

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

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>DENISON INDUSTRIES 401(K) PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>003</u>
		1c	Effective date of plan <u>01/01/2001</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>DENISON INDUSTRIES, INC.</u> <u>22 FIELDER DRIVE</u> <u>DENISON, TX 75020</u>	2b	Employer Identification Number (EIN) <u>75-2350819</u>
		2c	Plan Sponsor's telephone number <u>903-786-4444</u>
		2d	Business code (see instructions) <u>331500</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	JOSH JAMES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2017	JOSH JAMES
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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	5 143
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 132 6a(2) 0 6b 0 6c 0 6d 0 6e 0 6f 0 6g 0 6h 0
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 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) ☒ <u>1</u> 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 A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2016 <hr/> 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 DENISON INDUSTRIES 401(K) PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 DENISON INDUSTRIES, INC.	D Employer Identification Number (EIN) 75-2350819	

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

(a) Name of insurance carrier

VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	PHT473	69	01/01/2016	12/31/2016

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
6567	1045

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

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

MORGAN STANLEY SMITH BARNEY LLC
1 NEW YORK PLZ FL 12
NEW YORK, NY 10004

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
6567			3

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

TRI STATE PLAN ADMINISTRATION
30 GARFIELD PLACE, SUITE 520
CINCINNATI, OH 45202

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1045	TPA PARTNERSHIP PROGRAM	5

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

Schedule A (Form 5500) 2016
v. 160205

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 0**5** Current value of plan's interest under this contract in separate accounts at year end..... **5** 0**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ OTHER GROUP PENSION FUNDING**b** Balance at the end of the previous year **7b** 417332**c** Additions: (1) Contributions deposited during the year **7c(1)** 453670
(2) Dividends and credits..... **7c(2)**
(3) Interest credited during the year..... **7c(3)** 12900
(4) Transferred from separate account..... **7c(4)** 119176
(5) Other (specify below)..... **7c(5)** 223843
▶ TRANSFERRED ASSETS - ROLLOVERS(6) Total additions **7c(6)** 809589**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 1226921**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 114219
(2) Administration charge made by carrier..... **7e(2)** 300
(3) Transferred to separate account..... **7e(3)** 625963
(4) Other (specify below)..... **7e(4)** 486439
▶ TRANSFER BETWEEN VOYA ACCOUNT MERGED WITH METAL COMPANIES 401(K) PLAN(5) Total deductions **7e(5)** 1226921**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** 0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) 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 DENISON INDUSTRIES 401(K) PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 DENISON INDUSTRIES, INC.	D Employer Identification Number (EIN) 75-2350819

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 VOYA RETIREMENT INSURANCE AND ANNUITY

71-0294708

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

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

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

VOYA RETIREMENT INSURANCE AND ANNUITY

71-0294708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	2244	Yes ☐ No ☒

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

MORNINGSTAR

36-3297908

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	1443	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:	ADAMI, LINDSEY & COMPANY, LLP	b EIN:	75-1964770
c Position:	ACCOUNTANT		
d Address:	123 N. CROCKETT ST. SUITE 100 SHERMAN, TX 75090	e Telephone:	903-892-2727

Explanation: ADAMI LINDSEY HAD LOST A LARGE PERCENTAGE OF THEIR AUDITORS EARLIER THIS YEAR AND RECOMMENDED TO DENISON TO SOURCE A DIFFERENT AUDITOR. ADAMIS OPINION WAS GIVEN THEIR RESOURCE CONSTRAINTS, THEY WOULD NOT BE ABLE TO FULFILL THE AUDIT REQUIREMENTS.

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>DENISON INDUSTRIES 401(K) PLAN</u>	B Three-digit plan number (PN) ► <u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DENISON INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>75-2350819</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: MAP CONTRACT SEPARATE ACCOUNT D

b Name of sponsor of entity listed in (a): VOYA RETIREMENT INSURANCE & ANNUITY CO

c EIN-PN <u>71-0294708-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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 DENISON INDUSTRIES 401(K) PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 DENISON INDUSTRIES, INC.	D Employer Identification Number (EIN) 75-2350819	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1551509	0
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	417331	0
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	1968840	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1968840	0
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Part II Income and Expense Statement

