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
SPELLMAN 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 11/01/1991

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)
SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

475 WIRELESS BLVD.
HAUPPAUGE, NY 11788

2b Employer Identification Number (EIN) 13-2607577

2c Plan Sponsor's telephone number 631-630-3006

2d Business code (see instructions) 221100

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.	10/13/2017	ROBERT KERLEY
	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**	369
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)**	270
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	294
b	Retired or separated participants receiving benefits	**6b**	8
c	Other retired or separated participants entitled to future benefits	**6c**	79
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	381
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f	Total. Add lines **6d** and **6e**.	**6f**	385
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	348
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**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
SPELLMAN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

D Employer Identification Number (EIN)
13-2607577

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	1850	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

NATIONAL FINANCIAL SERVICES LLC

04-3523567

(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?
61	PAYING AGENT	0	Yes [X] No [ ]	Yes [X] No [ ]	190	Yes [ ] No [X]

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

NORTH RIDGE SECURITIES CORP

1895 WALT WHITMAN RD
MELVILLE, NY 11747

(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?
55	ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	41252	Yes [ ] No [X]

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)

AMERICAN PORTFOLIOS FINANCIAL SERV

4250 VETERANS MEMORIAL
HWY STE 420E
HOLBROOK, NY 11741

(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?
55	ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	28005	Yes [ ] No [X]

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ABDN US SM CAP EQ A - BOSTON FINAN	P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ARIEL FUND - U.S. BANCORP FUND SER	P.O. BOX 701 MILWAUKEE, WI 53201	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ARIEL INTL INV - U.S. BANCORP FUND	P.O. BOX 701 MILWAUKEE, WI 53201	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
C&S REAL ESTATE A - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.20%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
CBA AGG GR A - BNY MELLON INV SERV	P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
COL SEL LG CAP VAL A - COLUMBIA MG	PO BOX 8081 BOSTON, MA 02266	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
COL SM CAP IDX A - COLUMBIA MGT IN	PO BOX 8081 BOSTON, MA 02266	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
COL US GOVT MTG A - COLUMBIA MGT I	PO BOX 8081 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
COL US TREAS IDX A - COLUMBIA MGT	PO BOX 8081 BOSTON, MA 02266	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
DOUBLELINE TOT RET N - U.S. BANCOR	P.O. BOX 701 MILWAUKEE, WI 53201	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
DREY ACTIVE MIDCAP A - DREYFUS TRA	200 PARK AVENUE NEW YORK, NY 10166	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
DREY OP MIDCAP VAL A - DREYFUS TRA	200 PARK AVENUE NEW YORK, NY 10166	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
DREYFUS S&P 500 INDX - DREYFUS TRA 200 PARK AVENUE NEW YORK, NY 10166	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
EV ATL CAP SMID-CP A - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
FED HIGH YIELD TR SS - STATE STREE 04-0025081	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
FED INTL LEADERS A - STATE STREET 04-0025081	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
FED MDT LG CP VAL SS - STATE STREE 04-0025081	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
FED STRAT VAL DIV A - STATE STREET 04-0025081	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
HARTFORD MIDCAP R4 - HARTFORD ADMI 41-0679409	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
HTFD CORE EQUITY R4 - HARTFORD ADM 41-0679409	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
INTECH INTL MV S - JANUS SERVICES 43-1804048	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
INVS DIVD INC A - INVESCO INVESTME 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JH DSCPL VAL MDCP A - JOHN HANCOCK 01-0233346	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JPM DISCPL EQUITY A - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JPM MID CAP GROWTH A - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
JPM MKT EXP ENH A - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.05%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
LD ABBETT DEV GRTH A - DST SYSTEMS 43-1581814	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
LZRD INTL STRAT EQ O - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.20%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
MFS INTL VALUE R3 - MFS SERVICE CE 04-2865649	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
MSIF GROWTH A - BOSTON FINANCIAL D P.O. BOX 8480 BOSTON, MA 02266	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NUVEEN NWQ SMCP V A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NUVEEN STRAT INC A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NUVEEN SY LW VL EQ A - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
OPPHMR INTL GROWTH A - OFI GLOBAL	225 LIBERTY STREET NEW YORK, NY 10281	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIM RAE FDM PLUS A - BOSTON FINANC	P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIM SP INTL USH A - BOSTON FINANC	P.O. BOX 8480 BOSTON, MA 02266	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIM STKPLUS SM A - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIONEER FDMTL GRTH A - PIONEER INV 04-2890696	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PUTN GLBL CONSUMER A - PUTNAM INVE 04-2539562	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE BAL R - T. ROWE PRICE S 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2005 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2010 R - T. ROWE PRICE 52-2269240	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2015 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2020 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2025 R - T. ROWE PRICE 52-2269240	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2030 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2035 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2040 R - T. ROWE PRICE 52-2269240	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2045 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2050 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE 2055 R - T. ROWE PRICE 52-2269240	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
UM BEHAVIORAL VAL A - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
VICTORY S ESTB VAL A - SUNGARD INV 31-1249295	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
VRS SMALL CAP GRTH A - FIS INVESTO 4249 EASTON WAY, SUITE 400 COLUMBUS, OH 43219	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WF DSPLND US CORE A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.30%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NORTH RIDGE SECURITIES CORP	55	18293

(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.
NATIONAL FINANCIAL SERVICES LLC 04-3523567	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN PORTFOLIOS FINANCIAL SERV	55	28005

(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.
NATIONAL FINANCIAL SERVICES LLC 04-3523567	

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
NORTH RIDGE SECURITIES CORP	55	22959
(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.	
NATIONAL FINANCIAL SERVICES LLC 04-3523567		

(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
SPELLMAN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

D Employer Identification Number (EIN)
13-2607577

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: FA STABLE VALUE

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

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)
04-3022712-026	C	5329343

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
SPELLMAN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

D Employer Identification Number (EIN)
13-2607577

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	450127	442651
(9) Value of interest in common/collective trusts	1c(9)	5220892	5329343
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	22299565	23692427
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	27970584	29464421
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
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	27970584	29464421

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)	450284	
	(B) Participants	2a(1)(B)	1883271	
	(C) Others (including rollovers)	2a(1)(C)	113903	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2447458
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	18364	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18364
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	842830	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		842830
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(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)	0	
	(B) Other	2b(5)(B)	0	
	(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)		31905
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		419373
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		3759930
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2266782	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2266782
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		-2700
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2011	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2011
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2266093
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1493837
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: MARCUM LLP **(2)** EIN: 13-2607577

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		286871
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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n		X	
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
SPELLMAN 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
SPELLMAN HIGH VOLTAGE ELECTRONICS CORPORATION

D Employer Identification Number (EIN)
13-2607577

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**

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): 04-6568107

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 _____/_____/_____.

