

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

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>ROGERS GROUP INC & ITS AFFILIATES RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ► <u>002</u>
		1c	Effective date of plan <u>08/01/1985</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>ROGERS GROUP, INC.</u> <u>421 GREAT CIRCLE RD.</u> <u>NASHVILLE, TN 37228-1407</u>	2b	Employer Identification Number (EIN) <u>81-0745074</u>
		2c	Plan Sponsor's telephone number <u>615-242-0585</u>
		2d	Business code (see instructions) <u>212320</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.	10/12/2017	DUCHESS JERNIGAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2017	KYE HUDSON
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 1389
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) 307 6a(2) 280 6b 482 6c 251 6d 1013 6e 87 6f 1100 6g 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

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

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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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 ROGERS GROUP INC & ITS AFFILIATES RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 ROGERS GROUP, INC.	D Employer Identification Number (EIN) 81-0745074

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

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	017355	1100	01/01/2016	12/31/2016

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

(a) Total amount of commissions paid 0	(b) Total amount of fees paid 0
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 0**5** Current value of plan's interest under this contract in separate accounts at year end..... **5** 328521**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier**6b****c** Premiums due but unpaid at the end of the year**6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount**6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b**

0

c Additions: (1) Contributions deposited during the year**7c(1)**

(2) Dividends and credits.....

7c(2)

(3) Interest credited during the year.....

7c(3)

(4) Transferred from separate account

7c(4)

(5) Other (specify below)

7c(5)

▶

(6) Total additions **7c(6)**

0

d Total of balance and additions (add lines **7b** and **7c(6)**). **7d**

0

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1)

(2) Administration charge made by carrier.....

7e(2)

(3) Transferred to separate account

7e(3)

(4) Other (specify below)

7e(4)

▶

(5) Total deductions **7e(5)**

0

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f**

0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>ROGERS GROUP INC & ITS AFFILIATES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ROGERS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>81-0745074</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>69120498</u>
b Actuarial value	2b <u>72117113</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants <u>544</u> (2) Vested Funding Target <u>23903984</u> (3) Total Funding Target <u>23903984</u>
b For terminated vested participants	<u>538</u> <u>15415257</u> <u>15415257</u>
c For active participants	<u>307</u> <u>25154258</u> <u>25232186</u>
d Total	<u>1389</u> <u>64473499</u> <u>64551427</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.13%</u>
6 Target normal cost	6 <u>1965089</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>09/25/2017</u>
	Signature of actuary	Date
<u>DAVID V. PAPPALARDO</u>	Type or print name of actuary	<u>17-05283</u>
		Most recent enrollment number
<u>PRIAC</u>	Firm name	<u>860-534-2262</u>
<u>280 TRUMBULL STREET</u> <u>HARTFORD, CT 06103</u>	Address of the firm	Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	534060	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	534060	0
10	Interest on line 9 using prior year's actual return of <u>-0.09</u> %	-481	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		6433885
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.33</u> %		407265
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		6841150
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	533579	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	110.89%
15	Adjusted funding target attainment percentage	15	111.72%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	105.68%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/24/2016	3000000				
07/26/2016	762577				
Totals ►			18(b)	3762577	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 3653206
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	<div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px;">1st segment: 4.43%</div> <div style="border: 1px solid black; padding: 2px;">2nd segment: 5.91%</div> <div style="border: 1px solid black; padding: 2px;">3rd segment: 6.65%</div> </div>	☐ N/A, full yield curve used
b	Applicable month (enter code)	21b	4
22	Weighted average retirement age	22	65
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		
Part VI	Miscellaneous Items		
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No		
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No		
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27	
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28	Unpaid minimum required contributions for all prior years	28	0
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0
Part VIII	Minimum Required Contribution For Current Year		
31	Target normal cost and excess assets (see instructions):		
a	Target normal cost (line 6)	31a	1965089
b	Excess assets, if applicable, but not greater than line 31a	31b	1965089
32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment	0	0
b	Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0
	Carryover balance	Prefunding balance	Total balance
35	Balances elected for use to offset funding requirement	0	0
36	Additional cash requirement (line 34 minus line 35)	36	0
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	3653206
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	3653206
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40	Unpaid minimum required contributions for all years	40	0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41	If an election was made to use PRA 2010 funding relief for this plan:		
a	Schedule elected	☐ 2 plus 7 years ☐ 15 years	
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42	Amount of acceleration adjustment	42	
43	Excess installment acceleration amount to be carried over to future plan years	43	

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 ROGERS GROUP INC & ITS AFFILIATES RETIREMENT PLAN	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 ROGERS GROUP, INC.	D Employer Identification Number (EIN) 81-0745074

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 PRUDENTIAL RETIREMENT INS & ANNUITY
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06-1050034

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

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

PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

(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?
13	NONE	312011	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

SUNTRUST BANK

58-1575035

(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?
28	NONE	70000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL

22-1211670

(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?
13	NONE	18190	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)

KRAFTCPAS, PLLC

62-0713250

(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?
10	NONE	11250	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; text-align: center; padding: 10px; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>ROGERS GROUP INC & ITS AFFILIATES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ROGERS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>81-0745074</u>	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRUDENTIAL SHORT-TERM</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS & ANNUITY CO</u>		
c EIN-PN <u>06-1050034-041</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>328521</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>ROGERS GROUP INC & ITS AFFILIATES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROGERS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>81-0745074</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
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)	7427642	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	203484	328521
(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)	60981825	66367497
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	496611	0

		(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	69109562 66696018
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	69109562 66696018

Part II Income and Expense Statement

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

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	3762577
	(B) Participants	2a(1)(B)	
	(C) Others (including rollovers)	2a(1)(C)	
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	3762577
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	0
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	0
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1008
(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)		5418915
c Other income.....	2c		4597
d Total income. Add all income amounts in column (b) and enter total.....	2d		9187097

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10790237	
(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)		10790237
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)	810404	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		810404
j Total expenses. Add all expense amounts in column (b) and enter total	2j		11600641

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2413544
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: KRAFTCPAS PLLC

(2) EIN: 62-0713250

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		15000000
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			
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 3988628. (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>ROGERS GROUP INC & ITS AFFILIATES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROGERS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>81-0745074</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>22-1211670</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	<u>271</u>

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
-----------------	-------------------

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

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

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

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: <u>93</u> % Investment-Grade Debt: <u>7</u> % 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 ____ / ____ / ____.	

**ROGERS GROUP, INC. AND ITS AFFILIATES
RETIREMENT PLAN**

Nashville, Tennessee

Financial Statements,
Supplementary Information
and
Independent Auditor's Report

December 31, 2016

Employer Identification Number: 81-0745074

Plan Number: 002

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Nashville, Tennessee

Financial Statements, Supplementary Information
and
Independent Auditor's Report

December 31, 2016

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All other supplemental schedules ordinarily required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable to this plan for the audit years addressed in the Independent Auditor's Report.