- 2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	140552	
(B) Participants	2a(1)(B)	304596	
(C) Others (including rollovers)	2a(1)(C)	151556	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		596704
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	60569	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		60569
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		94869
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		752142

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

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	41932	
(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)		41932
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)	300	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		300
j Total expenses. Add all expense amounts in column (b) and enter total	2j		42232

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		709910
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		2678750

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: BDO USA, LLP

(2) EIN: 13-5381590

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		250000
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)
METAL COMPANIES 401(K) PLAN	01-0606601	003

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>DENISON INDUSTRIES 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DENISON INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>75-2350819</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>71-0294708</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

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

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

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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



Tel: 214-969-7007
Fax: 214-953-0722
www.bdo.com

600 North Pearl, Suite 1700
Dallas, TX 75201

Independent Auditor's Report

To the Plan Administrator
Denison Industries 401(k) Plan
Denison, Texas

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Voya Institutional Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of and for the year ended December 31, 2016, 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 - Supplemental Schedule

The supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Other Matter—2015 Financial Statements

The financial statements of the Plan as of December 31, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated July 26, 2016, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter - Accounting Method Change

As discussed in Note 2 to the financial statements, the Plan adopted new accounting guidance that changed the disclosures for investments in 2016 and 2015 for which the fair value is measured using the net asset value as a practical expedient and the disclosures for fully benefit-responsive investment contracts. Our opinion is not modified with respect to this matter.

Report on Form and Content in Compliance With DOL Rules and Regulations - 2016

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

BDO USA, LLP

Dallas, Texas
October 09, 2017

Financial Statements

Denison Industries 401(k) Plan

Statements of Net Assets Available for Plan Benefits

<i>December 31,</i>	2016	2015
Assets		
Investments,		
Money Market Mutual funds	\$ 454	\$ 6,890
Fixed Accounts	477,917	417,331
Variable Mutual Funds	2,152,710	1,544,619
<hr/>		
Total Investments	2,631,081	1,968,840
<hr/>		
Net assets available for plan benefits	\$ 2,631,081	\$ 1,968,840

See accompanying notes to the financial statements.

Denison Industries 401(k) Plan

Statement of Changes in Net Assets Available for Plan Benefits

<i>Year ended December 31,</i>	<i>2016</i>
Additions:	
Investment income:	
Net Appreciation in Fair Value of Investments	\$ 86,347
Interest and Dividends	12,900
Total Investment Income	99,247
Contributions:	
Participants	304,585
Employer	149,085
Rollovers	223,842
Total Contributions	677,512
Total Additions	776,759
Deductions:	
Benefits paid to participants	114,219
Administrative Expenses	300
Total Deductions from Net Assets	114,519
Net increase	662,241
Net assets available for plan benefits, beginning of year	1,968,840
Net assets available for plan benefits, end of year	\$ 2,631,081

See accompanying notes to the financial statements.

Denison Industries 401(k) Plan

Notes to Financial Statements

1. Plan Description

The following description of Denison Industries 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan whereby eligible employees of Denison Industries, Inc. (the "Company") are permitted to make tax-deferred contributions. Employees are eligible to participate in the Plan when they reach three months of service and age eighteen or older. Participation begins at the beginning of the following quarter after becoming eligible. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Investments

The assets of the Plan are held and the related investment transactions are executed by Voya Financial, Inc. Each participant may elect to allocate their salary deferrals in 1.0% increments to the twenty-nine investment fund options.

Contributions

Each year, participants may contribute a maximum of 100 percent of compensation for each payroll period of eligible pretax annual compensation, as defined in the Plan, or \$18,000, which is the prescribed limit established by the Internal Revenue Service (IRS). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions up to \$6,000. Participant contributions are made by salary reductions at each pay period. From January to March 2016, the Company matched contributions equal to 50 percent of the first 4 percent of compensation that a participant contributed to the Plan. In April 2016, The Company changed the matching policy to contributions equal to 100 percent of the first 3 percent of compensation and 50 percent on the next 2 percent of compensation up to a total of 5 percent. The Company's contribution percentage for purposes of calculating the amount of matching employer contributions is determined each Plan year. All employer contributions are invested as directed by each participant within the allowable investment options. Contributions are subject to certain limitations.

