Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] 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:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
FIRST QUALITY SAVINGS AND INVESTMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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)
FIRST QUALITY ENTERPRISES, INC.

80 CUTTERMILL ROAD
GREAT NECK, NY 11021

2b Employer Identification Number (EIN) 23-2744573

2c Plan Sponsor's telephone number 814-235-6900

2d Business code (see instructions) 325600

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	THOMAS LUCARELLI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	5175
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	4507
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	5033
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	740
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	5773
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	8
f	Total. Add lines **6d** and **6e**.	**6f**	5781
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	5173
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	125
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2S 2T 3D 3H

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2016** **This Form is Open to Public Inspection.**

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
FIRST QUALITY SAVINGS AND INVESTMENT PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
FIRST QUALITY ENTERPRISES, INC.	23-2744573	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ACADIAN FUNDS

04-2929221

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

AMERICAN FUNDS

95-1411037

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

HARBOR

04-2679462

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

NORTHERN FUNDS

39-1777365

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

OAKMARK

04-3276558

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

ROYCE

52-2343049

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

THORNBURG

85-0301299

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

VANGUARD

23-1945930

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

PIMCO FUNDS

95-2632339

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

T. ROWE PRICE

52-2264646

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

GOLDMAN SACHS

13-5108880

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

METROPOLITAN WEST FUNDS

95-4597302

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

MFS

04-2747644

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

VOYA INVESTMENT MANAGEMENT

95-4516049

(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)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 49 50 60 62 63 64	SERVICE PROVIDER	329812	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

CAPFINANCIAL PARTNERS, LLC

4208 SIX FORKS ROAD
SUITE 1700
RALEIGH, NC 27675-6071

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	57000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WEISER MAZARS LLP

60 CROSSWAYS PARK DR WEST
SUITE 301
WOODBURY, NY 11797

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	20000	Yes [ ] No [X]	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)

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51	NONE	14980	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

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

A Name of plan
FIRST QUALITY SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FIRST QUALITY ENTERPRISES, INC.

D Employer Identification Number (EIN)
23-2744573

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: STABLE RETURN FUND N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
41-6202499-001	C	26205599

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
94-3222878-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BOND CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
46-6136833-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE RETURN FUND TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
46-6208187-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: CAUSEWAY INTERNATIONAL VALUE CIT AT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
47-6375784-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP INST LRGCAP MGB CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
45-6648614-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRP INST EQUITY INCOME MGD CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
46-6586666-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS VALUE CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 45-6648640-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: MULTI-MANAGER SMALL CAP CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 45-6648658-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: DODGE COX INTERM BOND CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 47-6566265-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK S&P 500 INDEX CIT N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 94-3224211-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42729483

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK INTL EQ INDEX CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 52-2265229-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK RUSSELL 2000 INDEX CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 52-2265233-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK S&P MIDCAP INDEX CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 52-2265235-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK US AGG BD INDEX CIT TR

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN 20-5699110-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

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

A Name of plan
FIRST QUALITY SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRST QUALITY ENTERPRISES, INC.

D Employer Identification Number (EIN)
23-2744573

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	0	
(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)	8468708	9152776
(9) Value of interest in common/collective trusts	1c(9)	107634851	68935082
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	79563959	146048952
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**		
	(2) Employer real property	**1d(2)**		
e	Buildings and other property used in plan operation	**1e**		
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	195667518	224136810
	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 through1j)	**1k**	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	195667518	224136810

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	**2a(1)(A)**	6734629	
	(B) Participants	**2a(1)(B)**	17168944	
	(C) Others (including rollovers)	**2a(1)(C)**	1917716	
	(2) Noncash contributions	**2a(2)**		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		25821289
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)**	385395	
	(F) Other	**2b(1)(F)**		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		385395
	(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)**	2195244	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		2195244
	(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)		6652324
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		6588060
c Other income	2c		48503
d Total income. Add all **income** amounts in column (b) and enter total	2d		41690815
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12567714	
(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)		12567714
f Corrective distributions (see instructions)	2f		105053
g Certain deemed distributions of participant loans (see instructions)	2g		27831
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)	520925	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		520925
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		13221523
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		28469292
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: MAZARS, USA LLP **(2)** EIN: 13-1459550

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

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

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

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

A Name of plan
FIRST QUALITY SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FIRST QUALITY ENTERPRISES, INC.

