

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ▶ ☐		
D	Check box if filing under:	☒ Form 5558 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>12/01/1970</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BILLOWS ELECTRIC SUPPLY COMPANY, INC.</u> <u>1813 UNDERWOOD BLVD</u> <u>DELRAN, NJ 08075</u>	2b	Employer Identification Number (EIN) <u>23-2484225</u>
		2c	Plan Sponsor's telephone number <u>215-332-9700</u>
		2d	Business code (see instructions) <u>335310</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2017	CATHY BEERS
	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

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

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN
	3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 267
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) 251
a(2) Total number of active participants at the end of the plan year	6a(2) 236
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits	6c 18
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 254
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 2
f Total. Add lines 6d and 6e	6f 256
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 248
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016	
A Name of plan BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BILLOWS ELECTRIC SUPPLY COMPANY, INC.	D Employer Identification Number (EIN) 23-2484225

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

23-1945930

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

04-2679462

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

13-2624428

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

95-2632339

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

LOOMIS SAYLES

04-3200030

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

DELAWARE

23-2693133

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

INVESCO

58-2287224

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

MFS

04-2747644

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

ACADIAN

04-2929221

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

MAINSTAY

52-2206685

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 62 64	SERVICE PROVIDER	39188	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ► <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BILLOWS ELECTRIC SUPPLY COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>23-2484225</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE BOND CIT AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>94-3222878-001</u>	d Entity code <u>C</u>	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: <u>STABLE RETURN FUND N25</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>80-6052574-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2581428
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>STABLE RETURN FUND AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>46-6208187-001</u>	d Entity code <u>C</u>	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: <u>MFS VALUE CIT AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>45-6648640-001</u>	d Entity code <u>C</u>	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: <u>MULTI-MANAGER SMALL CAP CIT AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>45-6648658-001</u>	d Entity code <u>C</u>	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: <u>CAUSEWAY INTL VALUE CIT AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>47-6375784-001</u>	d Entity code <u>C</u>	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: <u>TRP INST LRGCAP GROWTH MGD CIT AT</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>45-6648614-001</u>	d Entity code <u>C</u>	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: INTERNATIONAL BOND CIT AT		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 46-6136833-001	d Entity code C	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: BLACKROCK US AGG BD INDEX CIT TR		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 20-5699010-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1912550
a Name of MTIA, CCT, PSA, or 103-12 IE: TROWEPRICE INST EQ INC MGD CIT AT		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 46-6586666-001	d Entity code C	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: BLACKROCK INTL EQ INDEX CIT TR		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 52-2265229-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 741406
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LC GROWTH INDEX CIT TR		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 52-2265232-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 226293
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LC VALUE INDEX CIT TR		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 52-2265227-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 288248
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK RU 2000 INDEX CIT TR		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 52-2265233-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 202675
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK S&P MIDCAP INDEX CIT TR		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 52-2265235-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 354996
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK S&P 500 INDEX CIT TR		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 94-3224211-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 598727
a Name of MTIA, CCT, PSA, or 103-12 IE: WF/BLKRIK SHORT-TERM INVT FUND TR		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.		
c EIN-PN 41-6292499-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 281170

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

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 BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BILLOWS ELECTRIC SUPPLY COMPANY, INC.	D Employer Identification Number (EIN) 23-2484225	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		14506
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	276643	333585
(9) Value of interest in common/collective trusts	1c(9)	6118089	7187492
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	7984986	8762863
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	14379718 16298446
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	35250
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 35250
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	14379718 16263196

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	450122
	(B) Participants	2a(1)(B)	804908
	(C) Others (including rollovers)	2a(1)(C)	78318
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	1333348
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1194
	(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)	10117
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	11311
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	117486
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	117486
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	55471
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	55471
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		298660
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		763371
c Other income.....	2c		1672
d Total income. Add all income amounts in column (b) and enter total.....	2d		2525848

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

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	600748	
(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)		600748
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	41622	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		41622
j Total expenses. Add all expense amounts in column (b) and enter total	2j		642370

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1883478
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: SHUBERT GOODMAN & HUTTNER, LLP

(2) EIN: 23-2983324

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		39975
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>BILLOWS ELECTRIC SUPPLY CO., INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BILLOWS ELECTRIC SUPPLY COMPANY, INC.</u>	D Employer Identification Number (EIN) <u>23-2484225</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

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

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

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

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

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

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN

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SHUBERT GOODMAN AND HUTTNER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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PUBLIC ACCOUNTANTS
* CALIFORNIA PRACTICE PRIVILEGE

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan
Delran, New Jersey

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 D, which was certified by Wells Fargo Bank N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of i) assets (held at end of year) as of December 31, 2016 and ii) delinquent participant contributions for the year ended December 31, 2016 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

A handwritten signature in black ink, appearing to read "Shubert Goodman and Huttner, LLP". The signature is fluid and cursive, with the letters "SHUBERT GOODMAN AND HUTTNER, LLP" written in a stylized, connected manner.

SHUBERT GOODMAN AND HUTTNER, LLP
Certified Public Accountants

Jenkintown, Pennsylvania
September 15, 2017

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
As of December 31, 2016 and 2015

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Assets:		
Investments:		
Cash	\$ 14,506	\$ -
Participant directed investments, at fair value	<u>15,950,355</u>	<u>14,103,075</u>
Total investments	<u>15,964,861</u>	<u>14,103,075</u>
Receivables:		
Notes receivable from participants	333,585	276,643
Contributions receivable from employer	<u>200,000</u>	<u>200,000</u>
Total receivables	<u>533,585</u>	<u>476,643</u>
Total assets	<u>16,498,446</u>	<u>14,579,718</u>
Liabilities:		
Transfers in transit	35,250	-
Excess contributions payable	<u>2,150</u>	<u>-</u>
Total liabilities	<u>37,400</u>	<u>-</u>
Net assets available for benefits	<u>\$16,461,046</u>	<u>\$14,579,718</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016

Additions:

Investment income:

Net realized and unrealized appreciation in fair value of investments	\$ 1,033,051
Interest and dividends	<u>118,680</u>
Total investment income	<u>1,151,731</u>

Contributions:

Participants	802,758
Employer	450,122
Rollovers	<u>78,318</u>
Total contributions	<u>1,331,198</u>

Other income:

Mutual fund rebate income	<u>30,652</u>
---------------------------	---------------

Interest income on notes receivable from participants	<u>10,117</u>
---	---------------

Total additions	<u>2,523,698</u>
-----------------	------------------

Deductions:

Benefits paid to participants	600,748
Administrative expenses	<u>41,622</u>

Total deductions	<u>642,370</u>
------------------	----------------

Net increase	1,881,328
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>14,579,718</u>
End of year	<u><u>\$16,461,046</u></u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description

General

The following description of Billows Electric Supply Company ("Company"), Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The effective date of the Plan is December 1, 1970. The Plan is a defined contribution plan covering full-time employees of the Company who have one year of service in which they complete 1,000 hours of service, non-resident aliens who have no income earned from sources within the United States are ineligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Trustees is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Plan assets are held and managed by Wells Fargo Bank N.A., which invests contributions received, interest and dividend income. Wells Fargo Bank N.A. is the Plan record keeper. Certain administrative functions are performed by Wells Fargo Bank N.A. and by officers or employees of the Plan Sponsor, Billows Electric Supply Company.

Contributions

Each year, eligible participant's elective deferrals may not exceed 100 percent of pretax annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Plan also requires eligible participants who participate to elect minimum elective deferrals of at least 1% of compensation. Those elective salary reduction contributions are subject to the limits of Internal Revenue Code section 401(k). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

Under the 401(k) plan the Company makes discretionary matching contributions. Plan provisions provided for the Company to match 100% of the first 1% of participant deferral contributions and 25% of the next 4% of participant deferral contributions. The Company's matching contributions in Plan year ended December 31, 2016 was \$250,122.

At the end of the Plan year, the Company, at the discretion of the Company's board of directors, may make profit sharing contributions, as defined in the Plan document. Discretionary profit sharing contributions for the Plan year ended December 31, 2016 was \$200,000. Contributions are subject to certain IRS limitations.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service. A participant is always 100 percent vested upon normal or early retirement age. To receive an allocation of matching contributions, nonelective contributions, qualified nonelective contributions, a participant must be employed by the Company on the last day of the year.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest of 3.25 percent. Principal and interest is paid ratably through payroll deductions and from participants.

Payments of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified time period selected by the participant. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents forfeiture. At December 31, 2016 and 2015 forfeited non-vested accounts totaled \$29,436 and \$24,245, respectively. In 2016 administrative expenses were reduced by \$56, from forfeited non-vested accounts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Investment Elections

The Plan offers its participants various investment funds that are exposed to different types and amounts of risk, including interest rate, credit and market risk. There were thirteen investment options, consisting principally of mutual funds and common trust funds, available for the investment of participant's elective and employer matching and discretionary contributions. Plan participants may change their investment selections on a daily basis.

Note B- Summary of Significant Accounting Policies

Basis of Accounting and Presentation

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

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 Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See note E 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. Capital gains have also been included in net appreciation in fair value of investments.

Notes Receivable from Participants

Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions upon the occurrence of a distributable event based upon the terms of the Plan document. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note B- Summary of Significant Accounting Policies – (continued)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2016 excess contributions to the applicable participants prior to March 15, 2017.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees relating to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through September 15, 2017, the date the financial statements were available to be issued.

Note C- Investments

On January 1, 2002 the trustees appointed Wells Fargo Bank, N.A. as the trustee/custodian of the Plan assets. All investments are participant directed.