Participant Accounts

A participant's account balance increases with the participant's contributions and the attendant Company matching contributions. A participant's account may increase or decrease dependent upon the performance of the investments that the participant selected. Investment earnings and losses are allocated to participant accounts for each investment based on the participant's account balance in relationship to all account balances. The participant is entitled to the vested portion of their account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of service. A participant is 100 percent vested after three years of service.

Denison Industries 401(k) Plan

Notes to Financial Statements

A year of service for vesting purposes is earned every Plan year that the participant is credited with at least 1,000 hours of service.

Payment of Benefits

Benefits may be paid in a lump-sum distribution. Participants may withdraw all or a portion of the vested account upon reaching age 65, disability, termination of employment, or death. Subject to approval by the Plan administrator, participants with immediate and heavy financial hardships may receive a partial or total distribution of their contributions or rollover contributions.

Forfeitures

Participants leaving the Company before they are fully vested in their allocation of the Company's contributions forfeit their non-vested portion. Additionally, according to the Plan Agreement, forfeitures are retained in the Plan and may first be used to pay administrative expenses, as directed by the Company. To the extent that forfeitures are not used to reduce administrative expenses, any remaining amounts will be used to reduce future employer contributions payable under the Plan.

At December 31, 2016 and 2015, forfeitures of non-vested participant accounts totaled \$2,086 and \$6,890, respectively. For the year ended December 31, 2016, forfeitures of \$8,522 were used to pay administrative expenses or reduce future employer contributions payable under the Plan.

Plan Expenses

Audit fees and other miscellaneous fees are paid by the Company. Costs of administering the Plan are paid by the Company.

Plan Termination

Although it has not expressed any intentions to do so, the Board of Directors may terminate the Plan at any time. Upon termination of the Plan, the net assets of the Plan will be distributed to the participants of the Plan in accordance with the provisions of the ERISA.

Under a partial plan termination, participants that were terminated as a result of the reduction in workforce were made fully vested in the employer contributions credited to their account, if they were not already fully vested.

Notes Receivable from Participants

In accordance with the Plan Agreement, participants are not permitted to make loans against their balances.

Denison Industries 401(k) Plan

Notes to Financial Statements

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

The ERISA imposes certain duties on the parties who are responsible for the operation of the Plan. These parties, called fiduciaries, have a duty to invest plan assets in a prudent manner. However, an exception exists for plans which comply with ERISA Section 404 (C) and permit a participant to exercise control over the assets in his/her account and choose from a broad range of investment alternatives. This Plan is intended to be a Section 404 (C) plan. This means the employee, and not the Plan fiduciary, is responsible for the investment decisions relating to the assets in their individual accounts under the Plan.

The investments of the Plan are stated at fair value based on quoted market prices and net appreciation (depreciation) for the year as reflected in the Plan's statement of changes in net assets available for benefits. The net appreciation (depreciation) in the fair value of the investments consists of realized gains or losses and unrealized appreciation or depreciation on the investments. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end. Investment income is recognized when earned.

Purchases and sales of securities are recorded on a trade-date basis. Interest income and dividends are recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Recently Issued Accounting Policies

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share*, which removes the requirement to categorize, within the fair value hierarchy table, the investments for which fair value is measured using the net asset value per share practical expedient. Instead, an entity is required to include those investments as a reconciling item, so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of net assets available for benefits. In addition, the requirement to make certain disclosures for all investments eligible to be assessed at fair value with the net asset value per share practical expedient has been removed. Instead, such disclosures are restricted only to investments that the entity has elected to measure using the practical expedient. ASU No. 2015-07 is effective for reporting periods beginning after December 15, 2015 and early adoption is permitted. The ASU is to be applied retrospectively in all

Denison Industries 401(k) Plan

Notes to Financial Statements

periods presented in an entity's financial statements. The adoption of this guidance did not have a material impact on the Plan's financial statement.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient*. Part I eliminates the requirement to measure and disclose the fair value of fully benefit-responsive contracts. Under the ASU, contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirement to disclose individual investments which comprise 5% or more of total net assets available for benefits, as well as the net appreciation or depreciation of fair values by investment type. Part II requires plans to continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Part III allows plans to measure investments as of the end of the calendar month closest to the Plan's fiscal year end, when the fiscal period does not coincide with the month-end. Parts I and II are effective for fiscal years beginning after December 15, 2015 and should be applied retrospectively, with early application permitted. Part III is effective for fiscal years beginning after December 15, 2015 and should be applied prospectively, with early application permitted. The adoption of this guidance did not have a material impact on the Plan's financial statement.

3. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. FASB ASC 820, defines fair value, outlines a framework for measuring fair value and details the required disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants as of the measurement date. The Plan uses a fair value hierarchy that has three levels of inputs, both observable and unobservable, with use of the lowest possible level of input to determine fair value. Level 1 inputs include unadjusted quoted prices in active markets for identical assets at the measurement date and have the highest priority. Level 2 inputs include quoted prices for the asset, either directly or indirectly observable, that reflect assumptions market participants would use to price the asset based on market data obtained from sources independent of the Plan. Level 3 inputs are unobservable inputs that reflect the Plan's own assumptions about the assumptions market participants would use to price an asset based on the best information available in the circumstances. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments in a consistent manner each year.

The investments measured at net asset value are valued using a discounted cash flow model that uses assumptions and market data as inputs. The fund fair market value at December 31, 2016 approximates the contract value.

Denison Industries 401(k) Plan

Notes to Financial Statements

The following table presents those assets that are measured at fair value on a recurring basis.

Investment Assets at Fair Value as of December 31, 2016

	Level 1	Level 2	Level 3	Total
Money Market Mutual Fund	\$ 454	\$ -	\$ -	\$ 454
Variable Mutual Fund	2,152,710	-	-	2,152,710
Total assets in the fair value hierarchy	2,153,164	-	-	2,153,164
Investments measured at net asset value(*)	-	-	-	477,917
Total	\$ 2,153,164	\$ -	\$ -	\$ 2,631,081

Investment Assets at Fair Value as of December 31, 2015

	Level 1	Level 2	Level 3	Total
Money Market Mutual Fund	\$ 6,890	\$ -	\$ -	\$ 6,890
Variable Mutual Fund	1,544,619	-	-	1,544,619
Total assets in the fair value hierarchy	1,551,509	-	-	1,551,509
Investments measured at net asset value (*)	-	-	-	417,331
Total	\$ 1,551,509	\$ -	\$ -	\$ 1,968,840

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

4. Information Certified by the Plan's Trustee (Unaudited)

At December 31, 2016 and 2015, the Plan's investments were held by Voya Institutional Trust Company ("Voya"), the trustee. The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments, as reflected in the Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015:
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2016
- Investment Value and information disclosed in Note 3; and
- Investments, as reflected in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016.

Denison Industries 401(k) Plan

Notes to Financial Statements

5. Related Party Transactions

Certain Plan investments include shares of mutual funds managed by Voya, the trustee of the Plan. Transactions involving these investments qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated March 31, 2008, stating that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator and the trustee believe that the Plan is being operated in compliance with the applicable requirements of the IRC, including non-discrimination provisions for highly compensated employees. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

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

7. Risks and Uncertainties

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

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits from the financial statements to the Schedule H of Form 5500:

<i>December 31,</i>	2016	2015
Net assets available for benefits per the financial statements	\$ 2,631,081	\$ 1,968,840
2017 investment earnings (Note 9)	47,669	-
Transfer of assets to Metal Companies 401k Plan (Note 9)	(2,678,750)	-
Net assets available for benefits per Form 5500	\$ -	\$ 1,968,840

Denison Industries 401(k) Plan

Notes to Financial Statements

The following is a reconciliation of the change in net assets available for benefits from the financial statements to the Schedule H of Form 5500.

<i>December 31,</i>	<i>2016</i>
Net increase in net assets available for benefits per the financial statements	\$ 662,241
Add: 2017 investment earnings (Note 9)	47,669
Net increase per Form 5500	\$ 709,910

9. Subsequent Event

The Plan evaluated its December 31, 2016 financial statements for subsequent events through October 9, 2017, the date the financial statements were available to be issued. Effective January 1, 2017, the Denison Industries 401(k) Plan was merged into the Metal Companies 401(K) Plan. The net assets of the Denison Industries 401(k) Plan, including investment earnings in 2017 were transferred to the Metal Companies 401(k) Plan on January 6, 2017.

