

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

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(K) PLAN</u>	1b	Three-digit plan number (PN) ► <u>001</u>
		1c	Effective date of plan <u>12/23/1981</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>WESTERN MANAGEMENT, INC.</u> <u>14577 LORAIN AVENUE</u> <u>CLEVELAND, OH 44111</u>	2b	Employer Identification Number (EIN) <u>34-1427510</u>
		2c	Plan Sponsor's telephone number <u>216-941-3333</u>
		2d	Business code (see instructions) <u>322200</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.	10/11/2017	STEVEN J. PERNEY, TREASURER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2017	STEVEN J. PERNEY, TREASURER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 502
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	 6a(1) 341 6a(2) 335 6b 0 6c 189 6d 524 6e 1 6f 525 6g 508 6h 37
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H 2S b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

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

A Name of plan WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 WESTERN MANAGEMENT, INC.	D Employer Identification Number (EIN) 34-1427510

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 AMERICAN FUNDS
--

95-1411037

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

93-0577450

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

06-1194217

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

58-2287224

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

PRUDENTIAL INVESTMENTS

22-3703799

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

T. ROWE PRICE

52-2264646

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

VANGUARD

23-1945930

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

PARAMETRIC FUNDS

04-2718215

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

OPPENHEIMER FUNDS

13-2527171

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

LEGG MASONWESTERN

52-1200960

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 49 50 60 62 63 64	SERVICE PROVIDER	5754	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 WESTERN MANAGEMENT, INC.	D Employer Identification Number (EIN) 34-1427510	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
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)	409142	374864
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	10123042	10599115
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	10532184 10973979
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	10532184 10973979

Part II Income and Expense Statement

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

		(a) Amount	(b) Total
Income			
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	295790
	(B) Participants	2a(1)(B)	643062
	(C) Others (including rollovers)	2a(1)(C)	2064
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	940916
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)	15916
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	15916
(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)	151230
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	151230
(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)		
(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)		472823
c Other income.....	2c		94
d Total income. Add all income amounts in column (b) and enter total.....	2d		1580979

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1121095	
(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)		1121095
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	18089	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		18089
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1139184

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		441795
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: MCMANUS DOSEN & CO

(2) EIN: 34-1639529

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

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

Part V Trust Information

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

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

A Name of plan <u>WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WESTERN MANAGEMENT, INC.</u>	D Employer Identification Number (EIN) <u>34-1427510</u>

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

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

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

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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



PROFIT SHARING & 401(k) PLAN

**FINANCIAL REPORT
DECEMBER 31, 2016 AND 2015**



McMANUS, DOSEN & CO.
Certified Public Accountants

WESTERN MANAGEMENT, INC.
PROFIT SHARING & 401(k) PLAN
FINANCIAL REPORT TABLE OF CONTENTS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

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McMANUS, DOSEN & CO.

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE PARTICIPANTS AND PLAN ADMINISTRATOR
WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statement 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of schedule of assets (held at end of year), is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

A handwritten signature in black ink that reads "McManus, Dosen & Co." in a cursive, slightly stylized font.

McMANUS, DOSEN & CO.
Middleburg Heights, Ohio
July 12, 2017

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015**

<u>ASSETS</u>	<u>2016</u>	<u>2015</u>
INVESTMENTS (Notes 1, 2, 3, 4 and 5)	<u>\$ 10,599,114</u>	<u>\$ 10,123,040</u>
RECEIVABLES (Note 1):		
Participant contributions.	-	19,514
Employer contributions.	123,517	39,316
Participant loans (Note 2)	<u>374,864</u>	<u>409,143</u>
Total receivables.	<u>498,381</u>	<u>467,973</u>
TOTAL ASSETS.	11,097,495	10,591,013
<u>LIABILITIES</u>		
CORRECTIVE DISTRIBUTIONS.	<u>3,154</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS.	<u><u>\$ 11,094,341</u></u>	<u><u>\$ 10,591,013</u></u>

The accompanying Notes to Financial Statements are an integral part of these statements.

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016**

ADDITIONS:

Investment income:

Net appreciation in fair value of investments (Notes 2, 3, and 4)	\$ 472,823	
Dividends and capital gains from registered investment companies . . .	151,230	
Interest from participant loans	15,916	
Other income	95	
Net investment income		\$ 640,064

Contributions (Note 1):

Participants	620,394	
Employer	379,991	
Participant rollovers	2,064	
Total contributions		1,002,449
Total additions		1,642,513

DEDUCTIONS:

Benefit payments (Note 1)	1,121,096	
Administrative expenses (Note 1)	18,089	
Total deductions		1,139,185

NET INCREASE IN PLAN NET ASSETS 503,328

NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR

10,591,013

NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR

\$ 11,094,341

The accompanying Notes to Financial Statements are an integral part of these statements.