Note D- Information Prepared and Certified by Trustee - Unaudited

All information disclosed in the accompanying financial statements, notes and supplementary information including investments held at December 31, 2016 and 2015, and net appreciation or depreciation in fair market value of investment securities, interest, and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Wells Fargo Bank, NA in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note E- 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). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2016

Note E- Fair Value Measurements – (continued)

The input levels are:

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

Level 2: Inputs to the valuation methodology include; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Collective/Common Trust Fund: Common collective trusts are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Plan participants may initiate daily redemptions of the collective trusts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note E- Fair Value Measurements – (continued)

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 presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2016:

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$5,459,327	\$1,173,551	\$ -	\$ 6,632,878
Corporate Bond funds	577,839	-	-	577,839
Balanced funds	1,552,146	-	-	1,552,146
Total mutual funds	<u>7,589,312</u>	<u>1,173,551</u>	<u>-</u>	<u>8,762,863</u>
Collective trust funds:	<u>-</u>	<u>7,187,492</u>	<u>-</u>	<u>7,187,492</u>
Total assets at fair value	<u>\$7,589,312</u>	<u>\$8,361,043</u>	<u>\$ -</u>	<u>\$15,950,355</u>

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2015:

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,959,921	\$ 954,881	\$ -	\$ 5,914,802
Corporate Bond funds	473,150	-	-	473,150
Balanced funds	1,345,684	-	-	1,345,684
Short Term Investment Funds	251,350	-	-	251,350
Total mutual funds	<u>7,030,105</u>	<u>954,881</u>	<u>-</u>	<u>7,984,986</u>
Collective trust funds:	<u>-</u>	<u>6,118,089</u>	<u>-</u>	<u>6,118,089</u>
Total assets at fair value	<u>\$7,030,105</u>	<u>\$7,072,970</u>	<u>\$ -</u>	<u>\$14,103,075</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note F- Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are common collective trusts and shares of mutual funds managed by Wells Fargo Bank, N.A. Participants may choose to have their contributions directed to various mutual funds and common collective trusts made available by Wells Fargo Bank, N.A., record-keeper for the Plan. The Plan issues loans to participants, which are secured by the vested balances in the participants' accounts. Such 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.

Billows Electric Supply Company is the Plan sponsor, and Wells Fargo Bank, N.A. is the custodian and record-keeper as defined by the plan. Fees paid by the Plan for the custodial and record-keeping services amounted to \$41,622 for the year ended December 31, 2016. Billows Electric Supply Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. These transactions are exempt party-in-interest transactions.

Note G- Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

Note H- Tax Status

The Plan obtained its latest determination letter dated on March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

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

Note I- Risk and Uncertainties

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.**401(k) PROFIT SHARING PLAN**

Notes to Financial Statements

December 31, 2016

Note J- Non Exempt Party-In-Interest Transactions

For the Plan year, the Company has remitted certain participant contributions and loan repayments to the Trustee before the 15th business day of the month following the month in which the participant contributions and loan repayments were withheld from participant paychecks, but not at the earliest date on which such contributions could reasonably be segregated from the employer's general assets. Therefore, these remittances were made after the date on which the remittances were required to be made under Department of Labor Regulation §2510.3-102.

The Company has submitted these amounts to the Trustee to reflect foregone earnings that would have been credited to participants' accounts if the late remittances had been made on a timely basis.

Note K- Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$16,461,046	\$14,579,718
Add: return of excess contributions	2,150	-
Less: employer's contributions receivable	<u>(200,000)</u>	<u>(200,000)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$16,263,196</u>	<u>\$14,379,718</u>

The following is a reconciliation of employer's contributions per the financial statements for the years ended December 31, 2016 to Schedule H of Form 5500:

	<u>2016</u>
Contributions from employer per financial statements	\$ 450,122
Add: last year's employer's contributions receivable	200,000
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Contributions received from employer per Schedule H of Form 5500	<u>\$ 450,122</u>
Increase in net assets available for benefit per the financial statements	\$1,881,328
Add: last year's employer's contributions receivable	200,000
Add: return of excess contributions	2,150
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Net income per schedule H of Form 5500	<u>\$1,883,478</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(K) PROFIT SHARING PLAN

Schedule H, Part 4, Line 4i - Schedule of Assets (Held at End of Year)

Employer Identification Number 23-2484225

Plan Number: 001

FYE 12/31/2016

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value (if applicable)	(d) Cost	(e) Current value
	Delaware Small Cap Core A	Mutual fund	***	471,723
	Invesco Equity and Income A	Mutual fund	***	1,552,147
	JP Morgan US Equity	Mutual fund	***	468,280
	Loomis Sayles Investment Group Bond Fund A	Mutual fund	***	577,838
	Mainstay Large Cap Growth R1	Mutual fund	***	839,459
	MFS International New Discovery A	Mutual fund	***	544,986
	MFS Value Fund R3	Mutual fund	***	317,470
	Vanguard Mid Cap Index Adm	Mutual fund	***	1,575,951
	Vanguard 500 Index Fund Adm	Mutual fund	***	1,241,459
*	Wells Fargo Adv Global Opps I	Mutual fund	***	1,173,550
*	Wells Fargo Blackrock Short Term Investment Fund TR	Common/ Collective Trust	***	281,170
*	Wells Fargo Blackrock International Equity Index TR	Common/ Collective Trust	***	741,406
*	Wells Fargo Blackrock Large Cap Growth Index TR	Common/ Collective Trust	***	226,293
*	Wells Fargo Blackrock Large Cap Value Index TR	Common/ Collective Trust	***	288,248
*	Wells Fargo Blackrock RU 2000 Index TR	Common/ Collective Trust	***	202,674
*	Wells Fargo S&P Mid Cap Index TR	Common/ Collective Trust	***	354,996
*	Wells Fargo Blackrock S&P 500 Index TR	Common/ Collective Trust	***	598,727
*	Wells Fargo US Agg Bd Index TR	Common/ Collective Trust	***	1,912,550
*	Stable Return Fund N	Common/ Collective Trust	***	<u>2,581,428</u>
				15,950,355
*	Wells Fargo cash clearing account	Noninterest bearing cash	***	14,506
*	Participant loans	3.25%	***	<u>333,585</u>
				<u>16,298,446</u>

* A party-in-interest as defined by ERISA.

*** Related cost information is not required for participant directed investments.

The accompanying notes are an integral part of this schedule.

The above information has been certified by Wells Fargo Bank, N.A., the Trustee, as complete and accurate.

The common/ collective funds listed above are all pooled.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
 FORM 5500, SCHEDULE H--PART 4--LINE 4a--SCHEDULE OF DELINQUENT
 PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2016

EIN 23-2484225
 PLAN #001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51*
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are Included: ☒ X				
\$39,975		\$39,975		

See accompanying independent auditors' report

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN

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SHUBERT GOODMAN AND HUTTNER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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PUBLIC ACCOUNTANTS
* CALIFORNIA PRACTICE PRIVILEGE

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan
Delran, New Jersey

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 D, which was certified by Wells Fargo Bank N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of i) assets (held at end of year) as of December 31, 2016 and ii) delinquent participant contributions for the year ended December 31, 2016 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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



SHUBERT GOODMAN AND HUTTNER, LLP
Certified Public Accountants

Jenkintown, Pennsylvania
September 15, 2017

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
As of December 31, 2016 and 2015

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Assets:		
Investments:		
Cash	\$ 14,506	\$ -
Participant directed investments, at fair value	<u>15,950,355</u>	<u>14,103,075</u>
Total investments	<u>15,964,861</u>	<u>14,103,075</u>
Receivables:		
Notes receivable from participants	333,585	276,643
Contributions receivable from employer	<u>200,000</u>	<u>200,000</u>
Total receivables	<u>533,585</u>	<u>476,643</u>
Total assets	<u>16,498,446</u>	<u>14,579,718</u>
Liabilities:		
Transfers in transit	35,250	-
Excess contributions payable	<u>2,150</u>	<u>-</u>
Total liabilities	<u>37,400</u>	<u>-</u>
Net assets available for benefits	<u>\$16,461,046</u>	<u>\$14,579,718</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016

Additions:

Investment income:

Net realized and unrealized appreciation in fair value of investments	\$ 1,033,051
Interest and dividends	<u>118,680</u>
Total investment income	<u>1,151,731</u>

Contributions:

Participants	802,758
Employer	450,122
Rollovers	<u>78,318</u>
Total contributions	<u>1,331,198</u>

Other income:

Mutual fund rebate income	<u>30,652</u>
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Interest income on notes receivable from participants	<u>10,117</u>
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Total additions	<u>2,523,698</u>
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Deductions:

Benefits paid to participants	600,748
Administrative expenses	<u>41,622</u>

Total deductions	<u>642,370</u>
------------------	----------------

Net increase	1,881,328
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>14,579,718</u>
End of year	<u><u>\$16,461,046</u></u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description

General

The following description of Billows Electric Supply Company ("Company"), Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

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Each year, eligible participant's elective deferrals may not exceed 100 percent of pretax annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Plan also requires eligible participants who participate to elect minimum elective deferrals of at least 1% of compensation. Those elective salary reduction contributions are subject to the limits of Internal Revenue Code section 401(k). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

Under the 401(k) plan the Company makes discretionary matching contributions. Plan provisions provided for the Company to match 100% of the first 1% of participant deferral contributions and 25% of the next 4% of participant deferral contributions. The Company's matching contributions in Plan year ended December 31, 2016 was \$250,122.