SPELLMAN 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

DECEMBER 31, 2016 AND 2015

SPELLMAN 401(k) SAVINGS PLAN

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MARCUM
ACCOUNTANTS ▲ ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Trustee of
Spellman 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Spellman 401(k) Savings 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

MARCUMGROUP
MEMBER

Marcum LLP ■ 10 Melville Park Road ■ Melville, New York 11747 ■ **Phone** 631.414.4000 ■ **Fax** 631.414.4001 ■ **marcumllp.com**

Disclaimer of Opinion

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

Other Matter

The supplementary schedule H, line 4a, schedule of delinquent contributions for the year ended December 31, 2016 and schedule H, line 4i, schedule of assets (held at end of year) as of December 31, 2016, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph we do not express an opinion on these supplementary schedules.

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

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



Melville, NY
October 11, 2017

SPELLMAN 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2016 AND 2015

	2016	2015
Assets		
Investments at Fair Value		
Mutual funds	$ 23,692,427	$ 22,299,565
Common collective trust	5,329,343	5,171,387
Total Investments at Fair Value	29,021,770	27,470,952
Receivables		
Contributions receivable, employer	515,000	450,000
Contributions receivable, participants	--	26,176
Notes receivable from participants	442,651	450,127
Total Receivables	957,651	926,303
Net Assets Available for Benefits	$ 29,979,421	$ 28,397,255

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

SPELLMAN 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2016

Additions to Net Assets		
Investment Income		
Net appreciation in fair value of investments	$ 500,783	
Interest and dividend income	842,830	
Interest income on notes receivable from participants	18,364	
Total Investment Income		$ 1,361,977
Contributions		
Participants	1,857,095	
Employer	515,284	
Rollover	113,903	
Total Contributions		2,486,282
Total Additions to Net Assets		3,848,259
Deductions From Net Assets		
Benefits paid to participants	2,264,082	
Administrative expenses	2,011	
Total Deductions From Net Assets		2,266,093
Net Increase		1,582,166
Net Assets Available For Benefits - Beginning		28,397,255
Net Assets Available For Benefits - Ending		$ 29,979,421

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Spellman 401(k) Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all eligible employees of Spellman High Voltage Electronics Corp. and Dytro Corporation, an affiliate through common control (the "Employer") and ("Plan Administrator"). An employee is eligible to participate in the Plan after the completion of three months of credited service. The Plan is qualified under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In October 2015, the Plan was restated to comply with current Internal Revenue Services ("IRS") and ERISA requirements. The changes in the Plan restatement did not have any impact to the financial statements.

PLAN ADMINISTRATION

The Plan's investment management committee (the "Committee") is responsible for the management and investment of the Plan's assets. Fidelity Management Trust Company ("Fidelity" or the "Trustee") serves as trustee of the Plan and holds the Plan's assets. Fidelity Investments Institutional Operations Company, Inc., serves as the record keeper of the Plan, provides information in its capacity as agent for the Trustee, pursuant to the terms of the agreement between the Employer and Fidelity.

CONTRIBUTIONS

Participants may elect to defer up to 20% of their annual compensation subject to the IRS prescribed limit of $18,000 for 2016. Participants who have reached the age of 50 before the end of the Plan year are eligible for an additional "catch-up" contribution of up to $6,000 for 2016 as per IRS Regulations. Participants may also contribute amounts representing distributions of other qualified plans.

The Employer may make annual discretionary matching contributions to eligible participants as outlined in the Plan agreement. Only those participants who are actively employed on the last day of the Plan year are eligible for employer matching contributions. For the year ended December 31, 2016, the Employer has committed to make an employer contribution in the amount of $515,000 and which is recorded on the accompanying statement of net assets available for benefits as an employer contribution receivable.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

PARTICIPANT ACCOUNTS

Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contributions, an allocation of the Employer's contribution and Plan earnings, net of an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants direct the investment of their contributions and the discretionary employer match into various investment options offered by the Plan. The Plan currently offers various mutual funds and a common collective trust as investment options for participants.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to 50% of their vested account balance subject to a minimum of $1,000 and an aggregate maximum loan amount of $50,000. The loans are secured by the balances of the participants' accounts and bear annual interest at prime rate as shown in the Wall Street Journal fifteen (15) days prior to each calendar quarter (3.75% at December 31, 2016), plus 1%. Principal and interest is paid ratably through monthly payroll deductions, over a period of time not to exceed sixty (60) months, unless for the purchase of a primary residence. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. As defined in the Plan Agreement, participant loans are considered in default at the end of the quarter following the quarter in which there is an outstanding payment due (up to 60 days). Defaulted participant loans are reclassified as deemed distributions according to the terms of the Plan Agreement. For the year ended December 31, 2016, new loans extended to participants totaled $159,595 and total principal repayments were $167,071.

PAYMENT OF BENEFITS

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of participant's vested interest in his or her account or annual installments. For terminations of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. Benefits are recorded when paid.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

HARDSHIP WITHDRAWALS

In the case of a financial hardship, a participant is allowed to withdraw only the amount the participant needs in order to resolve that hardship plus any federal, state and local taxes, and penalties which may result from the withdrawal. The participant may not withdraw an amount being used as security for a loan from the Plan. If a participant receives a hardship withdrawal, the participant will be prohibited from contributing to the Plan on a pre-tax basis for six months after the participant withdraws funds.