D Employer Identification Number (EIN)
23-2744573

Part I Distributions

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

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

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

EIN(s): 41-6257133

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

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

MAZARS

Independent Auditors' Report

To the Plan Sponsor and Administrator
First Quality Savings & Investment Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the First Quality Savings & Investment 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

Mazars USA LLP
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Mazars USA LLP is an independent member firm of Mazars Group.

Praxity Member Global Alliance of Independent Firms

MAZARS

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 referred.

Other Matter

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

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

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

Mazars USA LLP

September 19, 2017

MAZARS USA LLP

First Quality Savings And Investment Plan

Financial Statements and Supplemental Schedule
December 31, 2016 and 2015



MAZARS

MAZARS USA LLP IS AN INDEPENDENT MEMBER FIRM OF MAZARS GROUP.

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MAZARS

Independent Auditors' Report

To the Plan Sponsor and Administrator
First Quality Savings & Investment Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the First Quality Savings & Investment 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

MAZARS

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 referred.

Other Matter

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

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

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

Mazars USA LLP

September 19, 2017

First Quality Savings & Investment Plan

Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	2016	2015
Assets		
Investments at fair value	$ 214,984,064	$ 187,198,821
Receivables		
Employer contribution	312,939	226,826
Notes receivable from participants	9,186,487	8,502,419
Total receivables	9,499,426	8,729,245
Total Assets	224,483,490	195,928,066
Payables		
Excess contributions payable	32,315	96,067
Net assets available for benefits	$ 224,451,175	$ 195,831,999

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

First Quality Savings & Investment Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2016

Additions to net assets attributed to	
Investment income	
Net appreciation in fair value of investments	$ 13,067,146
Interest and dividend income	2,243,739
Mutual fund rebate income	173,245
Net investment income	15,484,130
Interest income on notes receivable from participants	385,395
Contributions	
Participant	17,232,696
Employer	6,820,742
Rollover	1,917,716
Total contributions	25,971,154
Total additions	41,840,679
Deductions from net assets attributed to	
Benefits paid to participants	12,700,598
Administrative fees	520,905
Total deductions	13,221,503
Net increase in assets available for benefits	28,619,176
Net assets available for benefits	
Beginning of year	195,831,999
End of year	$ 224,451,175

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

1. Plan Description

The following description of First Quality Savings & Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan covers the employees of First Quality Enterprises Inc., First Quality Products, Inc., First Quality Hygienic, Inc., First Quality International, Inc., First Quality Non Wovens, Inc., Nutek Disposables, Inc., First Quality Tissue SE, LLC, FQP&P, LLC, FQG Holding, LLC, FON, LLC, First Quality Tissue, LLC, First Quality Water & Beverage, LLC, First Quality Baby Products, LLC, First Quality Retail Services, LLC, First Quality Consumer Products, LLC, 80 Cuttermill SN, LLC, PL4S, LLC, First Quality Packaging Solutions, LLC, (collectively the "Company" or "Employer").

The Plan, established on January 1, 1996, and restated on January 1, 2012, and January 1, 2016, is a qualified voluntary defined contribution plan which contains a cash or deferred arrangement ("CODA") known as a 401(k) Plan. All employees hired are automatically eligible to participate in the Plan. Employees are automatically enrolled in the Plan with an elective deferral amount of 3% of their salary, unless they elect not to participate in the Plan within 30 days of their hire date. Participants of the Plan are eligible to receive employer matching contributions after completing three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Contributions

Participant Salary Deferral

Participants in the Plan may contribute a discretionary amount up to 100% of their pretax annual compensation, as defined in the Plan, provided that the participant's contribution does not exceed the maximum dollar amount determined by the Internal Revenue Service ("IRS") for each calendar year, which is $18,000 each of the calendar years ended December 31, 2016 and 2015. Employees over the age of 50 can elect to contribute an additional $6,000 for each of the calendar years ended December 31, 2016 and 2015. Effective August 1, 2012, employee deferrals are subject to an automatic increase of 1% per year until the participant reaches a maximum deferral of 10%. The first automatic increase commenced on March 1, 2013. Participants may opt out of the automatic increase. Participants may also contribute amounts representing distributions from other qualified plans.

Employer Matching Contributions

The Company contributes 100% of the first 3% of compensation that a participant contributes to the Plan. Additional amounts may be contributed at the option of the Company's board of directors. For the year ended December 31, 2016, the employer matching contribution amounted to $6,820,742.