At the end of the Plan year, the Company, at the discretion of the Company's board of directors, may make profit sharing contributions, as defined in the Plan document. Discretionary profit sharing contributions for the Plan year ended December 31, 2016 was \$200,000. Contributions are subject to certain IRS limitations.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service. A participant is always 100 percent vested upon normal or early retirement age. To receive an allocation of matching contributions, nonelective contributions, qualified nonelective contributions, a participant must be employed by the Company on the last day of the year.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest of 3.25 percent. Principal and interest is paid ratably through payroll deductions and from participants.

Payments of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified time period selected by the participant. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents forfeiture. At December 31, 2016 and 2015 forfeited non-vested accounts totaled \$29,436 and \$24,245, respectively. In 2016 administrative expenses were reduced by \$56, from forfeited non-vested accounts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Investment Elections

The Plan offers its participants various investment funds that are exposed to different types and amounts of risk, including interest rate, credit and market risk. There were thirteen investment options, consisting principally of mutual funds and common trust funds, available for the investment of participant's elective and employer matching and discretionary contributions. Plan participants may change their investment selections on a daily basis.

Note B- Summary of Significant Accounting Policies

Basis of Accounting and Presentation

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

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 Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See note E 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. Capital gains have also been included in net appreciation in fair value of investments.

Notes Receivable from Participants

Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions upon the occurrence of a distributable event based upon the terms of the Plan document. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note B- Summary of Significant Accounting Policies – (continued)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2016 excess contributions to the applicable participants prior to March 15, 2017.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees relating to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through September 15, 2017, the date the financial statements were available to be issued.

Note C- Investments

On January 1, 2002 the trustees appointed Wells Fargo Bank, N.A. as the trustee/custodian of the Plan assets. All investments are participant directed.

Note D- Information Prepared and Certified by Trustee - Unaudited

All information disclosed in the accompanying financial statements, notes and supplementary information including investments held at December 31, 2016 and 2015, and net appreciation or depreciation in fair market value of investment securities, interest, and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Wells Fargo Bank, NA in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note E- 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). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2016

Note E- Fair Value Measurements – (continued)

The input levels are:

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

Level 2: Inputs to the valuation methodology include; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Collective/Common Trust Fund: Common collective trusts are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Plan participants may initiate daily redemptions of the collective trusts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note E- Fair Value Measurements – (continued)

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 presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2016:

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$5,459,327	\$1,173,551	\$ -	\$ 6,632,878
Corporate Bond funds	577,839	-	-	577,839
Balanced funds	<u>1,552,146</u>	<u>-</u>	<u>-</u>	<u>1,552,146</u>
Total mutual funds	<u>7,589,312</u>	<u>1,173,551</u>	<u>-</u>	<u>8,762,863</u>
Collective trust funds:	<u>-</u>	<u>7,187,492</u>	<u>-</u>	<u>7,187,492</u>
Total assets at fair value	<u>\$7,589,312</u>	<u>\$8,361,043</u>	<u>\$ -</u>	<u>\$15,950,355</u>

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2015:

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,959,921	\$ 954,881	\$ -	\$ 5,914,802
Corporate Bond funds	473,150	-	-	473,150
Balanced funds	1,345,684	-	-	1,345,684
Short Term Investment Funds	<u>251,350</u>	<u>-</u>	<u>-</u>	<u>251,350</u>
Total mutual funds	<u>7,030,105</u>	<u>954,881</u>	<u>-</u>	<u>7,984,986</u>
Collective trust funds:	<u>-</u>	<u>6,118,089</u>	<u>-</u>	<u>6,118,089</u>
Total assets at fair value	<u>\$7,030,105</u>	<u>\$7,072,970</u>	<u>\$ -</u>	<u>\$14,103,075</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note F- Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are common collective trusts and shares of mutual funds managed by Wells Fargo Bank, N.A. Participants may choose to have their contributions directed to various mutual funds and common collective trusts made available by Wells Fargo Bank, N.A., record-keeper for the Plan. The Plan issues loans to participants, which are secured by the vested balances in the participants' accounts. Such 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.

Billows Electric Supply Company is the Plan sponsor, and Wells Fargo Bank, N.A. is the custodian and record-keeper as defined by the plan. Fees paid by the Plan for the custodial and record-keeping services amounted to \$41,622 for the year ended December 31, 2016. Billows Electric Supply Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. These transactions are exempt party-in-interest transactions.

Note G- Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

Note H- Tax Status

The Plan obtained its latest determination letter dated on March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

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

Note I- Risk and Uncertainties

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.**401(k) PROFIT SHARING PLAN**

Notes to Financial Statements

December 31, 2016

Note J- Non Exempt Party-In-Interest Transactions

For the Plan year, the Company has remitted certain participant contributions and loan repayments to the Trustee before the 15th business day of the month following the month in which the participant contributions and loan repayments were withheld from participant paychecks, but not at the earliest date on which such contributions could reasonably be segregated from the employer's general assets. Therefore, these remittances were made after the date on which the remittances were required to be made under Department of Labor Regulation §2510.3-102.

The Company has submitted these amounts to the Trustee to reflect foregone earnings that would have been credited to participants' accounts if the late remittances had been made on a timely basis.

Note K- Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$16,461,046	\$14,579,718
Add: return of excess contributions	2,150	-
Less: employer's contributions receivable	<u>(200,000)</u>	<u>(200,000)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$16,263,196</u>	<u>\$14,379,718</u>

The following is a reconciliation of employer's contributions per the financial statements for the years ended December 31, 2016 to Schedule H of Form 5500:

	<u>2016</u>
Contributions from employer per financial statements	\$ 450,122
Add: last year's employer's contributions receivable	200,000
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Contributions received from employer per Schedule H of Form 5500	<u>\$ 450,122</u>
Increase in net assets available for benefit per the financial statements	\$1,881,328
Add: last year's employer's contributions receivable	200,000
Add: return of excess contributions	2,150
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Net income per schedule H of Form 5500	<u>\$1,883,478</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(K) PROFIT SHARING PLAN

Schedule H, Part 4, Line 4i - Schedule of Assets (Held at End of Year)

Employer Identification Number 23-2484225

Plan Number: 001

FYE 12/31/2016

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value (if applicable)	(d) Cost	(e) Current value
	Delaware Small Cap Core A	Mutual fund	***	471,723
	Invesco Equity and Income A	Mutual fund	***	1,552,147
	JP Morgan US Equity	Mutual fund	***	468,280
	Loomis Sayles Investment Group Bond Fund A	Mutual fund	***	577,838
	Mainstay Large Cap Growth R1	Mutual fund	***	839,459
	MFS International New Discovery A	Mutual fund	***	544,986
	MFS Value Fund R3	Mutual fund	***	317,470
	Vanguard Mid Cap Index Adm	Mutual fund	***	1,575,951
	Vanguard 500 Index Fund Adm	Mutual fund	***	1,241,459
*	Wells Fargo Adv Global Opps I	Mutual fund	***	1,173,550
*	Wells Fargo Blackrock Short Term Investment Fund TR	Common/ Collective Trust	***	281,170
*	Wells Fargo Blackrock International Equity Index TR	Common/ Collective Trust	***	741,406
*	Wells Fargo Blackrock Large Cap Growth Index TR	Common/ Collective Trust	***	226,293
*	Wells Fargo Blackrock Large Cap Value Index TR	Common/ Collective Trust	***	288,248
*	Wells Fargo Blackrock RU 2000 Index TR	Common/ Collective Trust	***	202,674
*	Wells Fargo S&P Mid Cap Index TR	Common/ Collective Trust	***	354,996
*	Wells Fargo Blackrock S&P 500 Index TR	Common/ Collective Trust	***	598,727
*	Wells Fargo US Agg Bd Index TR	Common/ Collective Trust	***	1,912,550
*	Stable Return Fund N	Common/ Collective Trust	***	<u>2,581,428</u>
				15,950,355
*	Wells Fargo cash clearing account	Noninterest bearing cash	***	14,506
*	Participant loans	3.25%	***	<u>333,585</u>
				<u>16,298,446</u>

* A party-in-interest as defined by ERISA.

*** Related cost information is not required for participant directed investments.

The accompanying notes are an integral part of this schedule.

The above information has been certified by Wells Fargo Bank, N.A., the Trustee, as complete and accurate.

The common/ collective funds listed above are all pooled.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
 FORM 5500, SCHEDULE H--PART 4--LINE 4a--SCHEDULE OF DELINQUENT
 PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2016

EIN 23-2484225
 PLAN #001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51*
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are Included: ☒ X				
\$39,975		\$39,975		

See accompanying independent auditors' report

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN

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SHUBERT GOODMAN AND HUTTNER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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PUBLIC ACCOUNTANTS
* CALIFORNIA PRACTICE PRIVILEGE

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan
Delran, New Jersey

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 D, which was certified by Wells Fargo Bank N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of i) assets (held at end of year) as of December 31, 2016 and ii) delinquent participant contributions for the year ended December 31, 2016 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

A handwritten signature in black ink, appearing to read "Shubert Goodman and Huttner, LLP". The signature is fluid and cursive, with the letters "SHUBERT GOODMAN AND HUTTNER, LLP" written in a stylized, connected manner.