INDEPENDENT AUDITOR'S REPORT

Plan Administrator and Plan Participants
Rogers Group, Inc. and Its Affiliates
Retirement Plan
Nashville, Tennessee

REPORT ON THE FINANCIAL STATEMENTS

We were engaged to audit the accompanying financial statements of the Rogers Group, Inc. and Its Affiliates Retirement 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 statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

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

BASIS FOR DISCLAIMER OF OPINION

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by U.S. Bancorp, N.A. ("U.S. Bank") and Prudential Retirement Insurance and Annuity Company ("Prudential"), the Custodian and Trustee of the Plan, respectively, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that U.S. Bank and Prudential each held a portion of the Plan's investment assets and executed investment transactions. The Plan Administrator has obtained certifications from Prudential as of December 31, 2016 and 2015 and for the year ended December 31, 2016, that the information provided to the Plan Administrator by Prudential is complete and accurate. The Plan Administrator has also obtained certifications from U.S. Bank for the period from January 1, 2016 through March 31, 2016, and as of December 31, 2015, that the information provided to the Plan Administrator by U.S. Bank is complete 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 supplementary information on pages 15 and 16 as of and for the year ended December 31, 2016, are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. The supplementary information is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

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

A handwritten signature in black ink, appearing to read "K. A. P. A. LLC". The signature is written in a cursive, stylized font.

Nashville, Tennessee
October 11, 2017

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
ASSETS		
Investments, at fair value	<u>\$ 66,696,018</u>	<u>\$ 69,109,562</u>
TOTAL ASSETS	<u>66,696,018</u>	<u>69,109,562</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 66,696,018</u></u>	<u><u>\$ 69,109,562</u></u>

See accompanying notes to the financial statements.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Statement of Changes in Net Assets Available for Benefits

For The Year Ended December 31, 2016

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net appreciation in fair value of investments

\$ 3,769,222

Interest and dividends

1,655,298

5,424,520

Less: investment expenses

(17,500)

Total investment income

5,407,020

Contributions from Employer

3,762,577

TOTAL ADDITIONS

9,169,597

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid directly to participants

10,790,237

Administrative expenses

792,904

TOTAL DEDUCTIONS

11,583,141

NET DECREASE

(2,413,544)

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year

69,109,562

End of year

\$ 66,696,018

See accompanying notes to the financial statements.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

NOTE 1 - PLAN DESCRIPTION AND RELATED INFORMATION

The following brief description of the Rogers Group, Inc. and Its Affiliates Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document for more complete information on the Plan's provisions.

General

The Plan, which was adopted effective August 1, 1985, is a non-contributory defined benefit pension plan. The Plan covers all non-collective bargaining employees of Rogers Group, Inc. and certain of its affiliated companies (collectively, the "Employer" or "Plan Administrator") who were employed prior to January 1, 2004. The purpose of the Plan is to provide retirement, disability, death and certain other benefits to such employees as specified in the Plan. The Plan has been subsequently amended and/or restated to reflect certain changes in the tax law and/or Plan provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Retirement Plan Investment and Administration Committee (the "Committee") is responsible for oversight of the Plan. The Committee determines the appropriateness of the investments and monitors investment performance. Prudential is the Plan Trustee who receives all funds and assumes responsibility for the investment and distributions of funds.

Eligibility

All employees hired prior to January 1, 2004, who are at least 21 years old and actively employed at Plan year end, who are not covered by a collective bargaining agreement, and who have completed at least one year of full-time service, participate in the Plan.

Funding Policy

The Plan's funding policy is for the Employer to contribute an amount which will meet or exceed the annual ERISA minimum funding requirement. During 2016, the Employer made contributions of \$3,762,577. The Employer's contributions for 2016 exceeded the minimum funding requirements of ERISA. No participant is required or permitted to make voluntary contributions to the Plan.

Pension Benefits

Participants' earned benefits vest 100% after five completed years of service. Plan participants become entitled to monthly pension benefits upon reaching their normal retirement age of 65. Prior to the adoption of the new benefit formula effective April 1, 1989, the standard monthly benefit was computed under the "old formula" based on 10% of the participant's monthly covered compensation, as defined in the Plan Agreement, plus 34% of the participant's monthly earnings in excess of covered compensation, the total of which was reduced 1/15th for each year of service less than 15 years. A participant's earned benefit was equal to the monthly pension benefit multiplied by the ratio of (i) his actual years of service to the date of computation, to (ii) the total number of years of service that he would have completed if he had remained in the employ of the Employer until his normal retirement date. A participant's monthly earnings were based on the average amount paid to him during his final ten calendar years of service with the Employer.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

Effective April 1, 1989, the standard monthly benefit has been computed based on .7% of the participant's average monthly compensation multiplied by his years of service. Effective April 1, 2002, the participant's average monthly compensation has been based on his five highest calendar years out of the last six consecutive years of employment prior to retirement date. Prior to April 1, 2002, a participant's average monthly compensation was based on his final five calendar years prior to retirement. However, the monthly benefit for any employee who was a participant in the Plan on March 31, 1989, cannot be less than the amount that would have been payable to him under the "old formula.

The standard monthly benefit under either formula is reduced by the monthly pension benefit, if any, which the employee was entitled to receive from a prior plan (the "Prior Plan"). The Prior Plan was terminated effective August 1, 1985, and distributed in the form of a single premium non-transferable annuity contract as a result of the termination.

Married employees must receive their benefits in the form of a qualified joint and one-half survivor annuity payable monthly for life unless other appropriate elections are made. Single employees normally receive a monthly income for life with 120 monthly payments guaranteed. The Plan also provides for certain other options as determined by the Trustee on a nondiscriminatory basis. The standard monthly benefit is adjusted for the option selected by the employee.

Early retirement benefits may be paid to any participant who has completed ten or more years of service and is within five years of normal retirement. An eligible participant may choose to receive a monthly pension benefit equal to: (i) the amount of his earned benefit computed as of his early retirement date with the benefit beginning at his normal retirement date; or (ii) the amount of his earned benefit computed as of such early retirement date and reduced by 5/9 of 1% for each month (1/12 for each year under the "old" formula) by which the early retirement date precedes his normal retirement date with the benefit beginning at his early retirement date.

If any participant terminates employment with the Employer and the present value of the earned benefit is less than \$5,000, the entire present value of the vested portion can be paid out in a mandatory distribution. The distribution is made in one lump sum payment, and the participant can elect to receive the funds directly or roll them over to a qualified plan or IRA. If the participant fails to make an election, benefits valued under \$1,000 are paid directly to him and benefits valued between \$1,000 and \$5,000 are rolled over into an IRA designated by the Plan Administrator.

Death and Disability Benefits

Surviving spouses of participants who die either (i) after their benefits are vested and while still on the active payroll of the Employer, or (ii) after terminating their employment but before payment of benefits has begun, may be entitled to the one-half survivor annuity described above.

Participants disabled for purposes of this Plan become 100% vested in their earned benefits under the Plan, regardless of age or number of years of service completed. The value of the earned benefit selected by the participant is payable at the earlier of the date the participant reaches age 65 or the date the employee no longer receives monthly disability benefit payments under the Employer's disability plan.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, the disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan determines the valuation policies utilizing information provided by the investment advisers and Trustee. See Note 5 for discussion of fair value measurements.