Participant Accounts

Individual participant accounts are credited with applicable participant contributions, an allocation of the Company's contributions, and investment earnings and losses, and are charged with an allocation of administrative expenses. Allocations are based upon participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is equal to the vested portion of the participant's account.

Vesting
Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest in the Company's discretionary matching and profit sharing contributions plus actual earnings thereon based on the following schedule:

Years of Service	Vesting Requirement
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Forfeitures
A participant who terminates employment and is less than 100% vested forfeits the non-vested portion of his account. Forfeitures are used to reduce any matching contribution. There was $925,000 of forfeitures for the year ended December 31, 2016. The unallocated forfeiture balance at December 31, 2016 and 2015, amounted to approximately $285,000 and $789,000, respectively.

Investment Options
Participants may direct contributions to any of the investment options offered by the Plan. Participants may change their investment options on a daily basis.

Distributions
Distributions from the Plan are permitted under the following circumstances: (i) attainment of age 59 1/2, (ii) termination of employment, (iii) death or permanent disability, and (iv) a proven hardship. If a participant has less than $5,000 in his account, the distribution may only be made in a lump sum payment.

Notes Receivable from Participants
In general, the Plan administrator may permit participants to borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. A participant may have only one loan outstanding at any time.

Loans are secured by the balance in the participant's account and bear interest at an interest rate determined by the Plan administrator based on the prime rate plus 1% (rates were 4.00% to 4.50% per annum in 2016 and 2015, respectively). Loans shall be repaid over a period of up to five years unless the loan is for the purchase of a primary residence for which the Plan administrator will offer extended repayment options. Loans are repaid through payroll deductions. Participant loans receivable totaled approximately $9,186,000 and $8,502,000 at December 31, 2016 and 2015, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting
The financial statements have been prepared using the accrual basis of accounting.

Investment Valuation and Income Recognition
The Plan's 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.

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

The Plan presents, in the statement of changes in net assets available for benefits, the net change in the fair value of its investments, which consists of realized gains or losses and unrealized appreciation or depreciation on investments.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest, which approximates fair value. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments
Benefits are recorded when paid.

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

Administrative Fees
The Company absorbs certain of the administrative charges associated with the Plan. Administrative expenses reflected on the statement of changes in net assets available for benefits consist of certain trustee, asset, loan, and third party fees that are charged to the individual participant account.

Concentration
At December 31, 2016, the Plan invested in two investments which accounted for approximately 31% of net assets available for benefits. At December 31, 2015, the Plan invested in three investments which accounted for approximately 43% of net assets available for benefits.

3. Information Certified by the Plan's Trustee
The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the custodian of the Plan, has certified that the following data included in the accompanying financial statements is complete and accurate.

	December 31,	
	2016	2015
Investments at fair value	$ 214,984,064	$ 187,198,821
Notes receivable from participants	9,186,487	8,502,419
	$ 224,170,551	$ 195,701,240

	Year Ended December 31, 2016
Net appreciation in fair value of investments	$ 13,067,146
Interest and dividends income	$ 2,243,739
Interest income on notes receivable from participants	$ 385,395
Mutual fund rebate income	$ 173,245

4. Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification ("ASC") No. 820, *Fair Value Measurements and Disclosures* ("ASC 820"), provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to 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:

- Mutual Funds: Mutual Funds are stated at fair value based on quoted prices in an active market for each share held by the Plan.

- Common collective trust funds: Common collective trust funds are valued at NAV. The NAV is based on the fair value of the underlying investments held by the fund, less liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. The common collective trust fund invests primarily in mutual funds. Participant-directed transactions (purchases and sales) can be made on any business day. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure securities liquidations will be carried out in an orderly business manner.

- Stable value collective trust fund: Composed primarily of fully-benefit responsive investment contracts and is valued at the net asset value units of the bank collective trust. The net asset value is used as a practical expedient to estimate the fair value. The practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. There are no participant redemption restrictions for these investments and the redemption notice period of 12 months is applicable only at the Plan level.