SHUBERT GOODMAN AND HUTTNER, LLP
Certified Public Accountants

Jenkintown, Pennsylvania
September 15, 2017

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
As of December 31, 2016 and 2015

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Assets:		
Investments:		
Cash	\$ 14,506	\$ -
Participant directed investments, at fair value	<u>15,950,355</u>	<u>14,103,075</u>
Total investments	<u>15,964,861</u>	<u>14,103,075</u>
Receivables:		
Notes receivable from participants	333,585	276,643
Contributions receivable from employer	<u>200,000</u>	<u>200,000</u>
Total receivables	<u>533,585</u>	<u>476,643</u>
Total assets	<u>16,498,446</u>	<u>14,579,718</u>
Liabilities:		
Transfers in transit	35,250	-
Excess contributions payable	<u>2,150</u>	<u>-</u>
Total liabilities	<u>37,400</u>	<u>-</u>
Net assets available for benefits	<u>\$16,461,046</u>	<u>\$14,579,718</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016

Additions:

Investment income:

Net realized and unrealized appreciation in fair value of investments	\$ 1,033,051
Interest and dividends	<u>118,680</u>
Total investment income	<u>1,151,731</u>

Contributions:

Participants	802,758
Employer	450,122
Rollovers	<u>78,318</u>
Total contributions	<u>1,331,198</u>

Other income:

Mutual fund rebate income	<u>30,652</u>
---------------------------	---------------

Interest income on notes receivable from participants	<u>10,117</u>
---	---------------

Total additions	<u>2,523,698</u>
-----------------	------------------

Deductions:

Benefits paid to participants	600,748
Administrative expenses	<u>41,622</u>

Total deductions	<u>642,370</u>
------------------	----------------

Net increase	1,881,328
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>14,579,718</u>
End of year	<u><u>\$16,461,046</u></u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description

General

The following description of Billows Electric Supply Company ("Company"), Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The effective date of the Plan is December 1, 1970. The Plan is a defined contribution plan covering full-time employees of the Company who have one year of service in which they complete 1,000 hours of service, non-resident aliens who have no income earned from sources within the United States are ineligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Trustees is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Plan assets are held and managed by Wells Fargo Bank N.A., which invests contributions received, interest and dividend income. Wells Fargo Bank N.A. is the Plan record keeper. Certain administrative functions are performed by Wells Fargo Bank N.A. and by officers or employees of the Plan Sponsor, Billows Electric Supply Company.

Contributions

Each year, eligible participant's elective deferrals may not exceed 100 percent of pretax annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Plan also requires eligible participants who participate to elect minimum elective deferrals of at least 1% of compensation. Those elective salary reduction contributions are subject to the limits of Internal Revenue Code section 401(k). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

Under the 401(k) plan the Company makes discretionary matching contributions. Plan provisions provided for the Company to match 100% of the first 1% of participant deferral contributions and 25% of the next 4% of participant deferral contributions. The Company's matching contributions in Plan year ended December 31, 2016 was \$250,122.

At the end of the Plan year, the Company, at the discretion of the Company's board of directors, may make profit sharing contributions, as defined in the Plan document. Discretionary profit sharing contributions for the Plan year ended December 31, 2016 was \$200,000. Contributions are subject to certain IRS limitations.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service. A participant is always 100 percent vested upon normal or early retirement age. To receive an allocation of matching contributions, nonelective contributions, qualified nonelective contributions, a participant must be employed by the Company on the last day of the year.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest of 3.25 percent. Principal and interest is paid ratably through payroll deductions and from participants.

Payments of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified time period selected by the participant. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents forfeiture. At December 31, 2016 and 2015 forfeited non-vested accounts totaled \$29,436 and \$24,245, respectively. In 2016 administrative expenses were reduced by \$56, from forfeited non-vested accounts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Investment Elections

The Plan offers its participants various investment funds that are exposed to different types and amounts of risk, including interest rate, credit and market risk. There were thirteen investment options, consisting principally of mutual funds and common trust funds, available for the investment of participant's elective and employer matching and discretionary contributions. Plan participants may change their investment selections on a daily basis.

Note B- Summary of Significant Accounting Policies

Basis of Accounting and Presentation

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

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 Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See note E 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. Capital gains have also been included in net appreciation in fair value of investments.

Notes Receivable from Participants

Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions upon the occurrence of a distributable event based upon the terms of the Plan document. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note B- Summary of Significant Accounting Policies – (continued)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2016 excess contributions to the applicable participants prior to March 15, 2017.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees relating to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through September 15, 2017, the date the financial statements were available to be issued.

Note C- Investments

On January 1, 2002 the trustees appointed Wells Fargo Bank, N.A. as the trustee/custodian of the Plan assets. All investments are participant directed.

Note D- Information Prepared and Certified by Trustee - Unaudited

All information disclosed in the accompanying financial statements, notes and supplementary information including investments held at December 31, 2016 and 2015, and net appreciation or depreciation in fair market value of investment securities, interest, and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Wells Fargo Bank, NA in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note E- 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). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2016

Note E- Fair Value Measurements – (continued)

The input levels are:

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

Level 2: Inputs to the valuation methodology include; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Collective/Common Trust Fund: Common collective trusts are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Plan participants may initiate daily redemptions of the collective trusts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note E- Fair Value Measurements – (continued)

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 presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2016:

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$5,459,327	\$1,173,551	\$ -	\$ 6,632,878
Corporate Bond funds	577,839	-	-	577,839
Balanced funds	<u>1,552,146</u>	<u>-</u>	<u>-</u>	<u>1,552,146</u>
Total mutual funds	<u>7,589,312</u>	<u>1,173,551</u>	<u>-</u>	<u>8,762,863</u>
Collective trust funds:	<u>-</u>	<u>7,187,492</u>	<u>-</u>	<u>7,187,492</u>
Total assets at fair value	<u>\$7,589,312</u>	<u>\$8,361,043</u>	<u>\$ -</u>	<u>\$15,950,355</u>

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2015:

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,959,921	\$ 954,881	\$ -	\$ 5,914,802
Corporate Bond funds	473,150	-	-	473,150
Balanced funds	1,345,684	-	-	1,345,684
Short Term Investment Funds	<u>251,350</u>	<u>-</u>	<u>-</u>	<u>251,350</u>
Total mutual funds	<u>7,030,105</u>	<u>954,881</u>	<u>-</u>	<u>7,984,986</u>
Collective trust funds:	<u>-</u>	<u>6,118,089</u>	<u>-</u>	<u>6,118,089</u>
Total assets at fair value	<u>\$7,030,105</u>	<u>\$7,072,970</u>	<u>\$ -</u>	<u>\$14,103,075</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note F- Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are common collective trusts and shares of mutual funds managed by Wells Fargo Bank, N.A. Participants may choose to have their contributions directed to various mutual funds and common collective trusts made available by Wells Fargo Bank, N.A., record-keeper for the Plan. The Plan issues loans to participants, which are secured by the vested balances in the participants' accounts. Such 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.

Billows Electric Supply Company is the Plan sponsor, and Wells Fargo Bank, N.A. is the custodian and record-keeper as defined by the plan. Fees paid by the Plan for the custodial and record-keeping services amounted to \$41,622 for the year ended December 31, 2016. Billows Electric Supply Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. These transactions are exempt party-in-interest transactions.

Note G- Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

Note H- Tax Status

The Plan obtained its latest determination letter dated on March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

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

Note I- Risk and Uncertainties

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.**401(k) PROFIT SHARING PLAN**

Notes to Financial Statements

December 31, 2016

Note J- Non Exempt Party-In-Interest Transactions

For the Plan year, the Company has remitted certain participant contributions and loan repayments to the Trustee before the 15th business day of the month following the month in which the participant contributions and loan repayments were withheld from participant paychecks, but not at the earliest date on which such contributions could reasonably be segregated from the employer's general assets. Therefore, these remittances were made after the date on which the remittances were required to be made under Department of Labor Regulation §2510.3-102.

The Company has submitted these amounts to the Trustee to reflect foregone earnings that would have been credited to participants' accounts if the late remittances had been made on a timely basis.

Note K- Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$16,461,046	\$14,579,718
Add: return of excess contributions	2,150	-
Less: employer's contributions receivable	<u>(200,000)</u>	<u>(200,000)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$16,263,196</u>	<u>\$14,379,718</u>

The following is a reconciliation of employer's contributions per the financial statements for the years ended December 31, 2016 to Schedule H of Form 5500:

	<u>2016</u>
Contributions from employer per financial statements	\$ 450,122
Add: last year's employer's contributions receivable	200,000
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Contributions received from employer per Schedule H of Form 5500	<u>\$ 450,122</u>
Increase in net assets available for benefit per the financial statements	\$1,881,328
Add: last year's employer's contributions receivable	200,000
Add: return of excess contributions	2,150
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Net income per schedule H of Form 5500	<u>\$1,883,478</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(K) PROFIT SHARING PLAN

Schedule H, Part 4, Line 4i - Schedule of Assets (Held at End of Year)

Employer Identification Number 23-2484225

Plan Number: 001

FYE 12/31/2016

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value (if applicable)	(d) Cost	(e) Current value
	Delaware Small Cap Core A	Mutual fund	***	471,723
	Invesco Equity and Income A	Mutual fund	***	1,552,147
	JP Morgan US Equity	Mutual fund	***	468,280
	Loomis Sayles Investment Group Bond Fund A	Mutual fund	***	577,838
	Mainstay Large Cap Growth R1	Mutual fund	***	839,459
	MFS International New Discovery A	Mutual fund	***	544,986
	MFS Value Fund R3	Mutual fund	***	317,470
	Vanguard Mid Cap Index Adm	Mutual fund	***	1,575,951
	Vanguard 500 Index Fund Adm	Mutual fund	***	1,241,459
*	Wells Fargo Adv Global Opps I	Mutual fund	***	1,173,550
*	Wells Fargo Blackrock Short Term Investment Fund TR	Common/ Collective Trust	***	281,170
*	Wells Fargo Blackrock International Equity Index TR	Common/ Collective Trust	***	741,406
*	Wells Fargo Blackrock Large Cap Growth Index TR	Common/ Collective Trust	***	226,293
*	Wells Fargo Blackrock Large Cap Value Index TR	Common/ Collective Trust	***	288,248
*	Wells Fargo Blackrock RU 2000 Index TR	Common/ Collective Trust	***	202,674
*	Wells Fargo S&P Mid Cap Index TR	Common/ Collective Trust	***	354,996
*	Wells Fargo Blackrock S&P 500 Index TR	Common/ Collective Trust	***	598,727
*	Wells Fargo US Agg Bd Index TR	Common/ Collective Trust	***	1,912,550
*	Stable Return Fund N	Common/ Collective Trust	***	<u>2,581,428</u>
				15,950,355
*	Wells Fargo cash clearing account	Noninterest bearing cash	***	14,506
*	Participant loans	3.25%	***	<u>333,585</u>
				<u>16,298,446</u>

* A party-in-interest as defined by ERISA.