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

Payment of Benefits

Benefit payments are recognized in the year paid.

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Employer, as provided by the Plan document. Expenses that are paid directly by the Employer are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation of fair value of investments presented in the accompanying statement of changes in net assets available for benefits.

Events Occurring after Reporting Date

The Plan Administrator has evaluated events and transactions that occurred between December 31, 2016 and October 11, 2017, the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

NOTE 3 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (i) retired or terminated employees or their beneficiaries; (ii) beneficiaries of employees who have died; and (iii) present employees or their beneficiaries.

Benefits under the Plan are calculated based on Plan provisions. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits as of January 1, 2017 and 2016, is determined by actuaries from Prudential Actuarial Advisory Services and is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the value of money (through discounts and interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations as of January 1, 2017 and 2016, are as follows:

	2017	2016
Interest Rate - Funding	1.52% First five years 3.80% Next fifteen years 4.79% Thereafter	1.34% First five years 4.03% Next fifteen years 5.06% Thereafter
Interest Rate - ASC 960	7.00%	7.00%
Mortality	IRS 2017 Static Mortality Table, Male and Female Tables	IRS 2016 Static Mortality Table, Male and Female Tables
Normal retirement	Age 65 and completion of 5 years of service or attained age, if greater	Age 65 and completion of 5 years of service or attained age, if greater
Termination	Crocker - Sarason Straight T-8	Crocker - Sarason Straight T-8
Salary scale	3% per annum, compounded annually	3% per annum, compounded annually

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations (discussed below).
- c. All other vested benefits (that is, vested benefits not insured by the PBGC).
- d. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2016 that ceiling was \$5,011 per month. The ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity, and are at least 65 years old at the time of retirement or Plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations, and may also depend on the financial condition of the Employer and the level of benefits guaranteed by the PBGC.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

NOTE 5 - FAIR VALUE MEASUREMENTS

The Plan classifies its investments based on a hierarchy consisting of: Level 1 (valued using quoted prices from active markets for identical assets), Level 2 (not traded on an active market but for which observable market inputs are readily available), and Level 3 (valued based on significant unobservable inputs). The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis:

Mutual funds	Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
Hedge fund	Valued at the fair value of the underlying investments based on the reported NAV per share reported in audited financial statements of the fund.

There have been no changes in the valuation methodologies used at December 31, 2016 and 2015.

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

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

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

	Level 1	Level 2	Level 3	Total
<u>2016</u>				
Mutual funds	\$ 66,329,277	\$ -	\$ -	\$ 66,329,277
Total investments in the fair value hierarchy	66,329,277	-	-	66,329,277
Investments measured at net asset value (a)				366,741
Total	\$ 66,329,277	\$ -	\$ -	\$ 66,696,018
<u>2015</u>				
Mutual funds:	\$ 68,612,951	\$ -	\$ -	\$ 68,612,951
Total investments in the fair value hierarchy	68,612,951	-	-	68,612,951
Investments measured at net asset value (a)				496,611
Total	\$ 68,612,951	\$ -	\$ -	\$ 69,109,562

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

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient:

Investment	Fair Value at December 31, 2016	Fair Value at December 31, 2015	Unfunded Commitment*	Redemption Frequency*	Redemption Notice Period*
Hedge fund	\$366,741	\$496,611	\$0	Semi-annual (see details below)	Based on the guidelines in the Restructure Plan (see details below)

* - Information noted in these columns is the same for 2016 and 2015.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

Effective December 11, 2008, the fund suspended redemptions. On August 15, 2009, the fund announced its plan to restructure, effective January 1, 2010, whereby the shareholders were offered the option to exchange their interest for an interest in a continuing fund or to remain invested in the fund as it commenced an orderly liquidation of its portfolio ("liquidity option"). The Plan chose the liquidity option. On January 1, 2010, the fund commenced an orderly liquidation of its portfolio. The fund began compulsorily redeeming the interests of its shareholders based on their pro rata share of net proceeds received from liquidating the underlying investee funds. These redemptions are expected to occur periodically as excess cash is accumulated. The current estimated cash distribution targets are not guaranteed and are subject to material changes due to the uncertainty associated with the cash flows from liquidating the underlying portfolio positions. The fund may source liquidity through the secondary market at possible discounts to NAV in an effort to accelerate the return of capital to its investors. The fund seeks to return remaining capital as quickly as possible, which may necessitate the acceptance of steeper NAV discounts. The fair value of this investment has been estimated using the NAV per share for each series within each class of shares held per the fund's December 31, 2016 and 2015 audited financial statements. During 2016, the Plan received liquidation distributions of \$72,214.

NOTE 6 - ACCUMULATED PLAN BENEFITS

A schedule of the actuarial present value of accumulated plan benefits as of January 1, 2017 and 2016 follows:

	January 1, 2017	January 1, 2016
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Active and deferred payment participants	\$ 31,714,410	\$ 37,467,603
Retired participants and beneficiaries currently receiving benefits	<u>25,102,498</u>	<u>22,924,839</u>
Total vested benefits	56,816,908	60,392,442
Nonvested benefits	<u>104,434</u>	<u>103,083</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 56,921,342</u>	<u>\$ 60,495,525</u>

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

A schedule of changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2017, follows:

Actuarial present value of accumulated plan benefits - beginning of year	<u>\$ 60,495,525</u>
Increase (decrease) for the year attributable to:	
Additional benefits accumulated and actuarial gain	4,001,712
Assumption changes	(649,075)
Interest	3,863,417
Benefits paid	<u>(10,790,237)</u>
Net decrease	<u>(3,574,183)</u>
Actuarial present value of accumulated plan benefits - end of year	<u>\$ 56,921,342</u>

NOTE 7 - INFORMATION CERTIFIED BY THE CUSTODIAN AND TRUSTEE

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator has elected that the information certified by U.S. Bank (Custodian) and Prudential (Trustee) not be subjected to any auditing procedures, except for comparing such information to the related information included in the financial statements and supplementary information.

A summary of the investments assets certified by the Custodian and/or Trustee, individually and in summary, follows at December 31, 2016 and 2015:

	<u>U.S. Bank</u>	<u>Prudential</u>	<u>Total</u>
Investments at December 31, 2016	\$ -	\$ 66,696,018	\$ 66,696,018
Investments at December 31, 2015	\$ 68,906,078	\$ 203,484	\$ 69,109,562

Investment transactions, including investment income, realized and unrealized gains and losses, and all supplementary information, were certified by the Custodian and Trustee for the year ended December 31, 2016. As of April 30, 2016, all funds had been transferred from U.S. Bank to Prudential.

NOTE 8 - TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Plan Administrator, by a letter dated August 24, 2010, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Internal Revenue Code (the "Code"). However, the Plan has been amended and restated since applying for the determination letter.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2016

The Plan Administrator believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS.

