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2016**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Cost basis | (e) Current value |
|---|---|---|---|---|
| * | PIMCO Funds Unconstrained Bond Fund | Mutual fund | 129,619 | 119,944 |
| * | Royce Special Equity Fund | Mutual fund | 42,205 | 42,608 |
| * | T Rowe Price Mid Cap Value Fund | Mutual fund | 139,994 | 166,662 |
| * | Vanguard REIT Index Fund | Mutual fund | 58,811 | 91,616 |
| * | Vanguard Windsor II Fund | Mutual fund | 104,874 | 105,398 |
| * | Vanguard Intermediate-Term Investment-Grade Fund | Mutual fund | 213,176 | 203,760 |
| * | Vanguard Short-Term Investment-Grade Fund | Mutual fund | 216,399 | 214,133 |
| * | 3M Co. | Stock | 10,135 | 19,884 |
| * | Alphabet Inc. Class A | Stock | 4,698 | 10,302 |
| * | Alphabet Inc. Class C | Stock | 4,678 | 10,034 |
| * | Apple Inc. | Stock | 11,950 | 19,755 |
| * | AT & T Inc. | Stock | 15,804 | 19,943 |
| * | Becton Dickinson & Co. | Stock | 9,898 | 19,762 |
| * | Berkshire Hathaway Inc. | Stock | 7,282 | 19,721 |
| * | Boeing Company | Stock | 15,864 | 19,862 |
| * | Conoco Phillips Corporation | Stock | 24,146 | 19,683 |
| * | Exxon Mobil Corporation | Stock | 17,400 | 19,914 |
| * | General Electric Company | Stock | 12,294 | 19,835 |
| * | Intel Corporation | Stock | 12,590 | 19,623 |
| * | Johnson & Johnson. Inc. | Stock | 12,368 | 19,982 |
| * | JP Morgan Chase & Co. | Stock | 10,997 | 19,849 |
| * | Microsoft Corporation | Stock | 10,162 | 19,658 |
| * | Pepsico Inc. | Stock | 13,231 | 19,931 |
| * | Procter Gamble Co. | Stock | 15,499 | 19,876 |
| * | Starbucks Corporation | Stock | 6,457 | 19,548 |
| * | Target Corporation | Stock | 16,392 | 19,632 |
| * | United Parcel Service | Stock | 14,332 | 19,920 |
| * | United Technologies Corporation | Stock | 13,188 | 19,768 |
| | Assets held for investment purposes | | | 12,695,597 |
| | **Transamerica:** | | | |
| * | Participant Loans/Notes receivable from participants | Interest rates from 4.25% to 6.84% | | 156,332 |
| | Total | | | $ 12,851,929 |

* Held or invested through Transamerica or TD Ameritrade, a party-in-interest to the Plan.
** Participant-directed.

Assets held by Transamerica, including notes receivable, have been certified to be complete and accurate to the best of their knowledge. Assets held by TD Ameritrade are not certified.

See Independent Auditors' Report.

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2016**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Cost basis | (e) Current value |
|---|---|---|---|---|
| | **Transamerica:** | | | |
| * | Transamerica Partners Stock Index Fund | Pooled separate account | ** | $ 2,257 |
| * | Transamerica Partners Mid Value Fund | Pooled separate account | ** | 122,893 |
| * | Transamerica Partners High Yield Bond Fund | Pooled separate account | ** | 436,529 |
| * | State Street S&P Mid Cap Index Fund | Pooled separate account | ** | 76,767 |
| * | American Funds AMCAP Fund | Pooled separate account | ** | 760,524 |
| * | American Funds Balanced Fund | Pooled separate account | ** | 118,230 |
| * | American Funds Growth Fund of America Fund | Pooled separate account | ** | 843,193 |
| * | American Funds Fundamental Investors Fund | Pooled separate account | ** | 411,072 |
| * | American Funds Washington Mutual Fund | Pooled separate account | ** | 1,345,099 |
| * | American Funds EuroPacific Growth Fund | Pooled separate account | ** | 432,139 |
| * | Loomis Sayles Investment Grade Bond Fund | Pooled separate account | ** | 684,412 |
| * | Oppenheimer Global Fund | Pooled separate account | ** | 270,471 |
| * | Vanguard Small-Cap Growth Index Fund | Pooled separate account | ** | 394,702 |
| * | Vanguard Small-Cap Index Fund | Pooled separate account | ** | 99,076 |
| * | Vanguard Small-Cap Value Index Fund | Pooled separate account | ** | 468,272 |
| * | Vanguard Total Stock Market Index Fund | Pooled separate account | ** | 251,437 |
| * | Vanguard International Value Fund | Pooled separate account | ** | 124,619 |
| * | Vanguard Target Retirement Income Fund | Pooled separate account | ** | 1,825 |
| * | Vanguard Target Retirement 2015 Fund | Pooled separate account | ** | 10,301 |
| * | Vanguard Target Retirement 2020 Fund | Pooled separate account | ** | 512,805 |
| * | Vanguard Target Retirement 2025 Fund | Pooled separate account | ** | 126,124 |
| * | Vanguard Target Retirement 2030 Fund | Pooled separate account | ** | 193,104 |
| * | Vanguard Target Retirement 2035 Fund | Pooled separate account | ** | 74,144 |
| * | Vanguard Target Retirement 2040 Fund | Pooled separate account | ** | 140,989 |
| * | Vanguard Target Retirement 2045 Fund | Pooled separate account | ** | 174,505 |
| * | Vanguard Target Retirement 2050 Fund | Pooled separate account | ** | 327,191 |
| * | Vanguard Target Retirement 2055 Fund | Pooled separate account | ** | 251,156 |
| * | Vanguard Target Retirement 2060 Fund | Pooled separate account | ** | 55,419 |
| * | Wells Fargo Advantage Discovery Fund | Pooled separate account | ** | 114,732 |
| * | Transamerica Stable Value Fund | General account | ** | 468,548 |
| | **TD Ameritrade:** | | | |
| * | FDIC Insured Deposit Account | Cash account | 19,453 | 19,453 |
| * | Ishares Russell 3000 Fund | Exchange traded fund | 158,096 | 166,133 |
| * | Vanguard Short Term Bond Fund | Exchange traded fund | 60,233 | 59,529 |
| * | Vanguard Energy Index Fund | Exchange traded fund | 42,153 | 54,316 |
| * | Vanguard Infotech Index Fund | Exchange traded fund | 31,290 | 52,299 |
| * | American Funds Capital World Bond Fund | Mutual fund | 299,969 | 293,092 |
| * | American Funds Europacific Growth Fund | Mutual fund | 124,670 | 146,285 |
| * | American Funds New World Fund | Mutual fund | 122,538 | 143,101 |
| * | Diamond Hill Small Cap Fund | Mutual fund | 79,378 | 83,246 |
| * | Dodge & Cox International Stock Fund | Mutual fund | 196,778 | 197,619 |
| * | Dodge & Cox Funds Income Fund | Mutual fund | 168,891 | 176,786 |
| * | Dodge & Cox Funds Stock Fund | Mutual fund | 220,958 | 266,902 |
| * | Goldman Sachs Strategic Income Fund | Mutual fund | 151,727 | 141,600 |
| * | Meridian Growth Fund | Mutual fund | 116,155 | 116,158 |
| * | PIMCO Funds Commodity Real Return Strategy Fund | Mutual fund | 223,266 | 145,940 |