*** Related cost information is not required for participant directed investments.

The accompanying notes are an integral part of this schedule.

The above information has been certified by Wells Fargo Bank, N.A., the Trustee, as complete and accurate.

The common/ collective funds listed above are all pooled.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
 FORM 5500, SCHEDULE H--PART 4--LINE 4a--SCHEDULE OF DELINQUENT
 PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2016

EIN 23-2484225
 PLAN #001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51*
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are Included: X				
\$39,975		\$39,975		

See accompanying independent auditors' report

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN

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SHUBERT GOODMAN AND HUTTNER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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AICPA DIVISION OF TAXATION
AICPA MANAGEMENT ADVISORY DIVISION
PENNSYLVANIA INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS
* CALIFORNIA PRACTICE PRIVILEGE

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan
Delran, New Jersey

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 D, which was certified by Wells Fargo Bank N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of i) assets (held at end of year) as of December 31, 2016 and ii) delinquent participant contributions for the year ended December 31, 2016 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

A handwritten signature in black ink, appearing to read "Shubert Goodman and Huttner, LLP". The signature is fluid and cursive, with the letters "SHUBERT GOODMAN AND HUTTNER, LLP" written in a stylized, connected manner.

SHUBERT GOODMAN AND HUTTNER, LLP
Certified Public Accountants

Jenkintown, Pennsylvania
September 15, 2017

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
As of December 31, 2016 and 2015

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Assets:		
Investments:		
Cash	\$ 14,506	\$ -
Participant directed investments, at fair value	<u>15,950,355</u>	<u>14,103,075</u>
Total investments	<u>15,964,861</u>	<u>14,103,075</u>
Receivables:		
Notes receivable from participants	333,585	276,643
Contributions receivable from employer	<u>200,000</u>	<u>200,000</u>
Total receivables	<u>533,585</u>	<u>476,643</u>
Total assets	<u>16,498,446</u>	<u>14,579,718</u>
Liabilities:		
Transfers in transit	35,250	-
Excess contributions payable	<u>2,150</u>	<u>-</u>
Total liabilities	<u>37,400</u>	<u>-</u>
Net assets available for benefits	<u>\$16,461,046</u>	<u>\$14,579,718</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016

Additions:

Investment income:

Net realized and unrealized appreciation in fair value of investments	\$ 1,033,051
Interest and dividends	<u>118,680</u>
Total investment income	<u>1,151,731</u>

Contributions:

Participants	802,758
Employer	450,122
Rollovers	<u>78,318</u>
Total contributions	<u>1,331,198</u>

Other income:

Mutual fund rebate income	<u>30,652</u>
---------------------------	---------------

Interest income on notes receivable from participants	<u>10,117</u>
---	---------------

Total additions	<u>2,523,698</u>
-----------------	------------------

Deductions:

Benefits paid to participants	600,748
Administrative expenses	<u>41,622</u>

Total deductions	<u>642,370</u>
------------------	----------------

Net increase	1,881,328
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>14,579,718</u>
End of year	<u><u>\$16,461,046</u></u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description

General

The following description of Billows Electric Supply Company ("Company"), Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The effective date of the Plan is December 1, 1970. The Plan is a defined contribution plan covering full-time employees of the Company who have one year of service in which they complete 1,000 hours of service, non-resident aliens who have no income earned from sources within the United States are ineligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Trustees is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Plan assets are held and managed by Wells Fargo Bank N.A., which invests contributions received, interest and dividend income. Wells Fargo Bank N.A. is the Plan record keeper. Certain administrative functions are performed by Wells Fargo Bank N.A. and by officers or employees of the Plan Sponsor, Billows Electric Supply Company.

Contributions

Each year, eligible participant's elective deferrals may not exceed 100 percent of pretax annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Plan also requires eligible participants who participate to elect minimum elective deferrals of at least 1% of compensation. Those elective salary reduction contributions are subject to the limits of Internal Revenue Code section 401(k). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

Under the 401(k) plan the Company makes discretionary matching contributions. Plan provisions provided for the Company to match 100% of the first 1% of participant deferral contributions and 25% of the next 4% of participant deferral contributions. The Company's matching contributions in Plan year ended December 31, 2016 was \$250,122.

At the end of the Plan year, the Company, at the discretion of the Company's board of directors, may make profit sharing contributions, as defined in the Plan document. Discretionary profit sharing contributions for the Plan year ended December 31, 2016 was \$200,000. Contributions are subject to certain IRS limitations.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service. A participant is always 100 percent vested upon normal or early retirement age. To receive an allocation of matching contributions, nonelective contributions, qualified nonelective contributions, a participant must be employed by the Company on the last day of the year.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest of 3.25 percent. Principal and interest is paid ratably through payroll deductions and from participants.

Payments of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified time period selected by the participant. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents forfeiture. At December 31, 2016 and 2015 forfeited non-vested accounts totaled \$29,436 and \$24,245, respectively. In 2016 administrative expenses were reduced by \$56, from forfeited non-vested accounts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Investment Elections

The Plan offers its participants various investment funds that are exposed to different types and amounts of risk, including interest rate, credit and market risk. There were thirteen investment options, consisting principally of mutual funds and common trust funds, available for the investment of participant's elective and employer matching and discretionary contributions. Plan participants may change their investment selections on a daily basis.

Note B- Summary of Significant Accounting Policies

Basis of Accounting and Presentation

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

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 Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See note E 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. Capital gains have also been included in net appreciation in fair value of investments.

Notes Receivable from Participants

Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions upon the occurrence of a distributable event based upon the terms of the Plan document. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note B- Summary of Significant Accounting Policies – (continued)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2016 excess contributions to the applicable participants prior to March 15, 2017.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees relating to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through September 15, 2017, the date the financial statements were available to be issued.

Note C- Investments

On January 1, 2002 the trustees appointed Wells Fargo Bank, N.A. as the trustee/custodian of the Plan assets. All investments are participant directed.

Note D- Information Prepared and Certified by Trustee - Unaudited

All information disclosed in the accompanying financial statements, notes and supplementary information including investments held at December 31, 2016 and 2015, and net appreciation or depreciation in fair market value of investment securities, interest, and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Wells Fargo Bank, NA in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note E- 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). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2016

Note E- Fair Value Measurements – (continued)

The input levels are:

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

Level 2: Inputs to the valuation methodology include; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Collective/Common Trust Fund: Common collective trusts are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Plan participants may initiate daily redemptions of the collective trusts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.**401(k) PROFIT SHARING PLAN**

Notes to Financial Statements

December 31, 2016

Note E- Fair Value Measurements – (continued)

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 presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2016:

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$5,459,327	\$1,173,551	\$ -	\$ 6,632,878
Corporate Bond funds	577,839	-	-	577,839
Balanced funds	1,552,146	-	-	1,552,146
Total mutual funds	<u>7,589,312</u>	<u>1,173,551</u>	<u>-</u>	<u>8,762,863</u>
Collective trust funds:	<u>-</u>	<u>7,187,492</u>	<u>-</u>	<u>7,187,492</u>
Total assets at fair value	<u>\$7,589,312</u>	<u>\$8,361,043</u>	<u>\$ -</u>	<u>\$15,950,355</u>

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2015:

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,959,921	\$ 954,881	\$ -	\$ 5,914,802
Corporate Bond funds	473,150	-	-	473,150
Balanced funds	1,345,684	-	-	1,345,684
Short Term Investment Funds	251,350	-	-	251,350
Total mutual funds	<u>7,030,105</u>	<u>954,881</u>	<u>-</u>	<u>7,984,986</u>
Collective trust funds:	<u>-</u>	<u>6,118,089</u>	<u>-</u>	<u>6,118,089</u>
Total assets at fair value	<u>\$7,030,105</u>	<u>\$7,072,970</u>	<u>\$ -</u>	<u>\$14,103,075</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note F- Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are common collective trusts and shares of mutual funds managed by Wells Fargo Bank, N.A. Participants may choose to have their contributions directed to various mutual funds and common collective trusts made available by Wells Fargo Bank, N.A., record-keeper for the Plan. The Plan issues loans to participants, which are secured by the vested balances in the participants' accounts. Such 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.

Billows Electric Supply Company is the Plan sponsor, and Wells Fargo Bank, N.A. is the custodian and record-keeper as defined by the plan. Fees paid by the Plan for the custodial and record-keeping services amounted to \$41,622 for the year ended December 31, 2016. Billows Electric Supply Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. These transactions are exempt party-in-interest transactions.

Note G- Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

Note H- Tax Status

The Plan obtained its latest determination letter dated on March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

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

Note I- Risk and Uncertainties

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.**401(k) PROFIT SHARING PLAN**

Notes to Financial Statements

December 31, 2016

Note J- Non Exempt Party-In-Interest Transactions

For the Plan year, the Company has remitted certain participant contributions and loan repayments to the Trustee before the 15th business day of the month following the month in which the participant contributions and loan repayments were withheld from participant paychecks, but not at the earliest date on which such contributions could reasonably be segregated from the employer's general assets. Therefore, these remittances were made after the date on which the remittances were required to be made under Department of Labor Regulation §2510.3-102.