NOTE 9 - RISKS AND UNCERTAINTIES

The Plan invests in investment securities which are exposed to various risks, such as interest rate, credit, concentrations in specific industry sectors, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the participants' account balances and the amounts reported in the financial statements.

Plan contributions are made and the actuarial present values of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Because of uncertainties inherent in the estimation and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

At December 31, 2016 and 2015, the Plan had a concentration of investments in four and five funds, respectively, which represented approximately 67% and 77% of total investments, respectively.

NOTE 10 - PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

Parties-in-interest are defined under United States Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the Employer and certain others. During 2016, Plan investments were held by U.S. Bank and Prudential, the Plan Custodian and Trustee, respectively, and, therefore, these transactions qualify as party-in-interest transactions. Additionally, Prudential served as the Plan's recordkeeper and also qualifies as a party-in-interest. Party-in-interest transactions include administrative expenses totaling \$312,012 for the year ended December 31, 2016, which related to the recordkeeping of invested assets, and are charged to the Plan.

All other Plan administrative expenses, totaling \$480,892 for the year ended December 31, 2016, include fees incurred for actuarial services, annual audit fees and premiums to the PBGC, were also paid by the Plan.

Investment fees paid to SunTrust Bank, Financial Advisor to the Plan, for the management of certain investments held by the Plan also qualify as party-in-interest transactions. Investment management fees charged to the Plan totaled \$17,500 for the year ended December 31, 2016.

All party-in-interest transactions were exempt from being prohibited transactions under United States Department of Labor Regulations.

SUPPLEMENTARY INFORMATION

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Employer Identification Number: 81-0745074

Plan Number: 002

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

December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
INVESTMENTS AT FAIR VALUE				
Mutual Funds:				
	Vanguard	Institutional Index Institutional PI (VIIX)	\$ 5,860,089	\$ 8,594,029
	Vanguard	International Growth Fund	4,549,826	4,647,614
	Vanguard	Small-Cap Growth ETF	1,020,706	1,936,409
	Vanguard	Small-Cap Value ETF	1,076,764	2,021,587
	Vanguard	Growth Index Fund Institutional	6,201,826	10,409,749
	Vanguard	Value Index Fund	7,726,519	11,499,596
	Western Asset	Core Plus Bond Fund	14,402,394	14,224,088
	Loomis Sayles	Bond Fund	2,442,895	2,361,066
	Doubleline	Total Return Bond Fund	3,139,786	3,059,733
	Aberdeen	Emerging Markets	1,485,057	1,279,102
	Federated	Treasury Obligations I	5,967,782	5,967,782
*	Prudential	Short-Term Fund	328,522	328,522
	Total Mutual Funds		<u>54,202,166</u>	<u>66,329,277</u>
Hedge Funds:				
	UBS	Silver Creek Low Vol Strategies, Ltd.	<u>707,231</u>	<u>366,741</u>
	Total Hedge Funds		<u>707,231</u>	<u>366,741</u>
	TOTAL INVESTMENTS AT FAIR VALUE		<u>\$ 54,909,397</u>	<u>\$ 66,696,018</u>

* Indicates party-in-interest to the Plan.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Employer Identification Number: 81-0745074

Plan Number: 002

Schedule H, Line 4j - Schedule of Reportable Transactions

For the Year Ended December 31, 2016

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
A series of security transactions representing one or more securities of the same issue which in aggregate is in excess of 5% of the fair value of Plan assets at the beginning of the year:								
Federated	Treasury Obligations I	\$ 12,434,233	\$ -	\$ -	\$ -	\$ 12,434,233	\$ 12,434,233	\$ -
Prudential	Short-Term Fund	\$ 15,745,443	\$ -	\$ -	\$ -	\$ 15,745,443	\$ 15,745,443	\$ -
Vanguard	International Growth Fund	\$ 5,708,204	\$ -	\$ -	\$ -	\$ 5,627,719	\$ 5,708,204	\$ -
Western Asset	Core Plus Bond Fund	\$ 13,620,157	\$ -	\$ -	\$ -	\$ 13,755,917	\$ 13,620,157	\$ -
Federated	Treasury Obligations I	\$ -	\$ 6,476,607	\$ -	\$ -	\$ 6,476,607	\$ 6,476,607	\$ -
Prudential	Short-Term Fund	\$ -	\$ 15,621,422	\$ -	\$ -	\$ 15,621,415	\$ 15,621,422	\$ 7
Vanguard	Value Index Fund	\$ 12,347,269	\$ -	\$ -	\$ -	\$ 9,343,424	\$ 12,347,269	\$ -
Vanguard	Institutional Index Institutional PI (VIIIIX)	\$ 9,627,591	\$ -	\$ -	\$ -	\$ 7,097,576	\$ 9,627,591	\$ -
Vanguard	Growth Index Fund Institutional	\$ 12,285,779	\$ -	\$ -	\$ -	\$ 7,588,220	\$ 12,285,779	\$ -
Vanguard	Value Index Fund	\$ -	\$ 2,731,048	\$ -	\$ -	\$ 1,926,838	\$ 2,731,048	\$ 804,210
Vanguard	Institutional Index Institutional PI (VIIIIX)	\$ -	\$ 2,083,307	\$ -	\$ -	\$ 1,457,636	\$ 2,083,307	\$ 625,671
Vanguard	Growth Index Fund Institutional	\$ -	\$ 2,585,556	\$ -	\$ -	\$ 1,546,223	\$ 2,585,556	\$ 1,039,333
Vanguard	International Growth Fund	\$ -	\$ 1,178,546	\$ -	\$ -	\$ 1,142,952	\$ 1,178,546	\$ 35,594
A single security transaction in excess of 5% of the fair value of Plan assets at the beginning of the year:								
Federated	Treasury Obligations I	\$ 12,434,233	\$ -	\$ -	\$ -	\$ 12,434,233	\$ 12,434,233	\$ -
Prudential	Short-Term Fund	\$ 15,745,443	\$ -	\$ -	\$ -	\$ 15,745,443	\$ 15,745,443	\$ -
Vanguard	International Growth Fund	\$ 5,708,204	\$ -	\$ -	\$ -	\$ 5,627,719	\$ 5,708,204	\$ -
Western Asset	Core Plus Bond Fund	\$ 13,620,157	\$ -	\$ -	\$ -	\$ 13,755,917	\$ 13,620,157	\$ -
Federated	Treasury Obligations I	\$ -	\$ 6,476,607	\$ -	\$ -	\$ 6,476,607	\$ 6,476,607	\$ -
Prudential	Short-Term Fund	\$ -	\$ 15,621,422	\$ -	\$ -	\$ 15,621,415	\$ 15,621,422	\$ 7
Vanguard	Value Index Fund	\$ 12,347,269	\$ -	\$ -	\$ -	\$ 9,343,424	\$ 12,347,269	\$ -
Vanguard	Institutional Index Institutional PI (VIIIIX)	\$ 9,627,591	\$ -	\$ -	\$ -	\$ 7,097,576	\$ 9,627,591	\$ -
Vanguard	Growth Index Fund Institutional	\$ 12,285,779	\$ -	\$ -	\$ -	\$ 7,588,220	\$ 12,285,779	\$ -

SECTION VII

ACTUARIAL METHODS

Under the Actuarial Methods described below, if all current assumptions remain constant and are realized, funding at least the Minimum Required Contribution each year will eventually accumulate sufficient plan assets to cover the Funding Target. Future widening of the interest rate stabilization corridor may extend the time period for the plan to become fully funded.