Denison Industries 401(k) Plan

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

December 31, 2016		EIN: 75-2013184 Plan: 003		
(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	American Funds® American Balanced Fund® - Class R-3	American Funds	a	\$ 113,316
	American Funds® Fundamental InvestorsSM - Class R-3	American Funds	a	35,379
	American Funds® New Perspective Fund® - Class R-3	American Funds	a	328,814
	American Funds® The Growth Fund of America® - Class R-3	American Funds	a	205,330
	American Funds® Washington Mutual Investors FundSM - Class R-3	American Funds	a	143,990
	Ariel Appreciation Fund - Investor Class	Ariel Investments	a	31,195
	Baron Asset Fund - Retail Shares	Baron Capital Group	a	154,407
	Manning & Napier Fund, Inc. World Opportunities Series - Class S	Manning & Napier Fund	a	3,495
	Oppenheimer Developing Markets Fund - Class A	Oppenheimer Funds	a	12,635
	Pioneer Strategic Income Fund - Class Y Shares	Pioneer Investments	a	18,495
*	Voya Fixed Account	Voya Retirement Funds	a	477,917
*	Voya Government Money Market Fund - Class A (Holding Account)	Voya Retirement Funds	a	454
*	Voya Government Money Market Portfolio - Class I	Voya Retirement Funds	a	11,394
*	Voya Intermediate Bond Fund - Class A	Voya Retirement Funds	a	5,624
*	Voya Large Cap Growth Portfolio - Service Class	Voya Retirement Funds	a	17,032
*	Voya Real Estate Fund - Class A	Voya Retirement Funds	a	7,173
*	Voya Small Company Portfolio - Class I	Voya Retirement Funds	a	9,480
*	Voya SmallCap Opportunities Portfolio - Class I	Voya Retirement Funds	a	3,580
*	Voya Solution 2025 Portfolio - Service Class	Voya Retirement Funds	a	227,128
*	Voya Solution 2035 Portfolio - Service Class	Voya Retirement Funds	a	151,317
*	Voya Solution 2040 Portfolio - Service Class	Voya Retirement Funds	a	20,222
*	Voya Solution 2045 Portfolio - Service Class	Voya Retirement Funds	a	475,905
*	Voya Solution 2050 Portfolio - Service Class	Voya Retirement Funds	a	16,562
*	Voya Solution 2055 Portfolio - Service Class	Voya Retirement Funds	a	48,008
*	Voya Solution 2060 Portfolio - Service Class	Voya Retirement Funds	a	1,188
*	Voya Solution Income Portfolio - Service Class	Voya Retirement Funds	a	64,975
*	VY® Columbia Small Cap Value II Portfolio - Initial Class	Voya Retirement Funds	a	17,056
*	VY® JPMorgan Mid Cap Value Portfolio - Initial Class	Voya Retirement Funds	a	28,860
*	VY® Templeton Foreign Equity Portfolio - Initial Class	Voya Retirement Funds	a	150
Total investments and participant loans				\$ 2,631,081

a - The cost of participant directed investments is not required to be disclosed.

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

Denison Industries 401(k) Plan

**Financial Statements and
Independent Auditor's Report**
As of December 31, 2016 and 2015
and for the year ended December 31, 2016

Denison Industries 401(k) Plan

Financial Statements and Independent Auditor's Report

As of December 31, 2016 and 2015
and for the year ended December 31, 2016

Denison Industries 401(k) Plan

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Tel: 214-969-7007
Fax: 214-953-0722
www.bdo.com

600 North Pearl, Suite 1700
Dallas, TX 75201

Independent Auditor's Report

To the Plan Administrator
Denison Industries 401(k) Plan
Denison, Texas

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.



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 - Supplemental Schedule

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Report on Form and Content in Compliance With DOL Rules and Regulations - 2016

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BDO USA, LLP

Dallas, Texas
October 09, 2017

Financial Statements

Denison Industries 401(k) Plan

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Net assets available for plan benefits	\$ 2,631,081	\$ 1,968,840

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Denison Industries 401(k) Plan

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Net assets available for plan benefits, end of year	\$ 2,631,081

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Denison Industries 401(k) Plan

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Investments

The assets of the Plan are held and the related investment transactions are executed by Voya Financial, Inc. Each participant may elect to allocate their salary deferrals in 1.0% increments to the twenty-nine investment fund options.