FORFEITURES

Forfeitures represent non-vested employer contributions of terminated participants as a result of the terminated participants failing to meet vesting requirements. Forfeitures may be utilized for payment of Plan expenses. Forfeitures not used to pay Plan expenses may be used to reduce Employer contributions. During the year ended December 31, 2016, approximately $19,200 was forfeited by participants who failed to meet the Plan's vesting requirements. For the year ended December 31, 2016, approximately $28,200 of the forfeitures were reallocated to participants in the Plan to offset employer match contributions. The forfeiture balance as of December 31, 2016 and 2015 was $21,166 and $30,330, respectively.

RETIREMENT

Upon eligibility for retirement, participants shall be automatically 100% vested in their accounts. The normal retirement date is the first day of the month preceding the date on which the employee attains age 65. In addition, a participant is eligible to withdraw his vested benefits at age 59 ½.

VESTING OF BENEFITS

A participant's contributions and earnings on these contributions are 100% vested. The vesting in the Employer contributions and earnings thereon is based on years of service. A participant becomes 100% vested after five years of credited service. However, a participant who becomes eligible for retirement or who dies prior to his or her normal retirement age also becomes 100% vested.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan's investment in the Fidelity Stable Value Portfolio, a common collective trust which invests in fully benefit-responsive investment contracts, is valued at net asset value, as permitted by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820-10 as a practical expedient to measuring fair value, which for financial statement reporting purposes is fair value.

USE OF ESTIMATES

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

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment providers, trustee and insurance company. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value on the accompanying statement of changes in net assets available for benefits includes the Plan's gains and losses (realized and unrealized) on investments bought and sold as well as held during the year.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded based upon terms of the Plan document.

NOTE 3 - ADMINISTRATIVE EXPENSES

Administrative expenses of the Plan are paid out of the net assets available for benefit unless paid by the Employer. Administrative expenses paid by the Employer are excluded from these financial statements. These amounts were allocated among accounts of all participants in the Plan, in a fair manner, or, where applicable, allocated to a specific participant based on transactions requested under the Plan. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform auditing procedures with respect to the information certified by Fidelity, the trustee for the Plan at December 31, 2016 and 2015, except for comparing the information certified by the trustee to information included in the Plan's financial statements and supplementary schedules. The information certified by the Plan trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016 is as follows:

	December 31, 2016	December 31, 2015
Mutual funds	$23,692,427	$22,299,565
Common and collective trust	5,329,343	5,171,387
Notes receivable from participants	442,651	450,127

	For the Year Ended December 31, 2016
Investment Income	
Net appreciation in fair value of investments	$ 500,783
Interest and dividends on investments	842,830
Interest on notes receivable from participants	18,364
Total Investment Income	$1,361,977

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE (CONTINUED)

During the year ended December 31, 2016, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $500,783.

NOTE 5 - FAIR VALUE MEASUREMENTS

FASB ASC Topic 820, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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.

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Mutual Funds

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

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

Assets at Fair Value at December 31, 2016

Description	Level 1	Level 2	Level 3	Total
Mutual funds	$23,692,427	$ --	$ --	$23,692,427
Total Assets in the Fair Value Hierarchy	$23,692,427	$ --	$ --	23,692,427
Investments measured at net asset value [(a)]				5,329,343
Investments at Fair Value				$29,021,770

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

Assets at Fair Value at December 31, 2015				
Description	Level 1	Level 2	Level 3	Total
Mutual funds	$22,299,565	$ --	$ --	$22,299,565
Total Assets in the Fair Value Hierarchy	$22,299,565	$ --	$ --	22,299,565
Investments measured at net asset value [(a)]				5,171,387
Investments at Fair Value				$27,470,952

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

TRANSFERS BETWEEN LEVELS

For years ended December 31, 2016 and 2015, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

INVESTMENTS MEASURED USING THE NET ASSET VALUE PER SHARE PRACTICAL EXPEDIENT

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016 and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

For the Year Ended December 31, 2016				
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common Collective Trust				
Advisor stable value portfolio	$5,329,343	$ --	Daily	12 months' notice

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

INVESTMENTS MEASURED USING THE NET ASSET VALUE PER SHARE PRACTICAL EXPEDIENT (CONTINUED)

For the Year Ended December 31, 2015

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common Collective Trust				
Advisor stable value portfolio	$5,171,387	$ --	Daily	12 months' notice

NOTE 6 - PLAN TERMINATION

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

NOTE 7 - TAX STATUS

The Plan has a prototype plan designed to be qualified under applicable provisions of the IRC and is not subject to federal and state income taxes. The prototype plan obtained an opinion letter on March 31, 2014, in which the IRS stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the opinion letter. However, the Plan administrator and the tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides various investment instrument options to its participants, including mutual funds, and a common collective trust. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the value of the participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 9 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of registered investment companies and a common collective trust managed by Fidelity. Fidelity is the Trustee as defined by the Plan and these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Also, certain administrative functions are performed by officers and employees of the Company and Participating Employers (who may also be participants in the Plan) at no cost to the Plan. The Plan extends loans to participants who are considered parties-in-interest, therefore, these transactions qualify as parties-in-interest transactions.