Cost Method

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described under “Actuarial Assumptions” of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year plus an estimate of the expenses to be paid from plan assets during the plan year.

Funding Target and Funding Shortfall

The Funding Target is the present value of benefits accrued as of the beginning of the plan year and the Funding Shortfall is the excess of the Funding Target over the Actuarial Value of Assets (reduced by the Credit Balance). The initial Funding Shortfall is amortized over seven years.

In subsequent years, the Funding Shortfall less the present value of prior year amortization installments is amortized over seven years, and added to any prior year amortization installments.

Segment rates are adjusted as necessary to fall within the specified corridor of the corresponding 25-year average of segment rates for the period ending September 30 of the calendar year preceding the first day of the plan year. The specified corridor is:

<u>Plan Year</u>	<u>Corridor</u>
Through 2020	90% - 110%
2021	85% - 115%
2022	80% - 120%
2023	75% - 125%
2024 and later	70% - 130%

The adjustments to fall within the specified corridor of the 25-year average of segment rates apply for determining the minimum required contribution and related funded percentages. They do not apply for determining the maximum tax deductible contribution or certain other situations.

Sponsor Elections

Discount Rate: Segment rates, with a 4-month lookback

Mortality Table: Prescribed IRS Static Mortality Table – Separate

SECTION VII

ACTUARIAL METHODS

At-Risk Determination

The At-Risk Funding Target is determined by assuming that participants eligible to retire in the current plan year and next 10 plan years retire at the earliest possible date, but not before the end of the plan year. All participants are assumed to elect the optional form resulting in the highest possible present value.

A load is added to the At-Risk Funding Target and At-Risk Target Normal Cost when a plan is At-Risk in at least two years during the preceding four years. The load increases the At-Risk Funding Target by 4% of the Not At-Risk Funding Target plus \$700 per participant, and increases the At-Risk Target Normal Cost by 4% of the Not At-Risk Target Normal Cost.

The Funding Target and Target Normal Cost are calculated by multiplying the Not At-Risk values by 100% minus the Phase-In Percentage, plus the At-Risk values multiplied by the Phase-In Percentage.

Credit Balance

The Credit Balance consists of the Carryover Balance from excess contributions prior to the Pension Protection Act (PPA) of 2006, plus the Prefunding Balance from elected excess contributions after the PPA. Balances accumulate with interest and are reduced for amounts applied towards the Minimum Required Contribution, voluntary waivers by the plan sponsor, and compelled waivers to avoid benefit restrictions. The Actuarial Value of Assets is reduced by the Credit Balance to determine certain funded percentages and to determine the Funding Shortfall.

Asset Valuation Method

The Actuarial Value of Assets is determined using an annual average of the adjusted Fair Market Value of Assets with the earliest determination 24 months prior to the valuation date. The Fair Market Value of Assets in prior years is adjusted for contributions, benefit payments, expenses and expected earnings (not to exceed the third segment rate).

This is equivalent to the Fair Market Value of Assets, plus two-thirds of the (gain)/loss from the prior year, plus one-third of the (gain)/loss from the second preceding year. The (gain)/loss in each year is the difference between the expected and actual returns on the Fair Market Value of Assets.

The Actuarial Value of Assets is adjusted to be no less than 90% or no more than 110% of the Fair Market Value of Assets, as required by IRC Section 430(g)(3)(B)(iii).

Since the expected earnings assumption cannot exceed the third segment rate, over time, the method may produce an Actuarial Value of Assets slightly below the Fair Market Value of Assets.

The Actuarial Value of Assets for determining the Maximum Tax Deductible Contribution reflects interest rate stabilization rates for discounting contributions and limiting expected earnings.

The Fair Market Value of Assets used for funds invested in the General Account of an Insurance Company is the stated contract value with a market value adjustment factor. This value is an estimate only and not the precise calculation which would be done at contract discontinuance or to measure the impact of excess withdrawals in any calendar year. It does not constitute a final offer by Prudential or a final experience adjustment.

SECTION VII

ACTUARIAL ASSUMPTIONS

Below are the actuarial assumptions as of January 1, 2016:

Discount Rate:	<u>With HATFA</u>	<u>Without HATFA</u>	<u>ASC 960</u>
Effective Rate	6.13%	4.39%	7.00%
First Segment – First 5 Years	4.43%	1.34%	N/A
Second Segment – Next 15 Years	5.91%	4.03%	N/A
Third Segment – After 20 Years	6.65%	5.06%	N/A

Mortality:

For Funding:

The IRS 2016 Static Mortality Table, Male and Female Tables.

For Accounting:

RP 2014 Total Dataset (Adjusted to 2006) with Scale MP-2015 for Salaried Participants and RP 2014 Blue Collar (Adjusted to 2006) with Scale MP-2015 for Hourly Participants

Termination:

Crocker-Sarason Straight T-8. The probabilities that Participants at the sample ages indicated will terminate before reaching the assumed retirement age are:

<u>Age</u>	<u>Male</u>	<u>Female</u>
25	11.6%	11.6%
40	9.4%	9.4%
55	1.7%	1.7%

Retirement Age:

Age 65 and completion of 5 years of service or attained age if greater.

Investment Return:

7.0% per annum, compounded annually.

Salary Scale:

3.0% per annum, compounded annually.

Estimated Expenses:

\$500,000 assumed (previously, \$400,000).

Survivor's Benefit:

It is assumed that husbands are 3 years older than wives and that 85% are married.

Disability:

None

SECTION I

CHANGES SINCE LAST YEAR'S VALUATION

Changes in Pension Plan Provisions

No changes in the pension plan provisions were recognized with this actuarial valuation.

Legislated Changes

There were no legislative changes recognized with this actuarial valuation.

Changes in Actuarial Assumptions

Effective with this valuation, the following assumptions were recognized for both funding and ASC #960:

	<u>January 1, 2016</u>	<u>January 1, 2015</u>
Mortality table (ASC 960)	RP-2014 Total Dataset (Adjusted to 2006) with Scale MP-2015 for Salaried Participants and RP-2014 Blue Collar (Adjusted to 2006) with Scale MP-2015 for Hourly Participants	RP-2014 Total Dataset with Scale MP-2014 for Salaried Participants and RP-2014 Blue Collar with Scale MP-2014 for Hourly Participants
Administrative Expense Assumption	\$500,000	\$400,000

Changes in Actuarial Methods

No changes in actuarial methods were recognized with this actuarial valuation.

Rogers Group, Inc. and Its Affiliates Retirement Plan

EIN/PN: 81-0745074/002

2016 Schedule SB - Line 22 - Description of Weighted Average Retirement Age

100% of participants are assumed to retire at age 65.