There have been no changes in the valuation methodologies used at December 31, 2016 and 2015. The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Common collective trust fund	$ -	$ 42,729,487	$ -	$ 42,729,487
Mutual funds	146,048,978		-	146,048,978
Total investments in the fair value hierarchy	146,048,978	42,729,487	-	188,778,465
Stable value fund, measured at net asset value (a)	-	-	-	26,205,599
Total investments at fair value	$ 146,048,978	$ 42,729,487	$ -	$ 214,984,064

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Common collective trust fund	$ -	$ 79,144,382	$ -	$ 79,144,382
Mutual funds	79,563,976	-	-	79,563,976
Total investments in the fair value hierarchy	79,563,976	79,144,382	-	158,708,358
Stable value fund, measured at net asset value (a)	-	-	-	28,490,463
Total investments at fair value	$ 79,563,976	$ 79,144,382	$ -	$ 187,198,821

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

5. Excess Contributions Payable

Contributions received from participants are net of excess contributions payable to certain active participants. These excess contributions are the result of certain nondiscrimination provisions of the Plan. The excess contributions payable at December 31, 2016, and December 31, 2015, totaled approximately $32,000 and $96,000, respectively.

6. Related Party Transactions

Certain Plan investments are shares in common trust funds managed by Wells Fargo. Wells Fargo Bank, N.A., is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Purchases and sales of these funds are open market transactions at fair market value. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA and applicable exemptions promulgated thereafter. Fees paid by the Plan for the investment management services amounted to approximately $521,000 for the year ended December 31, 2016, and are included in the administrative expenses on the statement of changes in net assets available for benefits.

7. Tax Status

The IRS has determined and informed the Plan by a letter, dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and we believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes that it is no longer subject to income tax examinations for years prior to 2013.

8. Risk and Uncertainties

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

9. Plan Termination

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to discontinue and to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated, participants will become fully vested in their Company contributions and earnings thereon.

10. Reconciliation of Financial Statements to Schedule H of Form 5500

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

	2016	2015
Net assets available for benefits per the financial statements	$ 224,451,175	$ 195,831,999
Adjustment for corrective distribution payable not included on 5500	32,315	96,067
Adjustment for employer contribution receivable not included on 5500	(312,939)	(226,826)
Accrued interest on participant loans not included on 5500	(61,572)	(55,291)
Deemed distributions not included on 5500	27,831	21,569
Net assets available for benefits per Schedule H to the Form 5500	$ 224,136,810	$ 195,667,518

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2016:

Net increase in net assets available for benefits per the financial statements	$ 28,619,176
Less: Adjustment for prior year payable included on 5500	(96,067)
Less: Adjustment for current year receivable not included on 5500	(312,939)
Add: Adjustment for prior year receivable not included on 5500	226,826
Add: Adjustment for current year payable not included on 5500	32,315
Changes in net assets available for benefits per Schedule H of Form 5500	$ 28,469,311

11. Subsequent Events

The Plan has evaluated subsequent events for recognition or disclosure in the financial statements through September 19, 2017, the date the financial statements were available to be issued.

First Quality Savings & Investment Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2016

Plan #001 EIN: 23-2744573

(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
Common/Collective Trust				
*	Wells Fargo/BlackRock	S&P 500 Index CIT N	(1)	$ 42,729,487
Stable Asset				
*	Wells Fargo	Stable Return Fund N	(1)	26,205,599
				68,935,086
Shares of Registered Investment Companies				
	Blackrock	Blackrock Life Index 2030	(1)	16,246,271
	Blackrock	Blackrock Life Index 2035	(1)	15,850,692
	Blackrock	Blackrock Life Index 2025	(1)	15,097,794
	Blackrock	Blackrock Life Index 2020	(1)	14,558,674
	Vanguard	Vanguard Ext Market Index	(1)	12,443,716
	Metropolitan	Metropolitan West T/R Bond	(1)	9,898,429
*	Wells Fargo	Wells Fargo Small Company Growth	(1)	9,540,273
	American Funds	American Funds Washington Mutual R4	(1)	8,083,895
	Blackrock	Blackrock Life Index 2040	(1)	7,894,800
	Blackrock	Blackrock Life Index 2045	(1)	7,713,321
	Thornburg	Thornburg International Value R5	(1)	7,257,688
	Blackrock	Blackrock Life Index 2050	(1)	5,930,912
	Blackrock	Blackrock Life Index 2055	(1)	4,795,806
	Harbor Funds	Harbor Capital Appreciation Adm	(1)	4,468,803
	Blackrock	Blackrock Life Index Retirement	(1)	3,120,671
	Franklin Templeton	Templeton Global Bond Adv	(1)	1,113,542
	Goldman	Goldman Sachs Small Cap Value	(1)	668,427
	MFS	MFS Mid Cap Value Fund	(1)	580,229
	Vanguard	Vanguard Total Bond Market Index	(1)	508,546
	Vanguard	Vanguard Total Institutional Index	(1)	142,318
	VOYA	VOYA Midcap Opportunities Fund	(1)	134,171
				146,048,978
Notes receivable from participants		4.00% - 4.50% per annum maturing through October 2026		9,186,487
Total assets at fair value				$ 224,170,551