NOTE 10 - SELF CORRECTION PROGRAM

The Employer determined that certain remittances of employee deferrals and/or loan repayments for the Plan years ended December 31, 2016 and 2015 that were not made timely in accordance with the Department of Labor ("DOL") guidelines. The Employer ultimately decided to categorize the remittances in question as prohibited transactions. The Employer self-corrected the violations. On August 25, 2016, the Employer deposited $98 of lost earnings for the late contributions for the contributions for the year ended December 31, 2015. On January 6, 2017, the Employer deposited $70 of lost earnings for the late contributions for the year ended December 31, 2016.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2016	2015
Net assets available for benefits per the financial statements	$29,979,421	$28,397,255
Less: Contributions receivable, employer per the financial statements	(515,000)	(450,000)
Less: Contributions receivable, employee per the financial statements	--	(26,176)
Add: Adjustment from fair value to contract value for common and collective trust	--	49,505
Net Assets Available for Benefits Per Form 5500	$29,464,421	$27,970,584

The following is a reconciliation of net appreciation in fair value of investments per the financial statements for the year ended December 31, 2016 to Form 5500:

	For the Year Ended December 31, 2016
Net appreciation in fair value of investments per the financial statements	$500,783
Adjustment from contract value to fair value for fully benefit-responsive investment contracts included in common collective trust – December 31, 2015	(49,505)
Net Unrealized Appreciation in Fair Value of Investments Per Form 5500	$451,278

The following is a reconciliation of the contributions per the financial statements to Form 5500 for the year ended December 31, 2016:

	For the Year Ended December 31, 2016
Total contributions - per the financial statements	$2,486,282
Add: Contributions receivable, employer, prior year	450,000
Add: Contributions receivable, participants, current year	26,176
Less: Contributions receivable, employer, current year	(515,000)
Total Contributions Per Form 5500	$2,447,458

NOTE 12 - SUBSEQUENT EVENTS

The Plan evaluated subsequent events through October 11, 2017, the date the financial statements were available for issuance, for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to the financial statements.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF DELINQUENT CONTRIBUTIONS
FORM 5500 - SCHEDULE H, LINE 4a

EIN: 13-2607577
PLAN NUMBER: 002

FOR THE YEAR ENDED DECEMBER 31, 2016

Participant Contributions Transferred Late to Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction In VFCP*	Total Fully Corrected Under VFCP* and PTE 2002-51
June 25, 2015	√	$ --	$ 36,047	$ --	$ --
October 8, 2015	√	--	33,456	--	--
October 15, 2015	√	--	34,973	--	--
December 17, 2015	√	--	30,565	--	--
December 31, 2015	√	--	29,529	--	--
March 17, 2016	√	--	--	41,135	--
May 26, 2016	√	--	--	40,792	--
September 8, 2016	√	--	--	40,374	--
Total		$ --	$ 164,570	$ 122,301	$ --

* Voluntary Fiduciary Correction Program (DOL)

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i

EIN: 13-2607577
PN: 002

DECEMBER 31, 2016

(a)	(b) Issuer	(c) Description	** (d) Cost	(e) Current Value
*	Fidelity Advisor International Capital Appreciation Class A	Mutual Fund		$ 73,074
	T. Rowe Price Retire 2005 Fund Class R	Mutual Fund		44,338
	T. Rowe Price Retire 2010 Fund Class R	Mutual Fund		161,505
	T. Rowe Price Retire 2015 Fund Class R	Mutual Fund		60,116
	T. Rowe Price Retire 2020 Fund Class R	Mutual Fund		345,055
	T. Rowe Price Retire 2025 Fund Class R	Mutual Fund		720,101
	T. Rowe Price Retire 2030 Fund Class R	Mutual Fund		1,104,647
	T. Rowe Price Retire 2035 Fund Class R	Mutual Fund		903,903
	T. Rowe Price Retire 2040 Fund Class R	Mutual Fund		579,232
	T. Rowe Price Retire 2045 Fund Class R	Mutual Fund		167,900
	T. Rowe Price Retire 2050 Fund Class R	Mutual Fund		449,643
	T. Rowe Price Retire 2055 Fund Class R	Mutual Fund		9,032
	T. Rowe Price Retire Income Fund Class R	Mutual Fund		80,837
	John Hancock Disciplined Value Mid Cap A	Mutual Fund		1,682,545
	MFS International Value R3	Mutual Fund		537,500
	Oppenheimer International Growth Fund Class A	Mutual Fund		78,286
	Undiscovered Managers Behavioral Value Fund Class A	Mutual Fund		500,738
	Dreyfus Active Midcap A	Mutual Fund		133,741
	Dreyfus S&P 500 Index Fund	Mutual Fund		76,894
	Aberdeen U.S. Small Cap Equity Fund Class A	Mutual Fund		436,866
	Columbia Small Cap Index Fund Class A	Mutual Fund		233,581
	Columbia U.S. Treasury Index Fund Class A	Mutual Fund		1,727,287
	Janus Henderson International Managed Volatility Fund	Mutual Fund		795,545
	Victory Sycamore Established Value Fund Class A	Mutual Fund		871
	Invesco Dividend Income Fund Class A	Mutual Fund		551,380
	Eaton Vance Atlanta Capital SMID-Cap Fund Class A	Mutual Fund		1,513,165
	Subtotal Forward			$12,967,782

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i (CONTINUED)

EIN: 13-2607577
PN: 002

DECEMBER 31, 2016

(a)	(b) Issuer	(c) Description	** (d) Cost	(e) Current Value
	Subtotal Forward			$12,967,782
	Federated High Yield Trust Service Shares	Mutual Fund		562,949
	Federated Strategic Value Dividend Fund Class A Shares	Mutual Fund		475,728
	Morgan Stanley Inst Growth A	Mutual Fund		2,110,797
	Nuveen NWQ Small-Cap Value A	Mutual Fund		257,443
	Nuveen Symphony Low Volatility Equity Fund A	Mutual Fund		155,910
	RS Investments Small Cap Growth A	Mutual Fund		49,652
	Lazard International Strategic Eq Instl	Mutual Fund		518
	Cohen & Steers Real Estate Securities A	Mutual Fund		357,041
	Putnam Global Consumer A	Mutual Fund		121,523
	Hartford MidCap R4	Mutual Fund		1,475,363
	Hartford Core Equity Fund Class R4	Mutual Fund		2,846,432
	Wells Fargo Disciplined US Core A	Mutual Fund		164,494
	JPMorgan Market Expansion Enhanced Index Fund Class A	Mutual Fund		41,076
	Pioneer Fundamental Growth A	Mutual Fund		1,710,296
	Ariel International Fund Investor Class	Mutual Fund		1,356
	Double Line Total Return Bond N	Mutual Fund		394,067
	Total Mutual Funds at Fair Value			23,692,427
*	Fidelity Advisor Stable Value Portfolio - Class II	Common Collective Trust		5,329,343
*	Outstanding Participant loans	Annual rates ranging from 4.25% - 9.25% and maturities ranging from February 2017 through June 2026		442,651
	Total			$29,464,421

The above information has been certified as complete and accurate by the Plan's trustee.