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

1. DESCRIPTION OF PLAN

The following description of the Western Management, Inc. Profit Sharing & 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan covering substantially all employees of Conrad's Tire Service, Inc., Xpress Tire & Auto Supply, Inc., Western Management, Inc., S & H Industries, Inc., Elyria Spring and Specialty, Inc., and Conrad's Laserwash Company, Inc., (the "Companies") who have worked 1,000 hours, attained the age of 21 within the Plan year, and met certain other eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participants' Account – Each participant's account is credited with an allocation of (a) his or her elective deferral, (b) the Companies' contribution, if applicable, (c) Plan earnings, (d) forfeitures of terminated participants' non vested accounts, and (e) charged with an allocation of administrative expenses, if any. Allocations by the Plan are based on participant earnings or account balances as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Funding Policy – The Companies' funding policy is to make the contributions to the Plan as soon as administratively feasible.

Investments – Upon enrollment in the Plan, a participant may direct contributions among investment options and may change their investment options on any normal business day.

Contributions – Participants may make pre-tax contributions in 1% increments of their compensation or a flat dollar amount per pay period under the 401(k) plan provisions up to the maximum amount set by law. The Plan allows for "catch-up contributions" as set by the law for participants that attain the age 50 before year end. For 2016, the Companies contributed \$.50 for each \$1 contributed by participants up to 7.5% for Conrad's Tire Service, Inc., Xpress Tire & Auto Supply, Inc. and Conrad's Laserwash Company, Inc., 4.5% for Western Management, Inc., 4.0% for Elyria Spring and Specialty, Inc., and 3.5% for S & H Industries, Inc. of their individual total base compensation. For 2015, the Companies contributed \$.50 for each \$1 contributed by participants up to 8% for Conrad's Tire Service, Inc. and Xpress Tire & Auto Supply, Inc., 4.5% for Western Management, Inc., 5.5% for Elyria Spring and Specialty, Inc., and 4% for S & H Industries, Inc. of their individual total base compensation. In addition, each year the Companies determine, at their discretion, the amount to be contributed out of current and accumulated profits. Contributions are subject to maximum annual limits as defined by various laws and regulations.

Notes receivable from participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bears interest at rates ranging from 4.25% to 10.5%, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions. All expenses associated with the establishment and administration of the loan will be paid by or charged to the participant's account. Repayments of principal and interest are credited to the participant's separate accounts within the funds as elected by the participants. Until such repayments are received, the loan receivable is accounted for in the participant's loan fund.

Payment of Benefits – Benefits will be paid from the Plan upon the occurrence of any of the following events:

Retirement - a participant, upon retirement from employment with the Company, at either normal retirement date or at any time thereafter, shall be entitled to receive the entire balance in his or her account.

Disability - In the event a participant becomes totally disabled, the participant shall be entitled to receive the entire balance in his or her account.

Death - upon death of a participant, the beneficiary of the participant shall be entitled to receive the entire balance in his or her account remaining at death.

Termination of Employment - upon termination of employment with the Company for any reason other than death or total disability, a participant shall be entitled to the vested balance in his or her account.

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

Vesting – A participant has a 100% non-forfeitable vested interest in his or her portion of contributions. Vesting in the participants' matching and profit sharing accounts is based on years of continuous service according to a six year graduated scale. The participant will be 20% vested after two years of service and will vest an additional 20% for each year thereafter. A participant is 100% vested after six years of credited service or in the event of death, disability, or retirement of the participant.

Forfeitures – The Companies have the option to use forfeited non-vested unallocated accounts to reduce the employer's discretionary contribution or to reallocate these funds to participants in the same manner as Companies' contributions. At December 31, 2016 and 2015, forfeited unallocated accounts totaled \$20,710 and \$17,422 respectively. These forfeited non-vested amounts have been re-allocated to participants in the same manner as the Companies' contributions for 2016 and 2015.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value (See Note 5) which is based on the quoted market values on the last business day of the Plan year. The change in the difference between current value and the cost of investments and gain or loss on the sale of investments are reflected in the statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments. The cost of investments sold is based on the average cost of the investments.

Notes receivable from participants – Participant loans are measured as receivables at their unpaid principal balance plus any accrued but unpaid interest which approximates estimated fair value. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded at December 31, 2016 or 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reclassified as distributions based upon the Plan document.

Benefit Payments – Benefits are recorded when paid.