SECTION VII

DISTRIBUTION OF ACTIVE PARTICIPANTS BY AGE AND SERVICE

Number of Active Participants as of January 1, 2016 – Distribution by Age and Service

Active participant counts are shown below.

Attained Age	Years of Credited Service										
	<u>Under 1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40 +</u>	<u>Total</u>
Under 25											
25-29											
30-34				7	1						8
35-39				2	14	1					17
40-44				3	19	6					28
45-49				5	18	12	5				40
50-54				8	23	7	14	13			65
55-59				4	22	10	7	9	11	2	65
60-64				6	10	8	17	11	6	5	63
65-69				2	2	2	2	4	2	2	16
70 +				1	1	1	1			1	5
Total				38	110	47	46	37	19	10	307

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 <hr/> 2016 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan ROGERS GROUP INC & ITS AFFILIATES RETIREMENT PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">B Three-digit plan number (PN) ►</td> <td style="width: 30%; text-align: center;">002</td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> <tr> <td colspan="2"> C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ROGERS GROUP, INC. </td> </tr> <tr> <td colspan="2"> D Employer Identification Number (EIN) 81-0745074 </td> </tr> </table>	B Three-digit plan number (PN) ►	002			C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ROGERS GROUP, INC.		D Employer Identification Number (EIN) 81-0745074	
B Three-digit plan number (PN) ►	002								
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ROGERS GROUP, INC.									
D Employer Identification Number (EIN) 81-0745074									
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B									
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500									

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2016</u>		
2	Assets:		
	a Market value.....	2a	69,120,498
	b Actuarial value.....	2b	72,117,113
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment.....	544	23,903,984
	b For terminated vested participants.....	538	15,415,257
	c For active participants.....	307	25,154,258
	d Total.....	1,389	64,473,499
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions.....	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate.....	5	6.13%
6	Target normal cost.....	6	1,965,089

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	David V. Pappalardo <i>DVP</i> _____ Signature of actuary	<div style="text-align: center;"> <u>9/27/17</u> Date </div> <div style="text-align: center;"> <u>17-05283</u> Most recent enrollment number </div> <div style="text-align: center;"> <u>(860) 534-2262</u> Telephone number (including area code) </div>
	<u>DAVID V. PAPPALARDO</u> Type or print name of actuary	
	<u>PRIAC</u> Firm name	
	<u>280 TRUMBULL STREET</u> <u>HARTFORD</u> <u>CT 06103</u> Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	534,060	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	534,060	0
10 Interest on line 9 using prior year's actual return of <u>-0.09</u> %	-481	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		6433885
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.33</u> %.....		407265
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance.....		6841150
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	533,579	0

Part III Funding Percentages

14 Funding target attainment percentage	14	110.89%
15 Adjusted funding target attainment percentage.....	15	111.72%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	105.68%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/24/2016	3,000,000				
07/26/2016	762,577				
Totals ▶			18(b)	3,762,577	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	3,653,206

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year?..... ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?..... ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:

1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ N/A, full yield curve used
------------------------	------------------------	------------------------	---

b Applicable month (enter code)..... **21b** 4**22** Weighted average retirement age **22** 65**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment **27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) **29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6) **31a** 1,965,089**b** Excess assets, if applicable, but not greater than line 31a **31b** 1,965,089

Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment.....	0	0
b Waiver amortization installment.....	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33** 0**34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..... **34** 0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0

36 Additional cash requirement (line 34 minus line 35)..... **36** 0**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 3,653,206**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 3,653,206**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b****39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)..... **39** 0**40** Unpaid minimum required contributions for all years **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42** Amount of acceleration adjustment **42****43** Excess installment acceleration amount to be carried over to future plan years **43**

Rogers Group, Inc. and Its Affiliates Retirement Plan

EIN/PN: 81-0745074/002

2016 Schedule SB - Line 22 - Description of Weighted Average Retirement Age

100% of participants are assumed to retire at age 65.

SECTION VII

ACTUARIAL METHODS

Under the Actuarial Methods described below, if all current assumptions remain constant and are realized, funding at least the Minimum Required Contribution each year will eventually accumulate sufficient plan assets to cover the Funding Target. Future widening of the interest rate stabilization corridor may extend the time period for the plan to become fully funded.

Cost Method

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described under “Actuarial Assumptions” of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year plus an estimate of the expenses to be paid from plan assets during the plan year.

Funding Target and Funding Shortfall

The Funding Target is the present value of benefits accrued as of the beginning of the plan year and the Funding Shortfall is the excess of the Funding Target over the Actuarial Value of Assets (reduced by the Credit Balance). The initial Funding Shortfall is amortized over seven years.

In subsequent years, the Funding Shortfall less the present value of prior year amortization installments is amortized over seven years, and added to any prior year amortization installments.

Segment rates are adjusted as necessary to fall within the specified corridor of the corresponding 25-year average of segment rates for the period ending September 30 of the calendar year preceding the first day of the plan year. The specified corridor is:

<u>Plan Year</u>	<u>Corridor</u>
Through 2020	90% - 110%
2021	85% - 115%
2022	80% - 120%
2023	75% - 125%
2024 and later	70% - 130%

The adjustments to fall within the specified corridor of the 25-year average of segment rates apply for determining the minimum required contribution and related funded percentages. They do not apply for determining the maximum tax deductible contribution or certain other situations.

Sponsor Elections

Discount Rate: Segment rates, with a 4-month lookback

Mortality Table: Prescribed IRS Static Mortality Table – Separate

SECTION VII

ACTUARIAL METHODS

At-Risk Determination

The At-Risk Funding Target is determined by assuming that participants eligible to retire in the current plan year and next 10 plan years retire at the earliest possible date, but not before the end of the plan year. All participants are assumed to elect the optional form resulting in the highest possible present value.

A load is added to the At-Risk Funding Target and At-Risk Target Normal Cost when a plan is At-Risk in at least two years during the preceding four years. The load increases the At-Risk Funding Target by 4% of the Not At-Risk Funding Target plus \$700 per participant, and increases the At-Risk Target Normal Cost by 4% of the Not At-Risk Target Normal Cost.

The Funding Target and Target Normal Cost are calculated by multiplying the Not At-Risk values by 100% minus the Phase-In Percentage, plus the At-Risk values multiplied by the Phase-In Percentage.

Credit Balance

The Credit Balance consists of the Carryover Balance from excess contributions prior to the Pension Protection Act (PPA) of 2006, plus the Prefunding Balance from elected excess contributions after the PPA. Balances accumulate with interest and are reduced for amounts applied towards the Minimum Required Contribution, voluntary waivers by the plan sponsor, and compelled waivers to avoid benefit restrictions. The Actuarial Value of Assets is reduced by the Credit Balance to determine certain funded percentages and to determine the Funding Shortfall.

Asset Valuation Method

The Actuarial Value of Assets is determined using an annual average of the adjusted Fair Market Value of Assets with the earliest determination 24 months prior to the valuation date. The Fair Market Value of Assets in prior years is adjusted for contributions, benefit payments, expenses and expected earnings (not to exceed the third segment rate).