* Party-in-interest
** Cost information not required for Participant Directed Investments.

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

DECEMBER 31, 2016 AND 2015

SPELLMAN 401(k) SAVINGS PLAN

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MARCUM
ACCOUNTANTS ▲ ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Trustee of
Spellman 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Spellman 401(k) Savings 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

MARCUMGROUP
MEMBER

Marcum LLP ■ 10 Melville Park Road ■ Melville, New York 11747 ■ **Phone** 631.414.4000 ■ **Fax** 631.414.4001 ■ **marcumllp.com**

Disclaimer of Opinion

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

Other Matter

The supplementary schedule H, line 4a, schedule of delinquent contributions for the year ended December 31, 2016 and schedule H, line 4i, schedule of assets (held at end of year) as of December 31, 2016, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph we do not express an opinion on these supplementary schedules.

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

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



Melville, NY
October 11, 2017

SPELLMAN 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2016 AND 2015

	2016	2015
Assets		
Investments at Fair Value		
Mutual funds	$ 23,692,427	$ 22,299,565
Common collective trust	5,329,343	5,171,387
Total Investments at Fair Value	29,021,770	27,470,952
Receivables		
Contributions receivable, employer	515,000	450,000
Contributions receivable, participants	--	26,176
Notes receivable from participants	442,651	450,127
Total Receivables	957,651	926,303
Net Assets Available for Benefits	$ 29,979,421	$ 28,397,255

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

SPELLMAN 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2016

Additions to Net Assets		
Investment Income		
Net appreciation in fair value of investments	$ 500,783	
Interest and dividend income	842,830	
Interest income on notes receivable from participants	18,364	
Total Investment Income		$ 1,361,977
Contributions		
Participants	1,857,095	
Employer	515,284	
Rollover	113,903	
Total Contributions		2,486,282
Total Additions to Net Assets		3,848,259
Deductions From Net Assets		
Benefits paid to participants	2,264,082	
Administrative expenses	2,011	
Total Deductions From Net Assets		2,266,093
Net Increase		1,582,166
Net Assets Available For Benefits - Beginning		28,397,255
Net Assets Available For Benefits - Ending		$ 29,979,421

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Spellman 401(k) Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all eligible employees of Spellman High Voltage Electronics Corp. and Dytro Corporation, an affiliate through common control (the "Employer") and ("Plan Administrator"). An employee is eligible to participate in the Plan after the completion of three months of credited service. The Plan is qualified under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In October 2015, the Plan was restated to comply with current Internal Revenue Services ("IRS") and ERISA requirements. The changes in the Plan restatement did not have any impact to the financial statements.

PLAN ADMINISTRATION

The Plan's investment management committee (the "Committee") is responsible for the management and investment of the Plan's assets. Fidelity Management Trust Company ("Fidelity" or the "Trustee") serves as trustee of the Plan and holds the Plan's assets. Fidelity Investments Institutional Operations Company, Inc., serves as the record keeper of the Plan, provides information in its capacity as agent for the Trustee, pursuant to the terms of the agreement between the Employer and Fidelity.

CONTRIBUTIONS

Participants may elect to defer up to 20% of their annual compensation subject to the IRS prescribed limit of $18,000 for 2016. Participants who have reached the age of 50 before the end of the Plan year are eligible for an additional "catch-up" contribution of up to $6,000 for 2016 as per IRS Regulations. Participants may also contribute amounts representing distributions of other qualified plans.

The Employer may make annual discretionary matching contributions to eligible participants as outlined in the Plan agreement. Only those participants who are actively employed on the last day of the Plan year are eligible for employer matching contributions. For the year ended December 31, 2016, the Employer has committed to make an employer contribution in the amount of $515,000 and which is recorded on the accompanying statement of net assets available for benefits as an employer contribution receivable.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

PARTICIPANT ACCOUNTS

Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contributions, an allocation of the Employer's contribution and Plan earnings, net of an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants direct the investment of their contributions and the discretionary employer match into various investment options offered by the Plan. The Plan currently offers various mutual funds and a common collective trust as investment options for participants.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to 50% of their vested account balance subject to a minimum of $1,000 and an aggregate maximum loan amount of $50,000. The loans are secured by the balances of the participants' accounts and bear annual interest at prime rate as shown in the Wall Street Journal fifteen (15) days prior to each calendar quarter (3.75% at December 31, 2016), plus 1%. Principal and interest is paid ratably through monthly payroll deductions, over a period of time not to exceed sixty (60) months, unless for the purchase of a primary residence. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. As defined in the Plan Agreement, participant loans are considered in default at the end of the quarter following the quarter in which there is an outstanding payment due (up to 60 days). Defaulted participant loans are reclassified as deemed distributions according to the terms of the Plan Agreement. For the year ended December 31, 2016, new loans extended to participants totaled $159,595 and total principal repayments were $167,071.

PAYMENT OF BENEFITS

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of participant's vested interest in his or her account or annual installments. For terminations of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. Benefits are recorded when paid.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

HARDSHIP WITHDRAWALS

In the case of a financial hardship, a participant is allowed to withdraw only the amount the participant needs in order to resolve that hardship plus any federal, state and local taxes, and penalties which may result from the withdrawal. The participant may not withdraw an amount being used as security for a loan from the Plan. If a participant receives a hardship withdrawal, the participant will be prohibited from contributing to the Plan on a pre-tax basis for six months after the participant withdraws funds.