* indicates a party-in-interest
(1) N/A - Cost is not required for participant directed investments.

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First Quality Savings And Investment Plan

Financial Statements and Supplemental Schedule
December 31, 2016 and 2015



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December 31, 2016 and 2015

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MAZARS

Independent Auditors' Report

To the Plan Sponsor and Administrator
First Quality Savings & Investment Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the First Quality Savings & Investment 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

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

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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 referred.

Other Matter

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

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

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

Mazars USA LLP

September 19, 2017

First Quality Savings & Investment Plan

Statements of Net Assets Available for Benefits

December 31, 2016 and 2015

	2016	2015
Assets		
Investments at fair value	$ 214,984,064	$ 187,198,821
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Net assets available for benefits	$ 224,451,175	$ 195,831,999

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

First Quality Savings & Investment Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2016

Additions to net assets attributed to	
Investment income	
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Benefits paid to participants	12,700,598
Administrative fees	520,905
Total deductions	13,221,503
Net increase in assets available for benefits	28,619,176
Net assets available for benefits	
Beginning of year	195,831,999
End of year	$ 224,451,175

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The Plan, established on January 1, 1996, and restated on January 1, 2012, and January 1, 2016, is a qualified voluntary defined contribution plan which contains a cash or deferred arrangement ("CODA") known as a 401(k) Plan. All employees hired are automatically eligible to participate in the Plan. Employees are automatically enrolled in the Plan with an elective deferral amount of 3% of their salary, unless they elect not to participate in the Plan within 30 days of their hire date. Participants of the Plan are eligible to receive employer matching contributions after completing three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Contributions

Participant Salary Deferral

Participants in the Plan may contribute a discretionary amount up to 100% of their pretax annual compensation, as defined in the Plan, provided that the participant's contribution does not exceed the maximum dollar amount determined by the Internal Revenue Service ("IRS") for each calendar year, which is $18,000 each of the calendar years ended December 31, 2016 and 2015. Employees over the age of 50 can elect to contribute an additional $6,000 for each of the calendar years ended December 31, 2016 and 2015. Effective August 1, 2012, employee deferrals are subject to an automatic increase of 1% per year until the participant reaches a maximum deferral of 10%. The first automatic increase commenced on March 1, 2013. Participants may opt out of the automatic increase. Participants may also contribute amounts representing distributions from other qualified plans.

Employer Matching Contributions

The Company contributes 100% of the first 3% of compensation that a participant contributes to the Plan. Additional amounts may be contributed at the option of the Company's board of directors. For the year ended December 31, 2016, the employer matching contribution amounted to $6,820,742.

Participant Accounts

Individual participant accounts are credited with applicable participant contributions, an allocation of the Company's contributions, and investment earnings and losses, and are charged with an allocation of administrative expenses. Allocations are based upon participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is equal to the vested portion of the participant's account.

Vesting
Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest in the Company's discretionary matching and profit sharing contributions plus actual earnings thereon based on the following schedule:

Years of Service	Vesting Requirement
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Forfeitures
A participant who terminates employment and is less than 100% vested forfeits the non-vested portion of his account. Forfeitures are used to reduce any matching contribution. There was $925,000 of forfeitures for the year ended December 31, 2016. The unallocated forfeiture balance at December 31, 2016 and 2015, amounted to approximately $285,000 and $789,000, respectively.

Investment Options
Participants may direct contributions to any of the investment options offered by the Plan. Participants may change their investment options on a daily basis.

Distributions
Distributions from the Plan are permitted under the following circumstances: (i) attainment of age 59 1/2, (ii) termination of employment, (iii) death or permanent disability, and (iv) a proven hardship. If a participant has less than $5,000 in his account, the distribution may only be made in a lump sum payment.