This is equivalent to the Fair Market Value of Assets, plus two-thirds of the (gain)/loss from the prior year, plus one-third of the (gain)/loss from the second preceding year. The (gain)/loss in each year is the difference between the expected and actual returns on the Fair Market Value of Assets.

The Actuarial Value of Assets is adjusted to be no less than 90% or no more than 110% of the Fair Market Value of Assets, as required by IRC Section 430(g)(3)(B)(iii).

Since the expected earnings assumption cannot exceed the third segment rate, over time, the method may produce an Actuarial Value of Assets slightly below the Fair Market Value of Assets.

The Actuarial Value of Assets for determining the Maximum Tax Deductible Contribution reflects interest rate stabilization rates for discounting contributions and limiting expected earnings.

The Fair Market Value of Assets used for funds invested in the General Account of an Insurance Company is the stated contract value with a market value adjustment factor. This value is an estimate only and not the precise calculation which would be done at contract discontinuance or to measure the impact of excess withdrawals in any calendar year. It does not constitute a final offer by Prudential or a final experience adjustment.

SECTION VII

ACTUARIAL ASSUMPTIONS

Below are the actuarial assumptions as of January 1, 2016:

Discount Rate:	<u>With HATFA</u>	<u>Without HATFA</u>	<u>ASC 960</u>
Effective Rate	6.13%	4.39%	7.00%
First Segment – First 5 Years	4.43%	1.34%	N/A
Second Segment – Next 15 Years	5.91%	4.03%	N/A
Third Segment – After 20 Years	6.65%	5.06%	N/A

Mortality:

For Funding:

The IRS 2016 Static Mortality Table, Male and Female Tables.

For Accounting:

RP 2014 Total Dataset (Adjusted to 2006) with Scale MP-2015 for Salaried Participants and RP 2014 Blue Collar (Adjusted to 2006) with Scale MP-2015 for Hourly Participants

Termination:

Crocker-Sarason Straight T-8. The probabilities that Participants at the sample ages indicated will terminate before reaching the assumed retirement age are:

<u>Age</u>	<u>Male</u>	<u>Female</u>
25	11.6%	11.6%
40	9.4%	9.4%
55	1.7%	1.7%

Retirement Age:

Age 65 and completion of 5 years of service or attained age if greater.

Investment Return:

7.0% per annum, compounded annually.

Salary Scale:

3.0% per annum, compounded annually.

Estimated Expenses:

\$500,000 assumed (previously, \$400,000).

Survivor's Benefit:

It is assumed that husbands are 3 years older than wives and that 85% are married.

Disability:

None

SECTION VII

PLAN PROVISIONS

Year of Service	12-consecutive month computation period in which an employee is credited with 1,000 or more hours of service.
Compensation	Total annual pay in a calendar year excluding bonuses, severance allowances, prizes or awards and reimbursement of expenses.
Average Compensation	The average during the period of actual employment in the five (5) calendar years out of the last six (6) consecutive years of employment during which earnings were highest.
Normal Form of Benefit	Life annuity with 120 payments guaranteed for unmarried participants. 100% Joint & Survivor for married participants.
Normal Retirement Date	First of the month coincident with or next following attained age 65 and 5 years of plan participation.
Participation Eligibility	<p>An eligible employee will enter the plan on the first day of the month following completion of one Year of Service and attainment of age 21.</p> <p>Employees hired after December 31, 2003 are not eligible to participate in the Plan.</p>
Benefit Formula	<p>The greater of (a) or (b):</p> <ul style="list-style-type: none">a) 0.7% Average Compensation multiplied by Years of Service.b) The accrued benefit under the prior plan as of March 31, 1989. <p>The above benefit will be offset by the amount of any annuity benefit purchased on behalf of a participant in 1985.</p>
Early Eligibility	A participant may elect Early Retirement after 10 years of credited service for vesting and attainment of age 60. There is a reduction of five-ninths of 1% for each of the first 60 months preceding Normal Retirement Date.
Vesting Schedule	Five years of Service equals 100% vesting.

SECTION VII

PLAN PROVISIONS

Death Benefit

The spouse of a participant (either active or terminated) who has satisfied the vesting requirement is entitled to a survivor annuity upon the death of the participant prior to the commencement of retirement benefits. The amount of such benefit will be equal to the benefit the spouse would have received had the participant retired on his date of death (or age 60 with 10 years of service, if later) and elected to receive a 50% Joint & Survivor annuity.

Disability Retirement

Vested benefit payable at later of cessation of LTD benefits, if applicable, and age 65.

SECTION I

CHANGES SINCE LAST YEAR'S VALUATION

Changes in Pension Plan Provisions

No changes in the pension plan provisions were recognized with this actuarial valuation.

Legislated Changes

There were no legislative changes recognized with this actuarial valuation.

Changes in Actuarial Assumptions

Effective with this valuation, the following assumptions were recognized for both funding and ASC #960:

	<u>January 1, 2016</u>	<u>January 1, 2015</u>
Mortality table (ASC 960)	RP-2014 Total Dataset (Adjusted to 2006) with Scale MP-2015 for Salaried Participants and RP-2014 Blue Collar (Adjusted to 2006) with Scale MP-2015 for Hourly Participants	RP-2014 Total Dataset with Scale MP-2014 for Salaried Participants and RP-2014 Blue Collar with Scale MP-2014 for Hourly Participants
Administrative Expense Assumption	\$500,000	\$400,000

Changes in Actuarial Methods

No changes in actuarial methods were recognized with this actuarial valuation.

SECTION VII

DISTRIBUTION OF ACTIVE PARTICIPANTS BY AGE AND SERVICE

Number of Active Participants as of January 1, 2016 – Distribution by Age and Service

Active participant counts are shown below.

Attained Age	Years of Credited Service										
	<u>Under 1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40 +</u>	<u>Total</u>
Under 25											
25-29											
30-34				7	1						8
35-39				2	14	1					17
40-44				3	19	6					28
45-49				5	18	12	5				40
50-54				8	23	7	14	13			65
55-59				4	22	10	7	9	11	2	65
60-64				6	10	8	17	11	6	5	63
65-69				2	2	2	2	4	2	2	16
70 +				1	1	1	1			1	5
Total				38	110	47	46	37	19	10	307

SECTION VII

PLAN PROVISIONS

Year of Service	12-consecutive month computation period in which an employee is credited with 1,000 or more hours of service.
Compensation	Total annual pay in a calendar year excluding bonuses, severance allowances, prizes or awards and reimbursement of expenses.
Average Compensation	The average during the period of actual employment in the five (5) calendar years out of the last six (6) consecutive years of employment during which earnings were highest.
Normal Form of Benefit	Life annuity with 120 payments guaranteed for unmarried participants. 100% Joint & Survivor for married participants.
Normal Retirement Date	First of the month coincident with or next following attained age 65 and 5 years of plan participation.
Participation Eligibility	<p>An eligible employee will enter the plan on the first day of the month following completion of one Year of Service and attainment of age 21.</p> <p>Employees hired after December 31, 2003 are not eligible to participate in the Plan.</p>
Benefit Formula	<p>The greater of (a) or (b):</p> <ul style="list-style-type: none">a) 0.7% Average Compensation multiplied by Years of Service.b) The accrued benefit under the prior plan as of March 31, 1989. <p>The above benefit will be offset by the amount of any annuity benefit purchased on behalf of a participant in 1985.</p>
Early Eligibility	A participant may elect Early Retirement after 10 years of credited service for vesting and attainment of age 60. There is a reduction of five-ninths of 1% for each of the first 60 months preceding Normal Retirement Date.
Vesting Schedule	Five years of Service equals 100% vesting.