FORFEITURES

Forfeitures represent non-vested employer contributions of terminated participants as a result of the terminated participants failing to meet vesting requirements. Forfeitures may be utilized for payment of Plan expenses. Forfeitures not used to pay Plan expenses may be used to reduce Employer contributions. During the year ended December 31, 2016, approximately $19,200 was forfeited by participants who failed to meet the Plan's vesting requirements. For the year ended December 31, 2016, approximately $28,200 of the forfeitures were reallocated to participants in the Plan to offset employer match contributions. The forfeiture balance as of December 31, 2016 and 2015 was $21,166 and $30,330, respectively.

RETIREMENT

Upon eligibility for retirement, participants shall be automatically 100% vested in their accounts. The normal retirement date is the first day of the month preceding the date on which the employee attains age 65. In addition, a participant is eligible to withdraw his vested benefits at age 59 ½.

VESTING OF BENEFITS

A participant's contributions and earnings on these contributions are 100% vested. The vesting in the Employer contributions and earnings thereon is based on years of service. A participant becomes 100% vested after five years of credited service. However, a participant who becomes eligible for retirement or who dies prior to his or her normal retirement age also becomes 100% vested.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan's investment in the Fidelity Stable Value Portfolio, a common collective trust which invests in fully benefit-responsive investment contracts, is valued at net asset value, as permitted by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820-10 as a practical expedient to measuring fair value, which for financial statement reporting purposes is fair value.

USE OF ESTIMATES

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

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment providers, trustee and insurance company. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value on the accompanying statement of changes in net assets available for benefits includes the Plan's gains and losses (realized and unrealized) on investments bought and sold as well as held during the year.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded based upon terms of the Plan document.

NOTE 3 - ADMINISTRATIVE EXPENSES

Administrative expenses of the Plan are paid out of the net assets available for benefit unless paid by the Employer. Administrative expenses paid by the Employer are excluded from these financial statements. These amounts were allocated among accounts of all participants in the Plan, in a fair manner, or, where applicable, allocated to a specific participant based on transactions requested under the Plan. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform auditing procedures with respect to the information certified by Fidelity, the trustee for the Plan at December 31, 2016 and 2015, except for comparing the information certified by the trustee to information included in the Plan's financial statements and supplementary schedules. The information certified by the Plan trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016 is as follows:

	December 31, 2016	December 31, 2015
Mutual funds	$23,692,427	$22,299,565
Common and collective trust	5,329,343	5,171,387
Notes receivable from participants	442,651	450,127

	For the Year Ended December 31, 2016
Investment Income	
Net appreciation in fair value of investments	$ 500,783
Interest and dividends on investments	842,830
Interest on notes receivable from participants	18,364
Total Investment Income	$1,361,977

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE (CONTINUED)

During the year ended December 31, 2016, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $500,783.

NOTE 5 - FAIR VALUE MEASUREMENTS

FASB ASC Topic 820, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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.

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Mutual Funds

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

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

Assets at Fair Value at December 31, 2016

Description	Level 1	Level 2	Level 3	Total
Mutual funds	$23,692,427	$ --	$ --	$23,692,427
Total Assets in the Fair Value Hierarchy	$23,692,427	$ --	$ --	23,692,427
Investments measured at net asset value [(a)]				5,329,343
Investments at Fair Value				$29,021,770

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

Assets at Fair Value at December 31, 2015				
Description	Level 1	Level 2	Level 3	Total
Mutual funds	$22,299,565	$ --	$ --	$22,299,565
Total Assets in the Fair Value Hierarchy	$22,299,565	$ --	$ --	22,299,565
Investments measured at net asset value [(a)]				5,171,387
Investments at Fair Value				$27,470,952

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

TRANSFERS BETWEEN LEVELS

For years ended December 31, 2016 and 2015, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

INVESTMENTS MEASURED USING THE NET ASSET VALUE PER SHARE PRACTICAL EXPEDIENT

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016 and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

For the Year Ended December 31, 2016				
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common Collective Trust				
Advisor stable value portfolio	$5,329,343	$ --	Daily	12 months' notice

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

INVESTMENTS MEASURED USING THE NET ASSET VALUE PER SHARE PRACTICAL EXPEDIENT (CONTINUED)

For the Year Ended December 31, 2015

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common Collective Trust				
Advisor stable value portfolio	$5,171,387	$ --	Daily	12 months' notice

NOTE 6 - PLAN TERMINATION

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

NOTE 7 - TAX STATUS

The Plan has a prototype plan designed to be qualified under applicable provisions of the IRC and is not subject to federal and state income taxes. The prototype plan obtained an opinion letter on March 31, 2014, in which the IRS stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the opinion letter. However, the Plan administrator and the tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides various investment instrument options to its participants, including mutual funds, and a common collective trust. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the value of the participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 9 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of registered investment companies and a common collective trust managed by Fidelity. Fidelity is the Trustee as defined by the Plan and these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Also, certain administrative functions are performed by officers and employees of the Company and Participating Employers (who may also be participants in the Plan) at no cost to the Plan. The Plan extends loans to participants who are considered parties-in-interest, therefore, these transactions qualify as parties-in-interest transactions.

NOTE 10 - SELF CORRECTION PROGRAM

The Employer determined that certain remittances of employee deferrals and/or loan repayments for the Plan years ended December 31, 2016 and 2015 that were not made timely in accordance with the Department of Labor ("DOL") guidelines. The Employer ultimately decided to categorize the remittances in question as prohibited transactions. The Employer self-corrected the violations. On August 25, 2016, the Employer deposited $98 of lost earnings for the late contributions for the contributions for the year ended December 31, 2015. On January 6, 2017, the Employer deposited $70 of lost earnings for the late contributions for the year ended December 31, 2016.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2016	2015
Net assets available for benefits per the financial statements	$29,979,421	$28,397,255
Less: Contributions receivable, employer per the financial statements	(515,000)	(450,000)
Less: Contributions receivable, employee per the financial statements	--	(26,176)
Add: Adjustment from fair value to contract value for common and collective trust	--	49,505
Net Assets Available for Benefits Per Form 5500	$29,464,421	$27,970,584