The Company has submitted these amounts to the Trustee to reflect foregone earnings that would have been credited to participants' accounts if the late remittances had been made on a timely basis.

Note K- Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$16,461,046	\$14,579,718
Add: return of excess contributions	2,150	-
Less: employer's contributions receivable	<u>(200,000)</u>	<u>(200,000)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$16,263,196</u>	<u>\$14,379,718</u>

The following is a reconciliation of employer's contributions per the financial statements for the years ended December 31, 2016 to Schedule H of Form 5500:

	<u>2016</u>
Contributions from employer per financial statements	\$ 450,122
Add: last year's employer's contributions receivable	200,000
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Contributions received from employer per Schedule H of Form 5500	<u>\$ 450,122</u>
Increase in net assets available for benefit per the financial statements	\$1,881,328
Add: last year's employer's contributions receivable	200,000
Add: return of excess contributions	2,150
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Net income per schedule H of Form 5500	<u>\$1,883,478</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(K) PROFIT SHARING PLAN

Schedule H, Part 4, Line 4i - Schedule of Assets (Held at End of Year)

Employer Identification Number 23-2484225

Plan Number: 001

FYE 12/31/2016

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value (if applicable)	(d) Cost	(e) Current value
	Delaware Small Cap Core A	Mutual fund	***	471,723
	Invesco Equity and Income A	Mutual fund	***	1,552,147
	JP Morgan US Equity	Mutual fund	***	468,280
	Loomis Sayles Investment Group Bond Fund A	Mutual fund	***	577,838
	Mainstay Large Cap Growth R1	Mutual fund	***	839,459
	MFS International New Discovery A	Mutual fund	***	544,986
	MFS Value Fund R3	Mutual fund	***	317,470
	Vanguard Mid Cap Index Adm	Mutual fund	***	1,575,951
	Vanguard 500 Index Fund Adm	Mutual fund	***	1,241,459
*	Wells Fargo Adv Global Opps I	Mutual fund	***	1,173,550
*	Wells Fargo Blackrock Short Term Investment Fund TR	Common/ Collective Trust	***	281,170
*	Wells Fargo Blackrock International Equity Index TR	Common/ Collective Trust	***	741,406
*	Wells Fargo Blackrock Large Cap Growth Index TR	Common/ Collective Trust	***	226,293
*	Wells Fargo Blackrock Large Cap Value Index TR	Common/ Collective Trust	***	288,248
*	Wells Fargo Blackrock RU 2000 Index TR	Common/ Collective Trust	***	202,674
*	Wells Fargo S&P Mid Cap Index TR	Common/ Collective Trust	***	354,996
*	Wells Fargo Blackrock S&P 500 Index TR	Common/ Collective Trust	***	598,727
*	Wells Fargo US Agg Bd Index TR	Common/ Collective Trust	***	1,912,550
*	Stable Return Fund N	Common/ Collective Trust	***	<u>2,581,428</u>
				15,950,355
*	Wells Fargo cash clearing account	Noninterest bearing cash	***	14,506
*	Participant loans	3.25%	***	<u>333,585</u>
				<u>16,298,446</u>

* A party-in-interest as defined by ERISA.

*** Related cost information is not required for participant directed investments.

The accompanying notes are an integral part of this schedule.

The above information has been certified by Wells Fargo Bank, N.A., the Trustee, as complete and accurate.

The common/ collective funds listed above are all pooled.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
 FORM 5500, SCHEDULE H--PART 4--LINE 4a--SCHEDULE OF DELINQUENT
 PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2016

EIN 23-2484225
 PLAN #001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51*
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are Included: X				
\$39,975		\$39,975		

See accompanying independent auditors' report

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN

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SHUBERT GOODMAN AND HUTTNER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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AICPA DIVISION FOR FIRMS PRIVATE
COMPANIES PRACTICE SECTION
AICPA DIVISION OF TAXATION
AICPA MANAGEMENT ADVISORY DIVISION
PENNSYLVANIA INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS
* CALIFORNIA PRACTICE PRIVILEGE

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan
Delran, New Jersey

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 D, which was certified by Wells Fargo Bank N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of i) assets (held at end of year) as of December 31, 2016 and ii) delinquent participant contributions for the year ended December 31, 2016 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

A handwritten signature in black ink, appearing to read "Shubert Goodman and Huttner, LLP".

SHUBERT GOODMAN AND HUTTNER, LLP
Certified Public Accountants

Jenkintown, Pennsylvania
September 15, 2017

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
As of December 31, 2016 and 2015

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Assets:		
Investments:		
Cash	\$ 14,506	\$ -
Participant directed investments, at fair value	<u>15,950,355</u>	<u>14,103,075</u>
Total investments	<u>15,964,861</u>	<u>14,103,075</u>
Receivables:		
Notes receivable from participants	333,585	276,643
Contributions receivable from employer	<u>200,000</u>	<u>200,000</u>
Total receivables	<u>533,585</u>	<u>476,643</u>
Total assets	<u>16,498,446</u>	<u>14,579,718</u>
Liabilities:		
Transfers in transit	35,250	-
Excess contributions payable	<u>2,150</u>	<u>-</u>
Total liabilities	<u>37,400</u>	<u>-</u>
Net assets available for benefits	<u>\$16,461,046</u>	<u>\$14,579,718</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016

Additions:

Investment income:

Net realized and unrealized appreciation in fair value of investments	\$ 1,033,051
Interest and dividends	<u>118,680</u>
Total investment income	<u>1,151,731</u>

Contributions:

Participants	802,758
Employer	450,122
Rollovers	<u>78,318</u>
Total contributions	<u>1,331,198</u>

Other income:

Mutual fund rebate income	<u>30,652</u>
---------------------------	---------------

Interest income on notes receivable from participants	<u>10,117</u>
---	---------------

Total additions	<u>2,523,698</u>
-----------------	------------------

Deductions:

Benefits paid to participants	600,748
Administrative expenses	<u>41,622</u>

Total deductions	<u>642,370</u>
------------------	----------------

Net increase	1,881,328
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>14,579,718</u>
End of year	<u><u>\$16,461,046</u></u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description

General

The following description of Billows Electric Supply Company ("Company"), Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The effective date of the Plan is December 1, 1970. The Plan is a defined contribution plan covering full-time employees of the Company who have one year of service in which they complete 1,000 hours of service, non-resident aliens who have no income earned from sources within the United States are ineligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Trustees is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Plan assets are held and managed by Wells Fargo Bank N.A., which invests contributions received, interest and dividend income. Wells Fargo Bank N.A. is the Plan record keeper. Certain administrative functions are performed by Wells Fargo Bank N.A. and by officers or employees of the Plan Sponsor, Billows Electric Supply Company.

Contributions

Each year, eligible participant's elective deferrals may not exceed 100 percent of pretax annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Plan also requires eligible participants who participate to elect minimum elective deferrals of at least 1% of compensation. Those elective salary reduction contributions are subject to the limits of Internal Revenue Code section 401(k). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

Under the 401(k) plan the Company makes discretionary matching contributions. Plan provisions provided for the Company to match 100% of the first 1% of participant deferral contributions and 25% of the next 4% of participant deferral contributions. The Company's matching contributions in Plan year ended December 31, 2016 was \$250,122.

At the end of the Plan year, the Company, at the discretion of the Company's board of directors, may make profit sharing contributions, as defined in the Plan document. Discretionary profit sharing contributions for the Plan year ended December 31, 2016 was \$200,000. Contributions are subject to certain IRS limitations.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service. A participant is always 100 percent vested upon normal or early retirement age. To receive an allocation of matching contributions, nonelective contributions, qualified nonelective contributions, a participant must be employed by the Company on the last day of the year.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest of 3.25 percent. Principal and interest is paid ratably through payroll deductions and from participants.

Payments of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified time period selected by the participant. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents forfeiture. At December 31, 2016 and 2015 forfeited non-vested accounts totaled \$29,436 and \$24,245, respectively. In 2016 administrative expenses were reduced by \$56, from forfeited non-vested accounts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Investment Elections

The Plan offers its participants various investment funds that are exposed to different types and amounts of risk, including interest rate, credit and market risk. There were thirteen investment options, consisting principally of mutual funds and common trust funds, available for the investment of participant's elective and employer matching and discretionary contributions. Plan participants may change their investment selections on a daily basis.

Note B- Summary of Significant Accounting Policies

Basis of Accounting and Presentation

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

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 Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See note E 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. Capital gains have also been included in net appreciation in fair value of investments.

Notes Receivable from Participants

Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions upon the occurrence of a distributable event based upon the terms of the Plan document. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note B- Summary of Significant Accounting Policies – (continued)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2016 excess contributions to the applicable participants prior to March 15, 2017.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees relating to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through September 15, 2017, the date the financial statements were available to be issued.

Note C- Investments

On January 1, 2002 the trustees appointed Wells Fargo Bank, N.A. as the trustee/custodian of the Plan assets. All investments are participant directed.