Contributions

Each year, participants may contribute a maximum of 100 percent of compensation for each payroll period of eligible pretax annual compensation, as defined in the Plan, or \$18,000, which is the prescribed limit established by the Internal Revenue Service (IRS). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions up to \$6,000. Participant contributions are made by salary reductions at each pay period. From January to March 2016, the Company matched contributions equal to 50 percent of the first 4 percent of compensation that a participant contributed to the Plan. In April 2016, The Company changed the matching policy to contributions equal to 100 percent of the first 3 percent of compensation and 50 percent on the next 2 percent of compensation up to a total of 5 percent. The Company's contribution percentage for purposes of calculating the amount of matching employer contributions is determined each Plan year. All employer contributions are invested as directed by each participant within the allowable investment options. Contributions are subject to certain limitations.

Participant Accounts

A participant's account balance increases with the participant's contributions and the attendant Company matching contributions. A participant's account may increase or decrease dependent upon the performance of the investments that the participant selected. Investment earnings and losses are allocated to participant accounts for each investment based on the participant's account balance in relationship to all account balances. The participant is entitled to the vested portion of their account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of service. A participant is 100 percent vested after three years of service.

Denison Industries 401(k) Plan

Notes to Financial Statements

A year of service for vesting purposes is earned every Plan year that the participant is credited with at least 1,000 hours of service.

Payment of Benefits

Benefits may be paid in a lump-sum distribution. Participants may withdraw all or a portion of the vested account upon reaching age 65, disability, termination of employment, or death. Subject to approval by the Plan administrator, participants with immediate and heavy financial hardships may receive a partial or total distribution of their contributions or rollover contributions.

Forfeitures

Participants leaving the Company before they are fully vested in their allocation of the Company's contributions forfeit their non-vested portion. Additionally, according to the Plan Agreement, forfeitures are retained in the Plan and may first be used to pay administrative expenses, as directed by the Company. To the extent that forfeitures are not used to reduce administrative expenses, any remaining amounts will be used to reduce future employer contributions payable under the Plan.

At December 31, 2016 and 2015, forfeitures of non-vested participant accounts totaled \$2,086 and \$6,890, respectively. For the year ended December 31, 2016, forfeitures of \$8,522 were used to pay administrative expenses or reduce future employer contributions payable under the Plan.

Plan Expenses

Audit fees and other miscellaneous fees are paid by the Company. Costs of administering the Plan are paid by the Company.

Plan Termination

Although it has not expressed any intentions to do so, the Board of Directors may terminate the Plan at any time. Upon termination of the Plan, the net assets of the Plan will be distributed to the participants of the Plan in accordance with the provisions of the ERISA.

Under a partial plan termination, participants that were terminated as a result of the reduction in workforce were made fully vested in the employer contributions credited to their account, if they were not already fully vested.

Notes Receivable from Participants

In accordance with the Plan Agreement, participants are not permitted to make loans against their balances.

Denison Industries 401(k) Plan

Notes to Financial Statements

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting.

Use of Estimates

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

Investment Valuation and Income Recognition

The ERISA imposes certain duties on the parties who are responsible for the operation of the Plan. These parties, called fiduciaries, have a duty to invest plan assets in a prudent manner. However, an exception exists for plans which comply with ERISA Section 404 (C) and permit a participant to exercise control over the assets in his/her account and choose from a broad range of investment alternatives. This Plan is intended to be a Section 404 (C) plan. This means the employee, and not the Plan fiduciary, is responsible for the investment decisions relating to the assets in their individual accounts under the Plan.

The investments of the Plan are stated at fair value based on quoted market prices and net appreciation (depreciation) for the year as reflected in the Plan's statement of changes in net assets available for benefits. The net appreciation (depreciation) in the fair value of the investments consists of realized gains or losses and unrealized appreciation or depreciation on the investments. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end. Investment income is recognized when earned.