The following is a reconciliation of net appreciation in fair value of investments per the financial statements for the year ended December 31, 2016 to Form 5500:

	For the Year Ended December 31, 2016
Net appreciation in fair value of investments per the financial statements	$500,783
Adjustment from contract value to fair value for fully benefit-responsive investment contracts included in common collective trust – December 31, 2015	(49,505)
Net Unrealized Appreciation in Fair Value of Investments Per Form 5500	$451,278

The following is a reconciliation of the contributions per the financial statements to Form 5500 for the year ended December 31, 2016:

	For the Year Ended December 31, 2016
Total contributions - per the financial statements	$2,486,282
Add: Contributions receivable, employer, prior year	450,000
Add: Contributions receivable, participants, current year	26,176
Less: Contributions receivable, employer, current year	(515,000)
Total Contributions Per Form 5500	$2,447,458

NOTE 12 - SUBSEQUENT EVENTS

The Plan evaluated subsequent events through October 11, 2017, the date the financial statements were available for issuance, for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to the financial statements.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF DELINQUENT CONTRIBUTIONS
FORM 5500 - SCHEDULE H, LINE 4a

EIN: 13-2607577
PLAN NUMBER: 002

FOR THE YEAR ENDED DECEMBER 31, 2016

Participant Contributions Transferred Late to Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction In VFCP*	Total Fully Corrected Under VFCP* and PTE 2002-51
June 25, 2015	√	$ --	$ 36,047	$ --	$ --
October 8, 2015	√	--	33,456	--	--
October 15, 2015	√	--	34,973	--	--
December 17, 2015	√	--	30,565	--	--
December 31, 2015	√	--	29,529	--	--
March 17, 2016	√	--	--	41,135	--
May 26, 2016	√	--	--	40,792	--
September 8, 2016	√	--	--	40,374	--
Total		$ --	$ 164,570	$ 122,301	$ --

* Voluntary Fiduciary Correction Program (DOL)

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i

EIN: 13-2607577
PN: 002

DECEMBER 31, 2016

(a)	(b) Issuer	(c) Description	** (d) Cost	(e) Current Value
*	Fidelity Advisor International Capital Appreciation Class A	Mutual Fund		$ 73,074
	T. Rowe Price Retire 2005 Fund Class R	Mutual Fund		44,338
	T. Rowe Price Retire 2010 Fund Class R	Mutual Fund		161,505
	T. Rowe Price Retire 2015 Fund Class R	Mutual Fund		60,116
	T. Rowe Price Retire 2020 Fund Class R	Mutual Fund		345,055
	T. Rowe Price Retire 2025 Fund Class R	Mutual Fund		720,101
	T. Rowe Price Retire 2030 Fund Class R	Mutual Fund		1,104,647
	T. Rowe Price Retire 2035 Fund Class R	Mutual Fund		903,903
	T. Rowe Price Retire 2040 Fund Class R	Mutual Fund		579,232
	T. Rowe Price Retire 2045 Fund Class R	Mutual Fund		167,900
	T. Rowe Price Retire 2050 Fund Class R	Mutual Fund		449,643
	T. Rowe Price Retire 2055 Fund Class R	Mutual Fund		9,032
	T. Rowe Price Retire Income Fund Class R	Mutual Fund		80,837
	John Hancock Disciplined Value Mid Cap A	Mutual Fund		1,682,545
	MFS International Value R3	Mutual Fund		537,500
	Oppenheimer International Growth Fund Class A	Mutual Fund		78,286
	Undiscovered Managers Behavioral Value Fund Class A	Mutual Fund		500,738
	Dreyfus Active Midcap A	Mutual Fund		133,741
	Dreyfus S&P 500 Index Fund	Mutual Fund		76,894
	Aberdeen U.S. Small Cap Equity Fund Class A	Mutual Fund		436,866
	Columbia Small Cap Index Fund Class A	Mutual Fund		233,581
	Columbia U.S. Treasury Index Fund Class A	Mutual Fund		1,727,287
	Janus Henderson International Managed Volatility Fund	Mutual Fund		795,545
	Victory Sycamore Established Value Fund Class A	Mutual Fund		871
	Invesco Dividend Income Fund Class A	Mutual Fund		551,380
	Eaton Vance Atlanta Capital SMID-Cap Fund Class A	Mutual Fund		1,513,165
	Subtotal Forward			$12,967,782

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i (CONTINUED)

EIN: 13-2607577
PN: 002

DECEMBER 31, 2016

(a)	(b) Issuer	(c) Description	** (d) Cost	(e) Current Value
	Subtotal Forward			$12,967,782
	Federated High Yield Trust Service Shares	Mutual Fund		562,949
	Federated Strategic Value Dividend Fund Class A Shares	Mutual Fund		475,728
	Morgan Stanley Inst Growth A	Mutual Fund		2,110,797
	Nuveen NWQ Small-Cap Value A	Mutual Fund		257,443
	Nuveen Symphony Low Volatility Equity Fund A	Mutual Fund		155,910
	RS Investments Small Cap Growth A	Mutual Fund		49,652
	Lazard International Strategic Eq Instl	Mutual Fund		518
	Cohen & Steers Real Estate Securities A	Mutual Fund		357,041
	Putnam Global Consumer A	Mutual Fund		121,523
	Hartford MidCap R4	Mutual Fund		1,475,363
	Hartford Core Equity Fund Class R4	Mutual Fund		2,846,432
	Wells Fargo Disciplined US Core A	Mutual Fund		164,494
	JPMorgan Market Expansion Enhanced Index Fund Class A	Mutual Fund		41,076
	Pioneer Fundamental Growth A	Mutual Fund		1,710,296
	Ariel International Fund Investor Class	Mutual Fund		1,356
	Double Line Total Return Bond N	Mutual Fund		394,067
	Total Mutual Funds at Fair Value			23,692,427
*	Fidelity Advisor Stable Value Portfolio - Class II	Common Collective Trust		5,329,343
*	Outstanding Participant loans	Annual rates ranging from 4.25% - 9.25% and maturities ranging from February 2017 through June 2026		442,651
	Total			$29,464,421

The above information has been certified as complete and accurate by the Plan's trustee.