Accounting Estimates – Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of changes in net assets. Actual results could vary from the estimates that were used.

3. INVESTMENTS

During 2016, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$472,823.

4. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

Wells Fargo Bank, NA, current trustee of the Plan, held the Plan's investment assets and executed transactions therein as of and for the year ended December 31, 2016 and 2015. The following is a summary of the Plan's financial information certified by the Trustee as complete and accurate in accordance with section 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. Also, the information included in the supplementary schedule, Schedule of Assets (Held at End of Year) was certified by Wells Fargo Bank, NA.

	2016	2015
Value of interest in registered investment companies	\$ 10,599,114	\$ 10,123,040

Changes in net assets for the year ended December 31, 2016, not audited, include the following:

Net investment gain from registered investment companies	\$ 472,823
Dividends and capital gains from registered investment companies	\$ 151,230

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

5. VALUATION OF INVESTMENTS

FASB ASC 820, *Fair Value Measurements*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in active market;
- Inputs other than quoted prices that are observable for assets or liabilities;
- Inputs that are derived principally from or corroborated by observable inputs for substantially the full term of the asset or liability.

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

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

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

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

Mutual funds – Valued at the net asset value of shares held by the Plan at year-end.

Money market funds – Valued at the net asset value of shares held by the Plan at year-end.

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

A summary of the Plan's investments showing their year-end valuations and valuation source is as follows:

	Fair Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)
<u>December 31, 2016</u>		
Mutual funds	9,287,717	9,287,717
Money Market	1,311,397	1,311,397
Total	<u>\$ 10,599,114</u>	<u>\$ 10,599,114</u>
<u>December 31, 2015</u>		
Mutual funds	\$ 8,717,620	\$ 8,717,620
Money Market	1,405,420	1,405,420
Total	<u>\$ 10,123,040</u>	<u>\$ 10,123,040</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

6. PLAN TERMINATION

Although they have not expressed an intent to do so, the Companies have the right, at any time, to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

7. TAX MATTERS

The Plan obtained its latest determination letter on February 8, 1993, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. The Summary Plan Description as amended has been submitted to ERISA for their review and filing.

Accounting principles generally accepted in the United State of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has determined that the Plan does not have any uncertain tax positions and the associated unrecognized benefits that materially impact the financial statements or related disclosures. 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.

8. RISKS AND UNCERTAINTIES

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

9. RECONCILIATION TO FORM 5500

Differences between financial statements and the Form 5500 relate to the Trustee reporting Plan activity on the cash basis Form 5500. The following is a reconciliation of net assets available for benefits and contributions as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$11,094,341	\$ 10,591,013
Accrual to cash reconciliations:		
Receivables	(123,517)	(58,830)
Payables	3,154	-
Rounding	<u>1</u>	<u>1</u>
Net assets available for Plan benefits		
Per Form 5500, Schedule H	<u>\$ 10,973,979</u>	<u>\$10,532,184</u>

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Certain Plan investments are managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the trustee of the Plan as defined by the Plan agreement and, therefore, these transactions qualify as party-in-interest. Administrative fees related to the administration of the Plan are paid by the Plan. Other administrative fees are paid by the Plan Sponsor on behalf of the Plan.

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Subsequent events are those events or transactions that occur following the Statement of Financial Position date, but before the financial statements are issued, or are available to be issued. ASC Section 855, *Subsequent Events*, requires disclosure regarding the date through which subsequent events have been evaluated and the basis for determining that date. Subsequent events have been evaluated through September 5, 2017, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN
EMPLOYER NO. 34-1427510, PLAN NO. 001

FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost **	(e) Current Value
<u>Participant Loans</u>				
*	Participant Loans	Short-term loans (interest rates range from 4.25% to 10.5%)	\$	<u>376,864</u>
<u>Units of Registered Investment Companies</u>				
<i>Money Market Accounts</i>				
*	Wells Fargo Bank, N.A.	Wells Fargo Adv Treasury Plus		<u>1,311,397</u>
<i>Mutual Funds</i>				
*	Wells Fargo Bank, N.A.	American Capital World Growth & Income		949,523
*	Wells Fargo Bank, N.A.	T Rowe Price Health Sciences Fund		755,261
*	Wells Fargo Bank, N.A.	Western Funds Bond Fund of America		713,847
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*	Wells Fargo Bank, N.A.	Vanguard Small-Cap Growth Index Fund		574,931
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*	Wells Fargo Bank, N.A.	T Rowe Price Retirement 2035		217,871
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*	Wells Fargo Bank, N.A.	Parametric Emerging Markets Fund		12,248
*	Wells Fargo Bank, N.A.	Oppenheimer International Growth		9,204
*	Wells Fargo Bank, N.A.	Templeton Foreign Fund		<u>4,024</u>
Subtotal value of mutual funds				<u>9,287,717</u>
Subtotal value of interest in registered investment companies				<u>10,599,114</u>
Total of assets held at end of year				<u>\$ 10,975,978</u>