Purchases and sales of securities are recorded on a trade-date basis. Interest income and dividends are recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Recently Issued Accounting Policies

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share*, which removes the requirement to categorize, within the fair value hierarchy table, the investments for which fair value is measured using the net asset value per share practical expedient. Instead, an entity is required to include those investments as a reconciling item, so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of net assets available for benefits. In addition, the requirement to make certain disclosures for all investments eligible to be assessed at fair value with the net asset value per share practical expedient has been removed. Instead, such disclosures are restricted only to investments that the entity has elected to measure using the practical expedient. ASU No. 2015-07 is effective for reporting periods beginning after December 15, 2015 and early adoption is permitted. The ASU is to be applied retrospectively in all

Denison Industries 401(k) Plan

Notes to Financial Statements

periods presented in an entity's financial statements. The adoption of this guidance did not have a material impact on the Plan's financial statement.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient*. Part I eliminates the requirement to measure and disclose the fair value of fully benefit-responsive contracts. Under the ASU, contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirement to disclose individual investments which comprise 5% or more of total net assets available for benefits, as well as the net appreciation or depreciation of fair values by investment type. Part II requires plans to continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Part III allows plans to measure investments as of the end of the calendar month closest to the Plan's fiscal year end, when the fiscal period does not coincide with the month-end. Parts I and II are effective for fiscal years beginning after December 15, 2015 and should be applied retrospectively, with early application permitted. Part III is effective for fiscal years beginning after December 15, 2015 and should be applied prospectively, with early application permitted. The adoption of this guidance did not have a material impact on the Plan's financial statement.

3. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. FASB ASC 820, defines fair value, outlines a framework for measuring fair value and details the required disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants as of the measurement date. The Plan uses a fair value hierarchy that has three levels of inputs, both observable and unobservable, with use of the lowest possible level of input to determine fair value. Level 1 inputs include unadjusted quoted prices in active markets for identical assets at the measurement date and have the highest priority. Level 2 inputs include quoted prices for the asset, either directly or indirectly observable, that reflect assumptions market participants would use to price the asset based on market data obtained from sources independent of the Plan. Level 3 inputs are unobservable inputs that reflect the Plan's own assumptions about the assumptions market participants would use to price an asset based on the best information available in the circumstances. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments in a consistent manner each year.

The investments measured at net asset value are valued using a discounted cash flow model that uses assumptions and market data as inputs. The fund fair market value at December 31, 2016 approximates the contract value.

Denison Industries 401(k) Plan

Notes to Financial Statements

The following table presents those assets that are measured at fair value on a recurring basis.

Investment Assets at Fair Value as of December 31, 2016

	Level 1	Level 2	Level 3	Total
Money Market Mutual Fund	\$ 454	\$ -	\$ -	\$ 454
Variable Mutual Fund	2,152,710	-	-	2,152,710
Total assets in the fair value hierarchy	2,153,164	-	-	2,153,164
Investments measured at net asset value(*)	-	-	-	477,917
Total	\$ 2,153,164	\$ -	\$ -	\$ 2,631,081

Investment Assets at Fair Value as of December 31, 2015

	Level 1	Level 2	Level 3	Total
Money Market Mutual Fund	\$ 6,890	\$ -	\$ -	\$ 6,890
Variable Mutual Fund	1,544,619	-	-	1,544,619
Total assets in the fair value hierarchy	1,551,509	-	-	1,551,509
Investments measured at net asset value (*)	-	-	-	417,331
Total	\$ 1,551,509	\$ -	\$ -	\$ 1,968,840

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

4. Information Certified by the Plan's Trustee (Unaudited)

At December 31, 2016 and 2015, the Plan's investments were held by Voya Institutional Trust Company ("Voya"), the trustee. The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments, as reflected in the Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015:
- Net investment income, as reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2016
- Investment Value and information disclosed in Note 3; and
- Investments, as reflected in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016.

Denison Industries 401(k) Plan

Notes to Financial Statements

5. Related Party Transactions

Certain Plan investments include shares of mutual funds managed by Voya, the trustee of the Plan. Transactions involving these investments qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated March 31, 2008, stating that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator and the trustee believe that the Plan is being operated in compliance with the applicable requirements of the IRC, including non-discrimination provisions for highly compensated employees. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

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

7. Risks and Uncertainties

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

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits from the financial statements to the Schedule H of Form 5500:

<i>December 31,</i>	2016	2015
Net assets available for benefits per the financial statements	\$ 2,631,081	\$ 1,968,840
2017 investment earnings (Note 9)	47,669	-
Transfer of assets to Metal Companies 401k Plan (Note 9)	(2,678,750)	-
Net assets available for benefits per Form 5500	\$ -	\$ 1,968,840

Denison Industries 401(k) Plan

Notes to Financial Statements

The following is a reconciliation of the change in net assets available for benefits from the financial statements to the Schedule H of Form 5500.