Notes Receivable from Participants
In general, the Plan administrator may permit participants to borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. A participant may have only one loan outstanding at any time.

Loans are secured by the balance in the participant's account and bear interest at an interest rate determined by the Plan administrator based on the prime rate plus 1% (rates were 4.00% to 4.50% per annum in 2016 and 2015, respectively). Loans shall be repaid over a period of up to five years unless the loan is for the purchase of a primary residence for which the Plan administrator will offer extended repayment options. Loans are repaid through payroll deductions. Participant loans receivable totaled approximately $9,186,000 and $8,502,000 at December 31, 2016 and 2015, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting
The financial statements have been prepared using the accrual basis of accounting.

Investment Valuation and Income Recognition
The Plan's 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.

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

The Plan presents, in the statement of changes in net assets available for benefits, the net change in the fair value of its investments, which consists of realized gains or losses and unrealized appreciation or depreciation on investments.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest, which approximates fair value. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments
Benefits are recorded when paid.

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

Administrative Fees
The Company absorbs certain of the administrative charges associated with the Plan. Administrative expenses reflected on the statement of changes in net assets available for benefits consist of certain trustee, asset, loan, and third party fees that are charged to the individual participant account.

Concentration
At December 31, 2016, the Plan invested in two investments which accounted for approximately 31% of net assets available for benefits. At December 31, 2015, the Plan invested in three investments which accounted for approximately 43% of net assets available for benefits.

3. Information Certified by the Plan's Trustee
The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the custodian of the Plan, has certified that the following data included in the accompanying financial statements is complete and accurate.

	December 31,	
	2016	2015
Investments at fair value	$ 214,984,064	$ 187,198,821
Notes receivable from participants	9,186,487	8,502,419
	$ 224,170,551	$ 195,701,240

	Year Ended December 31, 2016
Net appreciation in fair value of investments	$ 13,067,146
Interest and dividends income	$ 2,243,739
Interest income on notes receivable from participants	$ 385,395
Mutual fund rebate income	$ 173,245

4. Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification ("ASC") No. 820, *Fair Value Measurements and Disclosures* ("ASC 820"), provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to 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:

- Mutual Funds: Mutual Funds are stated at fair value based on quoted prices in an active market for each share held by the Plan.

- Common collective trust funds: Common collective trust funds are valued at NAV. The NAV is based on the fair value of the underlying investments held by the fund, less liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. The common collective trust fund invests primarily in mutual funds. Participant-directed transactions (purchases and sales) can be made on any business day. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure securities liquidations will be carried out in an orderly business manner.

- Stable value collective trust fund: Composed primarily of fully-benefit responsive investment contracts and is valued at the net asset value units of the bank collective trust. The net asset value is used as a practical expedient to estimate the fair value. The practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. There are no participant redemption restrictions for these investments and the redemption notice period of 12 months is applicable only at the Plan level.

There have been no changes in the valuation methodologies used at December 31, 2016 and 2015. The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Common collective trust fund	$ -	$42,729,487	$ -	$ 42,729,487
Mutual funds	146,048,978		-	146,048,978
Total investments in the fair value hierarchy	146,048,978	42,729,487	-	188,778,465
Stable value fund, measured at net asset value (a)	-	-	-	26,205,599
Total investments at fair value	$146,048,978	$42,729,487	$ -	$214,984,064

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Common collective trust fund	$ -	$79,144,382	$ -	$ 79,144,382
Mutual funds	79,563,976	-	-	79,563,976
Total investments in the fair value hierarchy	79,563,976	79,144,382	-	158,708,358
Stable value fund, measured at net asset value (a)	-	-	-	28,490,463
Total investments at fair value	$ 79,563,976	$79,144,382	$ -	$187,198,821

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

5. Excess Contributions Payable

Contributions received from participants are net of excess contributions payable to certain active participants. These excess contributions are the result of certain nondiscrimination provisions of the Plan. The excess contributions payable at December 31, 2016, and December 31, 2015, totaled approximately $32,000 and $96,000, respectively.

6. Related Party Transactions

Certain Plan investments are shares in common trust funds managed by Wells Fargo. Wells Fargo Bank, N.A., is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Purchases and sales of these funds are open market transactions at fair market value. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA and applicable exemptions promulgated thereafter. Fees paid by the Plan for the investment management services amounted to approximately $521,000 for the year ended December 31, 2016, and are included in the administrative expenses on the statement of changes in net assets available for benefits.