* - Represents party in interest transactions

** - Costs omitted for participant-directed investments



PROFIT SHARING & 401(k) PLAN

FINANCIAL REPORT
DECEMBER 31, 2016 AND 2015



McMANUS, DOSEN & CO.
Certified Public Accountants

**WESTERN MANAGEMENT, INC.
PROFIT SHARING & 401(k) PLAN
FINANCIAL REPORT TABLE OF CONTENTS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015**

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McMANUS, DOSEN & CO.

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE PARTICIPANTS AND PLAN ADMINISTRATOR
WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statement 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of schedule of assets (held at end of year), is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

A handwritten signature in black ink that reads "McManus, Dosen & Co." in a cursive, slightly stylized font.

McMANUS, DOSEN & CO.
Middleburg Heights, Ohio
July 12, 2017

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015**

<u>ASSETS</u>	<u>2016</u>	<u>2015</u>
INVESTMENTS (Notes 1, 2, 3, 4 and 5)	<u>\$ 10,599,114</u>	<u>\$ 10,123,040</u>
RECEIVABLES (Note 1):		
Participant contributions	-	19,514
Employer contributions	123,517	39,316
Participant loans (Note 2)	<u>374,864</u>	<u>409,143</u>
Total receivables	<u>498,381</u>	<u>467,973</u>
TOTAL ASSETS	11,097,495	10,591,013
<u>LIABILITIES</u>		
CORRECTIVE DISTRIBUTIONS	<u>3,154</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 11,094,341</u></u>	<u><u>\$ 10,591,013</u></u>

The accompanying Notes to Financial Statements are an integral part of these statements.

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016**

ADDITIONS:

Investment income:

Net appreciation in fair value of investments (Notes 2, 3, and 4)	\$ 472,823	
Dividends and capital gains from registered investment companies . . .	151,230	
Interest from participant loans	15,916	
Other income	95	
Net investment income		\$ 640,064

Contributions (Note 1):

Participants	620,394	
Employer	379,991	
Participant rollovers	2,064	
Total contributions		1,002,449
Total additions		1,642,513

DEDUCTIONS:

Benefit payments (Note 1)	1,121,096	
Administrative expenses (Note 1)	18,089	
Total deductions		1,139,185

NET INCREASE IN PLAN NET ASSETS 503,328

NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR

10,591,013

NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR

\$ 11,094,341

The accompanying Notes to Financial Statements are an integral part of these statements.

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

1. DESCRIPTION OF PLAN

The following description of the Western Management, Inc. Profit Sharing & 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan covering substantially all employees of Conrad's Tire Service, Inc., Xpress Tire & Auto Supply, Inc., Western Management, Inc., S & H Industries, Inc., Elyria Spring and Specialty, Inc., and Conrad's Laserwash Company, Inc., (the "Companies") who have worked 1,000 hours, attained the age of 21 within the Plan year, and met certain other eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participants' Account – Each participant's account is credited with an allocation of (a) his or her elective deferral, (b) the Companies' contribution, if applicable, (c) Plan earnings, (d) forfeitures of terminated participants' non vested accounts, and (e) charged with an allocation of administrative expenses, if any. Allocations by the Plan are based on participant earnings or account balances as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Funding Policy – The Companies' funding policy is to make the contributions to the Plan as soon as administratively feasible.

Investments – Upon enrollment in the Plan, a participant may direct contributions among investment options and may change their investment options on any normal business day.

Contributions – Participants may make pre-tax contributions in 1% increments of their compensation or a flat dollar amount per pay period under the 401(k) plan provisions up to the maximum amount set by law. The Plan allows for "catch-up contributions" as set by the law for participants that attain the age 50 before year end. For 2016, the Companies contributed \$.50 for each \$1 contributed by participants up to 7.5% for Conrad's Tire Service, Inc., Xpress Tire & Auto Supply, Inc. and Conrad's Laserwash Company, Inc., 4.5% for Western Management, Inc., 4.0% for Elyria Spring and Specialty, Inc., and 3.5% for S & H Industries, Inc. of their individual total base compensation. For 2015, the Companies contributed \$.50 for each \$1 contributed by participants up to 8% for Conrad's Tire Service, Inc. and Xpress Tire & Auto Supply, Inc., 4.5% for Western Management, Inc., 5.5% for Elyria Spring and Specialty, Inc., and 4% for S & H Industries, Inc. of their individual total base compensation. In addition, each year the Companies determine, at their discretion, the amount to be contributed out of current and accumulated profits. Contributions are subject to maximum annual limits as defined by various laws and regulations.