Note D- Information Prepared and Certified by Trustee - Unaudited

All information disclosed in the accompanying financial statements, notes and supplementary information including investments held at December 31, 2016 and 2015, and net appreciation or depreciation in fair market value of investment securities, interest, and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Wells Fargo Bank, NA in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note E- 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). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2016

Note E- Fair Value Measurements – (continued)

The input levels are:

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

Level 2: Inputs to the valuation methodology include; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Collective/Common Trust Fund: Common collective trusts are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Plan participants may initiate daily redemptions of the collective trusts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note E- Fair Value Measurements – (continued)

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 presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2016:

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$5,459,327	\$1,173,551	\$ -	\$ 6,632,878
Corporate Bond funds	577,839	-	-	577,839
Balanced funds	<u>1,552,146</u>	<u>-</u>	<u>-</u>	<u>1,552,146</u>
Total mutual funds	<u>7,589,312</u>	<u>1,173,551</u>	<u>-</u>	<u>8,762,863</u>
Collective trust funds:	<u>-</u>	<u>7,187,492</u>	<u>-</u>	<u>7,187,492</u>
Total assets at fair value	<u>\$7,589,312</u>	<u>\$8,361,043</u>	<u>\$ -</u>	<u>\$15,950,355</u>

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2015:

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,959,921	\$ 954,881	\$ -	\$ 5,914,802
Corporate Bond funds	473,150	-	-	473,150
Balanced funds	1,345,684	-	-	1,345,684
Short Term Investment Funds	<u>251,350</u>	<u>-</u>	<u>-</u>	<u>251,350</u>
Total mutual funds	<u>7,030,105</u>	<u>954,881</u>	<u>-</u>	<u>7,984,986</u>
Collective trust funds:	<u>-</u>	<u>6,118,089</u>	<u>-</u>	<u>6,118,089</u>
Total assets at fair value	<u>\$7,030,105</u>	<u>\$7,072,970</u>	<u>\$ -</u>	<u>\$14,103,075</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note F- Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are common collective trusts and shares of mutual funds managed by Wells Fargo Bank, N.A. Participants may choose to have their contributions directed to various mutual funds and common collective trusts made available by Wells Fargo Bank, N.A., record-keeper for the Plan. The Plan issues loans to participants, which are secured by the vested balances in the participants' accounts. Such 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.

Billows Electric Supply Company is the Plan sponsor, and Wells Fargo Bank, N.A. is the custodian and record-keeper as defined by the plan. Fees paid by the Plan for the custodial and record-keeping services amounted to \$41,622 for the year ended December 31, 2016. Billows Electric Supply Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. These transactions are exempt party-in-interest transactions.

Note G- Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

Note H- Tax Status

The Plan obtained its latest determination letter dated on March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

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

Note I- Risk and Uncertainties

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.**401(k) PROFIT SHARING PLAN**

Notes to Financial Statements

December 31, 2016

Note J- Non Exempt Party-In-Interest Transactions

For the Plan year, the Company has remitted certain participant contributions and loan repayments to the Trustee before the 15th business day of the month following the month in which the participant contributions and loan repayments were withheld from participant paychecks, but not at the earliest date on which such contributions could reasonably be segregated from the employer's general assets. Therefore, these remittances were made after the date on which the remittances were required to be made under Department of Labor Regulation §2510.3-102.

The Company has submitted these amounts to the Trustee to reflect foregone earnings that would have been credited to participants' accounts if the late remittances had been made on a timely basis.

Note K- Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$16,461,046	\$14,579,718
Add: return of excess contributions	2,150	-
Less: employer's contributions receivable	<u>(200,000)</u>	<u>(200,000)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$16,263,196</u>	<u>\$14,379,718</u>

The following is a reconciliation of employer's contributions per the financial statements for the years ended December 31, 2016 to Schedule H of Form 5500:

	<u>2016</u>
Contributions from employer per financial statements	\$ 450,122
Add: last year's employer's contributions receivable	200,000
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Contributions received from employer per Schedule H of Form 5500	<u>\$ 450,122</u>
Increase in net assets available for benefit per the financial statements	\$1,881,328
Add: last year's employer's contributions receivable	200,000
Add: return of excess contributions	2,150
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Net income per schedule H of Form 5500	<u>\$1,883,478</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(K) PROFIT SHARING PLAN

Schedule H, Part 4, Line 4i - Schedule of Assets (Held at End of Year)

Employer Identification Number 23-2484225

Plan Number: 001

FYE 12/31/2016

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value (if applicable)	(d) Cost	(e) Current value
	Delaware Small Cap Core A	Mutual fund	***	471,723
	Invesco Equity and Income A	Mutual fund	***	1,552,147
	JP Morgan US Equity	Mutual fund	***	468,280
	Loomis Sayles Investment Group Bond Fund A	Mutual fund	***	577,838
	Mainstay Large Cap Growth R1	Mutual fund	***	839,459
	MFS International New Discovery A	Mutual fund	***	544,986
	MFS Value Fund R3	Mutual fund	***	317,470
	Vanguard Mid Cap Index Adm	Mutual fund	***	1,575,951
	Vanguard 500 Index Fund Adm	Mutual fund	***	1,241,459
*	Wells Fargo Adv Global Opps I	Mutual fund	***	1,173,550
*	Wells Fargo Blackrock Short Term Investment Fund TR	Common/ Collective Trust	***	281,170
*	Wells Fargo Blackrock International Equity Index TR	Common/ Collective Trust	***	741,406
*	Wells Fargo Blackrock Large Cap Growth Index TR	Common/ Collective Trust	***	226,293
*	Wells Fargo Blackrock Large Cap Value Index TR	Common/ Collective Trust	***	288,248
*	Wells Fargo Blackrock RU 2000 Index TR	Common/ Collective Trust	***	202,674
*	Wells Fargo S&P Mid Cap Index TR	Common/ Collective Trust	***	354,996
*	Wells Fargo Blackrock S&P 500 Index TR	Common/ Collective Trust	***	598,727
*	Wells Fargo US Agg Bd Index TR	Common/ Collective Trust	***	1,912,550
*	Stable Return Fund N	Common/ Collective Trust	***	<u>2,581,428</u>
				15,950,355
*	Wells Fargo cash clearing account	Noninterest bearing cash	***	14,506
*	Participant loans	3.25%	***	<u>333,585</u>
				<u>16,298,446</u>

* A party-in-interest as defined by ERISA.

*** Related cost information is not required for participant directed investments.

The accompanying notes are an integral part of this schedule.

The above information has been certified by Wells Fargo Bank, N.A., the Trustee, as complete and accurate.

The common/ collective funds listed above are all pooled.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
 FORM 5500, SCHEDULE H--PART 4--LINE 4a--SCHEDULE OF DELINQUENT
 PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2016

EIN 23-2484225
 PLAN #001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51*
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are Included: X				
\$39,975		\$39,975		

See accompanying independent auditors' report

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN

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SHUBERT GOODMAN AND HUTTNER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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AICPA MANAGEMENT ADVISORY DIVISION
PENNSYLVANIA INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS
* CALIFORNIA PRACTICE PRIVILEGE

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan
Delran, New Jersey

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Billows Electric Supply Company, Inc. 401(k) Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 D, which was certified by Wells Fargo Bank N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of i) assets (held at end of year) as of December 31, 2016 and ii) delinquent participant contributions for the year ended December 31, 2016 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

A handwritten signature in black ink, appearing to read "Shubert Goodman and Huttnner, LLP". The signature is fluid and cursive, with the letters "SHUBERT GOODMAN AND HUTTNER, LLP" written in a stylized, connected manner.

SHUBERT GOODMAN AND HUTTNER, LLP
Certified Public Accountants

Jenkintown, Pennsylvania
September 15, 2017

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statements of Net Assets Available for Benefits
As of December 31, 2016 and 2015

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Assets:		
Investments:		
Cash	\$ 14,506	\$ -
Participant directed investments, at fair value	<u>15,950,355</u>	<u>14,103,075</u>
Total investments	<u>15,964,861</u>	<u>14,103,075</u>
Receivables:		
Notes receivable from participants	333,585	276,643
Contributions receivable from employer	<u>200,000</u>	<u>200,000</u>
Total receivables	<u>533,585</u>	<u>476,643</u>
Total assets	<u>16,498,446</u>	<u>14,579,718</u>
Liabilities:		
Transfers in transit	35,250	-
Excess contributions payable	<u>2,150</u>	<u>-</u>
Total liabilities	<u>37,400</u>	<u>-</u>
Net assets available for benefits	<u>\$16,461,046</u>	<u>\$14,579,718</u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016

Additions:

Investment income:

Net realized and unrealized appreciation in fair value of investments	\$ 1,033,051
Interest and dividends	<u>118,680</u>
Total investment income	<u>1,151,731</u>

Contributions:

Participants	802,758
Employer	450,122
Rollovers	<u>78,318</u>
Total contributions	<u>1,331,198</u>

Other income:

Mutual fund rebate income	<u>30,652</u>
---------------------------	---------------

Interest income on notes receivable from participants	<u>10,117</u>
---	---------------

Total additions	<u>2,523,698</u>
-----------------	------------------

Deductions:

Benefits paid to participants	600,748
Administrative expenses	<u>41,622</u>

Total deductions	<u>642,370</u>
------------------	----------------

Net increase	1,881,328
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>14,579,718</u>
End of year	<u><u>\$16,461,046</u></u>

*See accompanying notes to financial statements
and independent auditors' report.*

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description

General

The following description of Billows Electric Supply Company ("Company"), Inc. 401(k) Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The effective date of the Plan is December 1, 1970. The Plan is a defined contribution plan covering full-time employees of the Company who have one year of service in which they complete 1,000 hours of service, non-resident aliens who have no income earned from sources within the United States are ineligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Trustees is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Plan assets are held and managed by Wells Fargo Bank N.A., which invests contributions received, interest and dividend income. Wells Fargo Bank N.A. is the Plan record keeper. Certain administrative functions are performed by Wells Fargo Bank N.A. and by officers or employees of the Plan Sponsor, Billows Electric Supply Company.