7. Tax Status

The IRS has determined and informed the Plan by a letter, dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and we believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes that it is no longer subject to income tax examinations for years prior to 2013.

8. Risk and Uncertainties

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

9. Plan Termination

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to discontinue and to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated, participants will become fully vested in their Company contributions and earnings thereon.

10. Reconciliation of Financial Statements to Schedule H of Form 5500

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

	2016	2015
Net assets available for benefits per the financial statements	$ 224,451,175	$ 195,831,999
Adjustment for corrective distribution payable not included on 5500	32,315	96,067
Adjustment for employer contribution receivable not included on 5500	(312,939)	(226,826)
Accrued interest on participant loans not included on 5500	(61,572)	(55,291)
Deemed distributions not included on 5500	27,831	21,569
Net assets available for benefits per Schedule H to the Form 5500	$ 224,136,810	$ 195,667,518

The following is a reconciliation of changes in net assets available for benefits per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2016:

Net increase in net assets available for benefits per the financial statements	$ 28,619,176
Less: Adjustment for prior year payable included on 5500	(96,067)
Less: Adjustment for current year receivable not included on 5500	(312,939)
Add: Adjustment for prior year receivable not included on 5500	226,826
Add: Adjustment for current year payable not included on 5500	32,315
Changes in net assets available for benefits per Schedule H of Form 5500	$ 28,469,311

11. Subsequent Events

The Plan has evaluated subsequent events for recognition or disclosure in the financial statements through September 19, 2017, the date the financial statements were available to be issued.

First Quality Savings & Investment Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2016

Plan #001 EIN: 23-2744573

(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
Common/Collective Trust				
*	Wells Fargo/BlackRock	S&P 500 Index CIT N	(1)	$ 42,729,487
Stable Asset				
*	Wells Fargo	Stable Return Fund N	(1)	26,205,599
				68,935,086
Shares of Registered Investment Companies				
	Blackrock	Blackrock Life Index 2030	(1)	16,246,271
	Blackrock	Blackrock Life Index 2035	(1)	15,850,692
	Blackrock	Blackrock Life Index 2025	(1)	15,097,794
	Blackrock	Blackrock Life Index 2020	(1)	14,558,674
	Vanguard	Vanguard Ext Market Index	(1)	12,443,716
	Metropolitan	Metropolitan West T/R Bond	(1)	9,898,429
*	Wells Fargo	Wells Fargo Small Company Growth	(1)	9,540,273
	American Funds	American Funds Washington Mutual R4	(1)	8,083,895
	Blackrock	Blackrock Life Index 2040	(1)	7,894,800
	Blackrock	Blackrock Life Index 2045	(1)	7,713,321
	Thornburg	Thornburg International Value R5	(1)	7,257,688
	Blackrock	Blackrock Life Index 2050	(1)	5,930,912
	Blackrock	Blackrock Life Index 2055	(1)	4,795,806
	Harbor Funds	Harbor Capital Appreciation Adm	(1)	4,468,803
	Blackrock	Blackrock Life Index Retirement	(1)	3,120,671
	Franklin Templeton	Templeton Global Bond Adv	(1)	1,113,542
	Goldman	Goldman Sachs Small Cap Value	(1)	668,427
	MFS	MFS Mid Cap Value Fund	(1)	580,229
	Vanguard	Vanguard Total Bond Market Index	(1)	508,546
	Vanguard	Vanguard Total Institutional Index	(1)	142,318
	VOYA	VOYA Midcap Opportunities Fund	(1)	134,171
				146,048,978
Notes receivable from participants		4.00% - 4.50% per annum maturing through October 2026		9,186,487
Total assets at fair value				$ 224,170,551

* indicates a party-in-interest
(1) N/A - Cost is not required for participant directed investments.

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First Quality Savings & Investment Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2016

Plan #001 EIN: 23-2744573

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*	Wells Fargo/BlackRock	S&P 500 Index CIT N	(1)	$ 42,729,487
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*	Wells Fargo	Stable Return Fund N	(1)	26,205,599
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Shares of Registered Investment Companies				
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	Blackrock	Blackrock Life Index 2035	(1)	15,850,692
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