Notes receivable from participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bears interest at rates ranging from 4.25% to 10.5%, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions. All expenses associated with the establishment and administration of the loan will be paid by or charged to the participant's account. Repayments of principal and interest are credited to the participant's separate accounts within the funds as elected by the participants. Until such repayments are received, the loan receivable is accounted for in the participant's loan fund.

Payment of Benefits – Benefits will be paid from the Plan upon the occurrence of any of the following events:

Retirement - a participant, upon retirement from employment with the Company, at either normal retirement date or at any time thereafter, shall be entitled to receive the entire balance in his or her account.

Disability - In the event a participant becomes totally disabled, the participant shall be entitled to receive the entire balance in his or her account.

Death - upon death of a participant, the beneficiary of the participant shall be entitled to receive the entire balance in his or her account remaining at death.

Termination of Employment - upon termination of employment with the Company for any reason other than death or total disability, a participant shall be entitled to the vested balance in his or her account.

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

Vesting – A participant has a 100% non-forfeitable vested interest in his or her portion of contributions. Vesting in the participants' matching and profit sharing accounts is based on years of continuous service according to a six year graduated scale. The participant will be 20% vested after two years of service and will vest an additional 20% for each year thereafter. A participant is 100% vested after six years of credited service or in the event of death, disability, or retirement of the participant.

Forfeitures – The Companies have the option to use forfeited non-vested unallocated accounts to reduce the employer's discretionary contribution or to reallocate these funds to participants in the same manner as Companies' contributions. At December 31, 2016 and 2015, forfeited unallocated accounts totaled \$20,710 and \$17,422 respectively. These forfeited non-vested amounts have been re-allocated to participants in the same manner as the Companies' contributions for 2016 and 2015.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value (See Note 5) which is based on the quoted market values on the last business day of the Plan year. The change in the difference between current value and the cost of investments and gain or loss on the sale of investments are reflected in the statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments. The cost of investments sold is based on the average cost of the investments.

Notes receivable from participants – Participant loans are measured as receivables at their unpaid principal balance plus any accrued but unpaid interest which approximates estimated fair value. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded at December 31, 2016 or 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reclassified as distributions based upon the Plan document.

Benefit Payments – Benefits are recorded when paid.

Accounting Estimates – Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of changes in net assets. Actual results could vary from the estimates that were used.

3. INVESTMENTS

During 2016, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$472,823.

4. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

Wells Fargo Bank, NA, current trustee of the Plan, held the Plan's investment assets and executed transactions therein as of and for the year ended December 31, 2016 and 2015. The following is a summary of the Plan's financial information certified by the Trustee as complete and accurate in accordance with section 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. Also, the information included in the supplementary schedule, Schedule of Assets (Held at End of Year) was certified by Wells Fargo Bank, NA.

	2016	2015
Value of interest in registered investment companies	\$ 10,599,114	\$ 10,123,040

Changes in net assets for the year ended December 31, 2016, not audited, include the following:

Net investment gain from registered investment companies	\$ 472,823
Dividends and capital gains from registered investment companies	\$ 151,230

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

5. VALUATION OF INVESTMENTS

FASB ASC 820, *Fair Value Measurements*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in active market;
- Inputs other than quoted prices that are observable for assets or liabilities;
- Inputs that are derived principally from or corroborated by observable inputs for substantially the full term of the asset or liability.

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

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

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

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

Mutual funds – Valued at the net asset value of shares held by the Plan at year-end.

Money market funds – Valued at the net asset value of shares held by the Plan at year-end.

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

A summary of the Plan's investments showing their year-end valuations and valuation source is as follows:

	Fair Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)
<u>December 31, 2016</u>		
Mutual funds	9,287,717	9,287,717
Money Market	1,311,397	1,311,397
Total	<u>\$ 10,599,114</u>	<u>\$ 10,599,114</u>
<u>December 31, 2015</u>		
Mutual funds	\$ 8,717,620	\$ 8,717,620
Money Market	1,405,420	1,405,420
Total	<u>\$ 10,123,040</u>	<u>\$ 10,123,040</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

6. PLAN TERMINATION

Although they have not expressed an intent to do so, the Companies have the right, at any time, to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