Contributions

Each year, eligible participant's elective deferrals may not exceed 100 percent of pretax annual compensation, as defined in the plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The Plan also requires eligible participants who participate to elect minimum elective deferrals of at least 1% of compensation. Those elective salary reduction contributions are subject to the limits of Internal Revenue Code section 401(k). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

Under the 401(k) plan the Company makes discretionary matching contributions. Plan provisions provided for the Company to match 100% of the first 1% of participant deferral contributions and 25% of the next 4% of participant deferral contributions. The Company's matching contributions in Plan year ended December 31, 2016 was \$250,122.

At the end of the Plan year, the Company, at the discretion of the Company's board of directors, may make profit sharing contributions, as defined in the Plan document. Discretionary profit sharing contributions for the Plan year ended December 31, 2016 was \$200,000. Contributions are subject to certain IRS limitations.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit sharing contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after six years of credited service. A participant is always 100 percent vested upon normal or early retirement age. To receive an allocation of matching contributions, nonelective contributions, qualified nonelective contributions, a participant must be employed by the Company on the last day of the year.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest of 3.25 percent. Principal and interest is paid ratably through payroll deductions and from participants.

Payments of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified time period selected by the participant. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents forfeiture. At December 31, 2016 and 2015 forfeited non-vested accounts totaled \$29,436 and \$24,245, respectively. In 2016 administrative expenses were reduced by \$56, from forfeited non-vested accounts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note A- Plan Description – (continued)

Investment Elections

The Plan offers its participants various investment funds that are exposed to different types and amounts of risk, including interest rate, credit and market risk. There were thirteen investment options, consisting principally of mutual funds and common trust funds, available for the investment of participant's elective and employer matching and discretionary contributions. Plan participants may change their investment selections on a daily basis.

Note B- Summary of Significant Accounting Policies

Basis of Accounting and Presentation

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

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 Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See note E 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. Capital gains have also been included in net appreciation in fair value of investments.

Notes Receivable from Participants

Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions upon the occurrence of a distributable event based upon the terms of the Plan document. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note B- Summary of Significant Accounting Policies – (continued)

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2016 excess contributions to the applicable participants prior to March 15, 2017.

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees relating to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through September 15, 2017, the date the financial statements were available to be issued.

Note C- Investments

On January 1, 2002 the trustees appointed Wells Fargo Bank, N.A. as the trustee/custodian of the Plan assets. All investments are participant directed.

Note D- Information Prepared and Certified by Trustee - Unaudited

All information disclosed in the accompanying financial statements, notes and supplementary information including investments held at December 31, 2016 and 2015, and net appreciation or depreciation in fair market value of investment securities, interest, and dividends for the years ended December 31, 2016 and 2015, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Wells Fargo Bank, NA in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note E- 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). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
Notes to Financial Statements
December 31, 2016

Note E- Fair Value Measurements – (continued)

The input levels are:

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

Level 2: Inputs to the valuation methodology include; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Collective/Common Trust Fund: Common collective trusts are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. Plan participants may initiate daily redemptions of the collective trusts.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note E- Fair Value Measurements – (continued)

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 presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2016:

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$5,459,327	\$1,173,551	\$ -	\$ 6,632,878
Corporate Bond funds	577,839	-	-	577,839
Balanced funds	<u>1,552,146</u>	<u>-</u>	<u>-</u>	<u>1,552,146</u>
Total mutual funds	<u>7,589,312</u>	<u>1,173,551</u>	<u>-</u>	<u>8,762,863</u>
Collective trust funds:	<u>-</u>	<u>7,187,492</u>	<u>-</u>	<u>7,187,492</u>
Total assets at fair value	<u>\$7,589,312</u>	<u>\$8,361,043</u>	<u>\$ -</u>	<u>\$15,950,355</u>

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2015:

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Equity funds	\$4,959,921	\$ 954,881	\$ -	\$ 5,914,802
Corporate Bond funds	473,150	-	-	473,150
Balanced funds	1,345,684	-	-	1,345,684
Short Term Investment Funds	<u>251,350</u>	<u>-</u>	<u>-</u>	<u>251,350</u>
Total mutual funds	<u>7,030,105</u>	<u>954,881</u>	<u>-</u>	<u>7,984,986</u>
Collective trust funds:	<u>-</u>	<u>6,118,089</u>	<u>-</u>	<u>6,118,089</u>
Total assets at fair value	<u>\$7,030,105</u>	<u>\$7,072,970</u>	<u>\$ -</u>	<u>\$14,103,075</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.

401(k) PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2016

Note F- Related-Party Transactions and Party-in-Interest Transactions

Certain plan investments are common collective trusts and shares of mutual funds managed by Wells Fargo Bank, N.A. Participants may choose to have their contributions directed to various mutual funds and common collective trusts made available by Wells Fargo Bank, N.A., record-keeper for the Plan. The Plan issues loans to participants, which are secured by the vested balances in the participants' accounts. Such 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.

Billows Electric Supply Company is the Plan sponsor, and Wells Fargo Bank, N.A. is the custodian and record-keeper as defined by the plan. Fees paid by the Plan for the custodial and record-keeping services amounted to \$41,622 for the year ended December 31, 2016. Billows Electric Supply Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged. These transactions are exempt party-in-interest transactions.

Note G- Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

Note H- Tax Status

The Plan obtained its latest determination letter dated on March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

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

Note I- Risk and Uncertainties

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

BILLOWS ELECTRIC SUPPLY COMPANY, INC.**401(k) PROFIT SHARING PLAN**

Notes to Financial Statements

December 31, 2016

Note J- Non Exempt Party-In-Interest Transactions

For the Plan year, the Company has remitted certain participant contributions and loan repayments to the Trustee before the 15th business day of the month following the month in which the participant contributions and loan repayments were withheld from participant paychecks, but not at the earliest date on which such contributions could reasonably be segregated from the employer's general assets. Therefore, these remittances were made after the date on which the remittances were required to be made under Department of Labor Regulation §2510.3-102.

The Company has submitted these amounts to the Trustee to reflect foregone earnings that would have been credited to participants' accounts if the late remittances had been made on a timely basis.

Note K- Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>December 31,</u>	
	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$16,461,046	\$14,579,718
Add: return of excess contributions	2,150	-
Less: employer's contributions receivable	<u>(200,000)</u>	<u>(200,000)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$16,263,196</u>	<u>\$14,379,718</u>

The following is a reconciliation of employer's contributions per the financial statements for the years ended December 31, 2016 to Schedule H of Form 5500:

	<u>2016</u>
Contributions from employer per financial statements	\$ 450,122
Add: last year's employer's contributions receivable	200,000
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Contributions received from employer per Schedule H of Form 5500	<u>\$ 450,122</u>
Increase in net assets available for benefit per the financial statements	\$1,881,328
Add: last year's employer's contributions receivable	200,000
Add: return of excess contributions	2,150
Less: this year's employer's contributions receivable	<u>(200,000)</u>
Net income per schedule H of Form 5500	<u>\$1,883,478</u>

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(K) PROFIT SHARING PLAN

Schedule H, Part 4, Line 4i - Schedule of Assets (Held at End of Year)

Employer Identification Number 23-2484225

Plan Number: 001

FYE 12/31/2016

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value (if applicable)	(d) Cost	(e) Current value
	Delaware Small Cap Core A	Mutual fund	***	471,723
	Invesco Equity and Income A	Mutual fund	***	1,552,147
	JP Morgan US Equity	Mutual fund	***	468,280
	Loomis Sayles Investment Group Bond Fund A	Mutual fund	***	577,838
	Mainstay Large Cap Growth R1	Mutual fund	***	839,459
	MFS International New Discovery A	Mutual fund	***	544,986
	MFS Value Fund R3	Mutual fund	***	317,470
	Vanguard Mid Cap Index Adm	Mutual fund	***	1,575,951
	Vanguard 500 Index Fund Adm	Mutual fund	***	1,241,459
*	Wells Fargo Adv Global Opps I	Mutual fund	***	1,173,550
*	Wells Fargo Blackrock Short Term Investment Fund TR	Common/ Collective Trust	***	281,170
*	Wells Fargo Blackrock International Equity Index TR	Common/ Collective Trust	***	741,406
*	Wells Fargo Blackrock Large Cap Growth Index TR	Common/ Collective Trust	***	226,293
*	Wells Fargo Blackrock Large Cap Value Index TR	Common/ Collective Trust	***	288,248
*	Wells Fargo Blackrock RU 2000 Index TR	Common/ Collective Trust	***	202,674
*	Wells Fargo S&P Mid Cap Index TR	Common/ Collective Trust	***	354,996
*	Wells Fargo Blackrock S&P 500 Index TR	Common/ Collective Trust	***	598,727
*	Wells Fargo US Agg Bd Index TR	Common/ Collective Trust	***	1,912,550
*	Stable Return Fund N	Common/ Collective Trust	***	<u>2,581,428</u>
				15,950,355
*	Wells Fargo cash clearing account	Noninterest bearing cash	***	14,506
*	Participant loans	3.25%	***	<u>333,585</u>
				<u>16,298,446</u>

* A party-in-interest as defined by ERISA.

*** Related cost information is not required for participant directed investments.

The accompanying notes are an integral part of this schedule.

The above information has been certified by Wells Fargo Bank, N.A., the Trustee, as complete and accurate.

The common/ collective funds listed above are all pooled.

BILLOWS ELECTRIC SUPPLY COMPANY, INC.
401(k) PROFIT SHARING PLAN
 FORM 5500, SCHEDULE H--PART 4--LINE 4a--SCHEDULE OF DELINQUENT
 PARTICIPANT CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2016

EIN 23-2484225
 PLAN #001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51*
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are Included: X				
\$39,975		\$39,975		

See accompanying independent auditors' report