<i>December 31,</i>	<i>2016</i>
Net increase in net assets available for benefits per the financial statements	\$ 662,241
Add: 2017 investment earnings (Note 9)	47,669
Net increase per Form 5500	\$ 709,910

9. Subsequent Event

The Plan evaluated its December 31, 2016 financial statements for subsequent events through October 9, 2017, the date the financial statements were available to be issued. Effective January 1, 2017, the Denison Industries 401(k) Plan was merged into the Metal Companies 401(K) Plan. The net assets of the Denison Industries 401(k) Plan, including investment earnings in 2017 were transferred to the Metal Companies 401(k) Plan on January 6, 2017.

Supplemental Schedule

Denison Industries 401(k) Plan

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

December 31, 2016		EIN: 75-2013184 Plan: 003			
(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value	
	American Funds® American Balanced Fund® - Class R-3	American Funds	a	\$	113,316
	American Funds® Fundamental InvestorsSM - Class R-3	American Funds	a		35,379
	American Funds® New Perspective Fund® - Class R-3	American Funds	a		328,814
	American Funds® The Growth Fund of America® - Class R-3	American Funds	a		205,330
	American Funds® Washington Mutual Investors FundSM - Class R-3	American Funds	a		143,990
	Ariel Appreciation Fund - Investor Class	Ariel Investments	a		31,195
	Baron Asset Fund - Retail Shares	Baron Capital Group	a		154,407
	Manning & Napier Fund, Inc. World Opportunities Series - Class S	Manning & Napier Fund	a		3,495
	Oppenheimer Developing Markets Fund - Class A	Oppenheimer Funds	a		12,635
	Pioneer Strategic Income Fund - Class Y Shares	Pioneer Investments	a		18,495
*	Voya Fixed Account	Voya Retirement Funds	a		477,917
*	Voya Government Money Market Fund - Class A (Holding Account)	Voya Retirement Funds	a		454
*	Voya Government Money Market Portfolio - Class I	Voya Retirement Funds	a		11,394
*	Voya Intermediate Bond Fund - Class A	Voya Retirement Funds	a		5,624
*	Voya Large Cap Growth Portfolio - Service Class	Voya Retirement Funds	a		17,032
*	Voya Real Estate Fund - Class A	Voya Retirement Funds	a		7,173
*	Voya Small Company Portfolio - Class I	Voya Retirement Funds	a		9,480
*	Voya SmallCap Opportunities Portfolio - Class I	Voya Retirement Funds	a		3,580
*	Voya Solution 2025 Portfolio - Service Class	Voya Retirement Funds	a		227,128
*	Voya Solution 2035 Portfolio - Service Class	Voya Retirement Funds	a		151,317
*	Voya Solution 2040 Portfolio - Service Class	Voya Retirement Funds	a		20,222
*	Voya Solution 2045 Portfolio - Service Class	Voya Retirement Funds	a		475,905
*	Voya Solution 2050 Portfolio - Service Class	Voya Retirement Funds	a		16,562
*	Voya Solution 2055 Portfolio - Service Class	Voya Retirement Funds	a		48,008
*	Voya Solution 2060 Portfolio - Service Class	Voya Retirement Funds	a		1,188
*	Voya Solution Income Portfolio - Service Class	Voya Retirement Funds	a		64,975
*	VY® Columbia Small Cap Value II Portfolio - Initial Class	Voya Retirement Funds	a		17,056
*	VY® JPMorgan Mid Cap Value Portfolio - Initial Class	Voya Retirement Funds	a		28,860
*	VY® Templeton Foreign Equity Portfolio - Initial Class	Voya Retirement Funds	a		150
Total investments and participant loans				\$	2,631,081

a - The cost of participant directed investments is not required to be disclosed.

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