7. TAX MATTERS

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WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN
EMPLOYER NO. 34-1427510, PLAN NO. 001

FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost **	(e) Current Value
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<i>Mutual Funds</i>				
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Subtotal value of mutual funds				<u>9,287,717</u>
Subtotal value of interest in registered investment companies				<u>10,599,114</u>
Total of assets held at end of year				<u>\$ 10,975,978</u>

* - Represents party in interest transactions

** - Costs omitted for participant-directed investments



PROFIT SHARING & 401(k) PLAN

**FINANCIAL REPORT
DECEMBER 31, 2016 AND 2015**



McMANUS, DOSEN & CO.
Certified Public Accountants

**WESTERN MANAGEMENT, INC.
PROFIT SHARING & 401(k) PLAN
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McMANUS, DOSEN & CO.

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE PARTICIPANTS AND PLAN ADMINISTRATOR
WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statement 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of schedule of assets (held at end of year), is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

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

A handwritten signature in black ink that reads "McManus, Dosen & Co." in a cursive, slightly stylized font.

McMANUS, DOSEN & CO.
Middleburg Heights, Ohio
July 12, 2017

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015**

<u>ASSETS</u>	<u>2016</u>	<u>2015</u>
INVESTMENTS (Notes 1, 2, 3, 4 and 5)	<u>\$ 10,599,114</u>	<u>\$ 10,123,040</u>
RECEIVABLES (Note 1):		
Participant contributions	-	19,514
Employer contributions	123,517	39,316
Participant loans (Note 2)	<u>374,864</u>	<u>409,143</u>
Total receivables	<u>498,381</u>	<u>467,973</u>
TOTAL ASSETS	11,097,495	10,591,013
<u>LIABILITIES</u>		
CORRECTIVE DISTRIBUTIONS	<u>3,154</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 11,094,341</u></u>	<u><u>\$ 10,591,013</u></u>

The accompanying Notes to Financial Statements are an integral part of these statements.

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016**

ADDITIONS:

Investment income:

Net appreciation in fair value of investments (Notes 2, 3, and 4)	\$ 472,823	
Dividends and capital gains from registered investment companies . . .	151,230	
Interest from participant loans	15,916	
Other income	95	
Net investment income		\$ 640,064

Contributions (Note 1):

Participants	620,394	
Employer	379,991	
Participant rollovers	2,064	
Total contributions		1,002,449
Total additions		1,642,513

DEDUCTIONS:

Benefit payments (Note 1)	1,121,096	
Administrative expenses (Note 1)	18,089	
Total deductions		1,139,185

NET INCREASE IN PLAN NET ASSETS 503,328

NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR . . . 10,591,013

NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR \$ 11,094,341

The accompanying Notes to Financial Statements are an integral part of these statements.

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

1. DESCRIPTION OF PLAN

The following description of the Western Management, Inc. Profit Sharing & 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan covering substantially all employees of Conrad's Tire Service, Inc., Xpress Tire & Auto Supply, Inc., Western Management, Inc., S & H Industries, Inc., Elyria Spring and Specialty, Inc., and Conrad's Laserwash Company, Inc., (the "Companies") who have worked 1,000 hours, attained the age of 21 within the Plan year, and met certain other eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participants' Account – Each participant's account is credited with an allocation of (a) his or her elective deferral, (b) the Companies' contribution, if applicable, (c) Plan earnings, (d) forfeitures of terminated participants' non vested accounts, and (e) charged with an allocation of administrative expenses, if any. Allocations by the Plan are based on participant earnings or account balances as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Funding Policy – The Companies' funding policy is to make the contributions to the Plan as soon as administratively feasible.

Investments – Upon enrollment in the Plan, a participant may direct contributions among investment options and may change their investment options on any normal business day.

Contributions – Participants may make pre-tax contributions in 1% increments of their compensation or a flat dollar amount per pay period under the 401(k) plan provisions up to the maximum amount set by law. The Plan allows for "catch-up contributions" as set by the law for participants that attain the age 50 before year end. For 2016, the Companies contributed \$.50 for each \$1 contributed by participants up to 7.5% for Conrad's Tire Service, Inc., Xpress Tire & Auto Supply, Inc. and Conrad's Laserwash Company, Inc., 4.5% for Western Management, Inc., 4.0% for Elyria Spring and Specialty, Inc., and 3.5% for S & H Industries, Inc. of their individual total base compensation. For 2015, the Companies contributed \$.50 for each \$1 contributed by participants up to 8% for Conrad's Tire Service, Inc. and Xpress Tire & Auto Supply, Inc., 4.5% for Western Management, Inc., 5.5% for Elyria Spring and Specialty, Inc., and 4% for S & H Industries, Inc. of their individual total base compensation. In addition, each year the Companies determine, at their discretion, the amount to be contributed out of current and accumulated profits. Contributions are subject to maximum annual limits as defined by various laws and regulations.