**CARLSON, BARBEE & GIBSON, INC. 401(k) PLAN** **EIN: 68-0174548**
**PLAN #001**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2016**

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Cost basis | (e) Current value |
|---|---|---|---|---|
| * | PIMCO Funds Unconstrained Bond Fund | Mutual fund | 129,619 | 119,944 |
| * | Royce Special Equity Fund | Mutual fund | 42,205 | 42,608 |
| * | T Rowe Price Mid Cap Value Fund | Mutual fund | 139,994 | 166,662 |
| * | Vanguard REIT Index Fund | Mutual fund | 58,811 | 91,616 |
| * | Vanguard Windsor II Fund | Mutual fund | 104,874 | 105,398 |
| * | Vanguard Intermediate-Term Investment-Grade Fund | Mutual fund | 213,176 | 203,760 |
| * | Vanguard Short-Term Investment-Grade Fund | Mutual fund | 216,399 | 214,133 |
| * | 3M Co. | Stock | 10,135 | 19,884 |
| * | Alphabet Inc. Class A | Stock | 4,698 | 10,302 |
| * | Alphabet Inc. Class C | Stock | 4,678 | 10,034 |
| * | Apple Inc. | Stock | 11,950 | 19,755 |
| * | AT & T Inc. | Stock | 15,804 | 19,943 |
| * | Becton Dickinson & Co. | Stock | 9,898 | 19,762 |
| * | Berkshire Hathaway Inc. | Stock | 7,282 | 19,721 |
| * | Boeing Company | Stock | 15,864 | 19,862 |
| * | Conoco Phillips Corporation | Stock | 24,146 | 19,683 |
| * | Exxon Mobil Corporation | Stock | 17,400 | 19,914 |
| * | General Electric Company | Stock | 12,294 | 19,835 |
| * | Intel Corporation | Stock | 12,590 | 19,623 |
| * | Johnson & Johnson. Inc. | Stock | 12,368 | 19,982 |
| * | JP Morgan Chase & Co. | Stock | 10,997 | 19,849 |
| * | Microsoft Corporation | Stock | 10,162 | 19,658 |
| * | Pepsico Inc. | Stock | 13,231 | 19,931 |
| * | Procter Gamble Co. | Stock | 15,499 | 19,876 |
| * | Starbucks Corporation | Stock | 6,457 | 19,548 |
| * | Target Corporation | Stock | 16,392 | 19,632 |
| * | United Parcel Service | Stock | 14,332 | 19,920 |
| * | United Technologies Corporation | Stock | 13,188 | 19,768 |
| | Assets held for investment purposes | | | 12,695,597 |
| | **Transamerica:** | | | |
| * | Participant Loans/Notes receivable from participants | Interest rates from 4.25% to 6.84% | | 156,332 |
| | Total | | | $ 12,851,929 |

* Held or invested through Transamerica or TD Ameritrade, a party-in-interest to the Plan.
** Participant-directed.

Assets held by Transamerica, including notes receivable, have been certified to be complete and accurate to the best of their knowledge. Assets held by TD Ameritrade are not certified.

See Independent Auditors' Report.