SECTION VII

PLAN PROVISIONS

Death Benefit

The spouse of a participant (either active or terminated) who has satisfied the vesting requirement is entitled to a survivor annuity upon the death of the participant prior to the commencement of retirement benefits. The amount of such benefit will be equal to the benefit the spouse would have received had the participant retired on his date of death (or age 60 with 10 years of service, if later) and elected to receive a 50% Joint & Survivor annuity.

Disability Retirement

Vested benefit payable at later of cessation of LTD benefits, if applicable, and age 65.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Employer Identification Number: 81-0745074

Plan Number: 002

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

December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
INVESTMENTS AT FAIR VALUE				
Mutual Funds:				
	Vanguard	Institutional Index Institutional PI (VIIX)	\$ 5,860,089	\$ 8,594,029
	Vanguard	International Growth Fund	4,549,826	4,647,614
	Vanguard	Small-Cap Growth ETF	1,020,706	1,936,409
	Vanguard	Small-Cap Value ETF	1,076,764	2,021,587
	Vanguard	Growth Index Fund Institutional	6,201,826	10,409,749
	Vanguard	Value Index Fund	7,726,519	11,499,596
	Western Asset	Core Plus Bond Fund	14,402,394	14,224,088
	Loomis Sayles	Bond Fund	2,442,895	2,361,066
	Doubleline	Total Return Bond Fund	3,139,786	3,059,733
	Aberdeen	Emerging Markets	1,485,057	1,279,102
	Federated	Treasury Obligations I	5,967,782	5,967,782
*	Prudential	Short-Term Fund	328,522	328,522
	Total Mutual Funds		<u>54,202,166</u>	<u>66,329,277</u>
Hedge Funds:				
	UBS	Silver Creek Low Vol Strategies, Ltd.	<u>707,231</u>	<u>366,741</u>
	Total Hedge Funds		<u>707,231</u>	<u>366,741</u>
	TOTAL INVESTMENTS AT FAIR VALUE		<u>\$ 54,909,397</u>	<u>\$ 66,696,018</u>

* Indicates party-in-interest to the Plan.

ROGERS GROUP, INC. AND ITS AFFILIATES RETIREMENT PLAN

Employer Identification Number: 81-0745074

Plan Number: 002

Schedule H, Line 4j - Schedule of Reportable Transactions

For the Year Ended December 31, 2016

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
A series of security transactions representing one or more securities of the same issue which in aggregate is in excess of 5% of the fair value of Plan assets at the beginning of the year:								
Federated	Treasury Obligations I	\$ 12,434,233	\$ -	\$ -	\$ -	\$ 12,434,233	\$ 12,434,233	\$ -
Prudential	Short-Term Fund	\$ 15,745,443	\$ -	\$ -	\$ -	\$ 15,745,443	\$ 15,745,443	\$ -
Vanguard	International Growth Fund	\$ 5,708,204	\$ -	\$ -	\$ -	\$ 5,627,719	\$ 5,708,204	\$ -
Western Asset	Core Plus Bond Fund	\$ 13,620,157	\$ -	\$ -	\$ -	\$ 13,755,917	\$ 13,620,157	\$ -
Federated	Treasury Obligations I	\$ -	\$ 6,476,607	\$ -	\$ -	\$ 6,476,607	\$ 6,476,607	\$ -
Prudential	Short-Term Fund	\$ -	\$ 15,621,422	\$ -	\$ -	\$ 15,621,415	\$ 15,621,422	\$ 7
Vanguard	Value Index Fund	\$ 12,347,269	\$ -	\$ -	\$ -	\$ 9,343,424	\$ 12,347,269	\$ -
Vanguard	Institutional Index Institutional PI (VIIIIX)	\$ 9,627,591	\$ -	\$ -	\$ -	\$ 7,097,576	\$ 9,627,591	\$ -
Vanguard	Growth Index Fund Institutional	\$ 12,285,779	\$ -	\$ -	\$ -	\$ 7,588,220	\$ 12,285,779	\$ -
Vanguard	Value Index Fund	\$ -	\$ 2,731,048	\$ -	\$ -	\$ 1,926,838	\$ 2,731,048	\$ 804,210
Vanguard	Institutional Index Institutional PI (VIIIIX)	\$ -	\$ 2,083,307	\$ -	\$ -	\$ 1,457,636	\$ 2,083,307	\$ 625,671
Vanguard	Growth Index Fund Institutional	\$ -	\$ 2,585,556	\$ -	\$ -	\$ 1,546,223	\$ 2,585,556	\$ 1,039,333
Vanguard	International Growth Fund	\$ -	\$ 1,178,546	\$ -	\$ -	\$ 1,142,952	\$ 1,178,546	\$ 35,594
A single security transaction in excess of 5% of the fair value of Plan assets at the beginning of the year:								
Federated	Treasury Obligations I	\$ 12,434,233	\$ -	\$ -	\$ -	\$ 12,434,233	\$ 12,434,233	\$ -
Prudential	Short-Term Fund	\$ 15,745,443	\$ -	\$ -	\$ -	\$ 15,745,443	\$ 15,745,443	\$ -
Vanguard	International Growth Fund	\$ 5,708,204	\$ -	\$ -	\$ -	\$ 5,627,719	\$ 5,708,204	\$ -
Western Asset	Core Plus Bond Fund	\$ 13,620,157	\$ -	\$ -	\$ -	\$ 13,755,917	\$ 13,620,157	\$ -
Federated	Treasury Obligations I	\$ -	\$ 6,476,607	\$ -	\$ -	\$ 6,476,607	\$ 6,476,607	\$ -
Prudential	Short-Term Fund	\$ -	\$ 15,621,422	\$ -	\$ -	\$ 15,621,415	\$ 15,621,422	\$ 7
Vanguard	Value Index Fund	\$ 12,347,269	\$ -	\$ -	\$ -	\$ 9,343,424	\$ 12,347,269	\$ -
Vanguard	Institutional Index Institutional PI (VIIIIX)	\$ 9,627,591	\$ -	\$ -	\$ -	\$ 7,097,576	\$ 9,627,591	\$ -
Vanguard	Growth Index Fund Institutional	\$ 12,285,779	\$ -	\$ -	\$ -	\$ 7,588,220	\$ 12,285,779	\$ -