Notes receivable from participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bears interest at rates ranging from 4.25% to 10.5%, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions. All expenses associated with the establishment and administration of the loan will be paid by or charged to the participant's account. Repayments of principal and interest are credited to the participant's separate accounts within the funds as elected by the participants. Until such repayments are received, the loan receivable is accounted for in the participant's loan fund.

Payment of Benefits – Benefits will be paid from the Plan upon the occurrence of any of the following events:

Retirement - a participant, upon retirement from employment with the Company, at either normal retirement date or at any time thereafter, shall be entitled to receive the entire balance in his or her account.

Disability - In the event a participant becomes totally disabled, the participant shall be entitled to receive the entire balance in his or her account.

Death - upon death of a participant, the beneficiary of the participant shall be entitled to receive the entire balance in his or her account remaining at death.

Termination of Employment - upon termination of employment with the Company for any reason other than death or total disability, a participant shall be entitled to the vested balance in his or her account.

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

Vesting – A participant has a 100% non-forfeitable vested interest in his or her portion of contributions. Vesting in the participants' matching and profit sharing accounts is based on years of continuous service according to a six year graduated scale. The participant will be 20% vested after two years of service and will vest an additional 20% for each year thereafter. A participant is 100% vested after six years of credited service or in the event of death, disability, or retirement of the participant.

Forfeitures – The Companies have the option to use forfeited non-vested unallocated accounts to reduce the employer's discretionary contribution or to reallocate these funds to participants in the same manner as Companies' contributions. At December 31, 2016 and 2015, forfeited unallocated accounts totaled \$20,710 and \$17,422 respectively. These forfeited non-vested amounts have been re-allocated to participants in the same manner as the Companies' contributions for 2016 and 2015.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value (See Note 5) which is based on the quoted market values on the last business day of the Plan year. The change in the difference between current value and the cost of investments and gain or loss on the sale of investments are reflected in the statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments. The cost of investments sold is based on the average cost of the investments.

Notes receivable from participants – Participant loans are measured as receivables at their unpaid principal balance plus any accrued but unpaid interest which approximates estimated fair value. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded at December 31, 2016 or 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reclassified as distributions based upon the Plan document.

Benefit Payments – Benefits are recorded when paid.

Accounting Estimates – Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of changes in net assets. Actual results could vary from the estimates that were used.

3. INVESTMENTS

During 2016, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$472,823.

4. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

Wells Fargo Bank, NA, current trustee of the Plan, held the Plan's investment assets and executed transactions therein as of and for the year ended December 31, 2016 and 2015. The following is a summary of the Plan's financial information certified by the Trustee as complete and accurate in accordance with section 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. Also, the information included in the supplementary schedule, Schedule of Assets (Held at End of Year) was certified by Wells Fargo Bank, NA.

	2016	2015
Value of interest in registered investment companies	\$ 10,599,114	\$ 10,123,040

Changes in net assets for the year ended December 31, 2016, not audited, include the following:

Net investment gain from registered investment companies	\$ 472,823
Dividends and capital gains from registered investment companies	\$ 151,230

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

5. VALUATION OF INVESTMENTS

FASB ASC 820, *Fair Value Measurements*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in active market;
- Inputs other than quoted prices that are observable for assets or liabilities;
- Inputs that are derived principally from or corroborated by observable inputs for substantially the full term of the asset or liability.

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

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

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

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

Mutual funds – Valued at the net asset value of shares held by the Plan at year-end.

Money market funds – Valued at the net asset value of shares held by the Plan at year-end.

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

A summary of the Plan's investments showing their year-end valuations and valuation source is as follows:

	Fair Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)
<u>December 31, 2016</u>		
Mutual funds	9,287,717	9,287,717
Money Market	1,311,397	1,311,397
Total	<u>\$ 10,599,114</u>	<u>\$ 10,599,114</u>
<u>December 31, 2015</u>		
Mutual funds	\$ 8,717,620	\$ 8,717,620
Money Market	1,405,420	1,405,420
Total	<u>\$ 10,123,040</u>	<u>\$ 10,123,040</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

6. PLAN TERMINATION

Although they have not expressed an intent to do so, the Companies have the right, at any time, to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

7. TAX MATTERS

The Plan obtained its latest determination letter on February 8, 1993, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. The Summary Plan Description as amended has been submitted to ERISA for their review and filing.

Accounting principles generally accepted in the United State of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has determined that the Plan does not have any uncertain tax positions and the associated unrecognized benefits that materially impact the financial statements or related disclosures. 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.

8. RISKS AND UNCERTAINTIES

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

9. RECONCILIATION TO FORM 5500

Differences between financial statements and the Form 5500 relate to the Trustee reporting Plan activity on the cash basis Form 5500. The following is a reconciliation of net assets available for benefits and contributions as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$11,094,341	\$ 10,591,013
Accrual to cash reconciliations:		
Receivables	(123,517)	(58,830)
Payables	3,154	-
Rounding	<u>1</u>	<u>1</u>
Net assets available for Plan benefits		
Per Form 5500, Schedule H	<u>\$ 10,973,979</u>	<u>\$10,532,184</u>

10. TRANSACTIONS WITH PARTIES-IN-INTEREST

Certain Plan investments are managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the trustee of the Plan as defined by the Plan agreement and, therefore, these transactions qualify as party-in-interest. Administrative fees related to the administration of the Plan are paid by the Plan. Other administrative fees are paid by the Plan Sponsor on behalf of the Plan.

11. SUBSEQUENT EVENTS

Subsequent events are those events or transactions that occur following the Statement of Financial Position date, but before the financial statements are issued, or are available to be issued. ASC Section 855, *Subsequent Events*, requires disclosure regarding the date through which subsequent events have been evaluated and the basis for determining that date. Subsequent events have been evaluated through September 5, 2017, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

WESTERN MANAGEMENT, INC. PROFIT SHARING & 401(k) PLAN
EMPLOYER NO. 34-1427510, PLAN NO. 001

FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

(a)	(b) Identity of Issue, Borrower, or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost **	(e) Current Value
<u>Participant Loans</u>				
*	Participant Loans	Short-term loans (interest rates range from 4.25% to 10.5%)	\$	<u>376,864</u>
<u>Units of Registered Investment Companies</u>				
<i>Money Market Accounts</i>				
*	Wells Fargo Bank, N.A.	Wells Fargo Adv Treasury Plus		<u>1,311,397</u>
<i>Mutual Funds</i>				
*	Wells Fargo Bank, N.A.	American Capital World Growth & Income		949,523
*	Wells Fargo Bank, N.A.	T Rowe Price Health Sciences Fund		755,261
*	Wells Fargo Bank, N.A.	Western Funds Bond Fund of America		713,847
*	Wells Fargo Bank, N.A.	T Rowe Price Retirement 2025		710,817
*	Wells Fargo Bank, N.A.	T Rowe Price Retirement 2045		630,993
*	Wells Fargo Bank, N.A.	T Rowe Price Retirement 2055		607,328
*	Wells Fargo Bank, N.A.	Vanguard Small-Cap Growth Index Fund		574,931
*	Wells Fargo Bank, N.A.	Vanguard Windsor II Fund		533,338
*	Wells Fargo Bank, N.A.	ClearBridge Aggressive Growth Fund		479,183
*	Wells Fargo Bank, N.A.	Columbia Technology Fund		459,200
*	Wells Fargo Bank, N.A.	Jennison Utility Fund		420,053
*	Wells Fargo Bank, N.A.	Vanguard Mid-Cap Index Fund		372,536
*	Wells Fargo Bank, N.A.	Van Kampen Equity and Income		362,105
*	Wells Fargo Bank, N.A.	Vanguard Intermediate-Term Treasury		344,891
*	Wells Fargo Bank, N.A.	Prudential Mid Cap Value		294,212
*	Wells Fargo Bank, N.A.	Fidelity Spartan 500 Index Fund		293,338
*	Wells Fargo Bank, N.A.	American Capital World Bond R5		261,267
*	Wells Fargo Bank, N.A.	T Rowe Price Retirement 2035		217,871
*	Wells Fargo Bank, N.A.	T Rowe Price Real Estate Fund		216,949
*	Wells Fargo Bank, N.A.	T Rowe Price Retirement 2015		64,598
*	Wells Fargo Bank, N.A.	Parametric Emerging Markets Fund		12,248
*	Wells Fargo Bank, N.A.	Oppenheimer International Growth		9,204
*	Wells Fargo Bank, N.A.	Templeton Foreign Fund		<u>4,024</u>
Subtotal value of mutual funds				<u>9,287,717</u>
Subtotal value of interest in registered investment companies				<u>10,599,114</u>
Total of assets held at end of year				<u>\$ 10,975,978</u>

* - Represents party in interest transactions

** - Costs omitted for participant-directed investments