* Party-in-interest
** Cost information not required for Participant Directed Investments.

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

DECEMBER 31, 2016 AND 2015

SPELLMAN 401(k) SAVINGS PLAN

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MARCUM
ACCOUNTANTS ▲ ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Trustee of
Spellman 401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Spellman 401(k) Savings 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

MARCUMGROUP
MEMBER

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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.

Other Matter

The supplementary schedule H, line 4a, schedule of delinquent contributions for the year ended December 31, 2016 and schedule H, line 4i, schedule of assets (held at end of year) as of December 31, 2016, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph we do not express an opinion on these supplementary schedules.

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

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



Melville, NY
October 11, 2017

SPELLMAN 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2016 AND 2015

	2016	2015
Assets		
Investments at Fair Value		
Mutual funds	$ 23,692,427	$ 22,299,565
Common collective trust	5,329,343	5,171,387
Total Investments at Fair Value	29,021,770	27,470,952
Receivables		
Contributions receivable, employer	515,000	450,000
Contributions receivable, participants	--	26,176
Notes receivable from participants	442,651	450,127
Total Receivables	957,651	926,303
Net Assets Available for Benefits	$ 29,979,421	$ 28,397,255

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

SPELLMAN 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2016

Additions to Net Assets		
Investment Income		
Net appreciation in fair value of investments	$ 500,783	
Interest and dividend income	842,830	
Interest income on notes receivable from participants	18,364	
Total Investment Income		$ 1,361,977
Contributions		
Participants	1,857,095	
Employer	515,284	
Rollover	113,903	
Total Contributions		2,486,282
Total Additions to Net Assets		3,848,259
Deductions From Net Assets		
Benefits paid to participants	2,264,082	
Administrative expenses	2,011	
Total Deductions From Net Assets		2,266,093
Net Increase		1,582,166
Net Assets Available For Benefits - Beginning		28,397,255
Net Assets Available For Benefits - Ending		$ 29,979,421

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Spellman 401(k) Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all eligible employees of Spellman High Voltage Electronics Corp. and Dytro Corporation, an affiliate through common control (the "Employer") and ("Plan Administrator"). An employee is eligible to participate in the Plan after the completion of three months of credited service. The Plan is qualified under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In October 2015, the Plan was restated to comply with current Internal Revenue Services ("IRS") and ERISA requirements. The changes in the Plan restatement did not have any impact to the financial statements.

PLAN ADMINISTRATION

The Plan's investment management committee (the "Committee") is responsible for the management and investment of the Plan's assets. Fidelity Management Trust Company ("Fidelity" or the "Trustee") serves as trustee of the Plan and holds the Plan's assets. Fidelity Investments Institutional Operations Company, Inc., serves as the record keeper of the Plan, provides information in its capacity as agent for the Trustee, pursuant to the terms of the agreement between the Employer and Fidelity.

CONTRIBUTIONS

Participants may elect to defer up to 20% of their annual compensation subject to the IRS prescribed limit of $18,000 for 2016. Participants who have reached the age of 50 before the end of the Plan year are eligible for an additional "catch-up" contribution of up to $6,000 for 2016 as per IRS Regulations. Participants may also contribute amounts representing distributions of other qualified plans.

The Employer may make annual discretionary matching contributions to eligible participants as outlined in the Plan agreement. Only those participants who are actively employed on the last day of the Plan year are eligible for employer matching contributions. For the year ended December 31, 2016, the Employer has committed to make an employer contribution in the amount of $515,000 and which is recorded on the accompanying statement of net assets available for benefits as an employer contribution receivable.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

PARTICIPANT ACCOUNTS

Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contributions, an allocation of the Employer's contribution and Plan earnings, net of an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants direct the investment of their contributions and the discretionary employer match into various investment options offered by the Plan. The Plan currently offers various mutual funds and a common collective trust as investment options for participants.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to 50% of their vested account balance subject to a minimum of $1,000 and an aggregate maximum loan amount of $50,000. The loans are secured by the balances of the participants' accounts and bear annual interest at prime rate as shown in the Wall Street Journal fifteen (15) days prior to each calendar quarter (3.75% at December 31, 2016), plus 1%. Principal and interest is paid ratably through monthly payroll deductions, over a period of time not to exceed sixty (60) months, unless for the purchase of a primary residence. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. As defined in the Plan Agreement, participant loans are considered in default at the end of the quarter following the quarter in which there is an outstanding payment due (up to 60 days). Defaulted participant loans are reclassified as deemed distributions according to the terms of the Plan Agreement. For the year ended December 31, 2016, new loans extended to participants totaled $159,595 and total principal repayments were $167,071.

PAYMENT OF BENEFITS

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of participant's vested interest in his or her account or annual installments. For terminations of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. Benefits are recorded when paid.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

HARDSHIP WITHDRAWALS

In the case of a financial hardship, a participant is allowed to withdraw only the amount the participant needs in order to resolve that hardship plus any federal, state and local taxes, and penalties which may result from the withdrawal. The participant may not withdraw an amount being used as security for a loan from the Plan. If a participant receives a hardship withdrawal, the participant will be prohibited from contributing to the Plan on a pre-tax basis for six months after the participant withdraws funds.

FORFEITURES

Forfeitures represent non-vested employer contributions of terminated participants as a result of the terminated participants failing to meet vesting requirements. Forfeitures may be utilized for payment of Plan expenses. Forfeitures not used to pay Plan expenses may be used to reduce Employer contributions. During the year ended December 31, 2016, approximately $19,200 was forfeited by participants who failed to meet the Plan's vesting requirements. For the year ended December 31, 2016, approximately $28,200 of the forfeitures were reallocated to participants in the Plan to offset employer match contributions. The forfeiture balance as of December 31, 2016 and 2015 was $21,166 and $30,330, respectively.

RETIREMENT

Upon eligibility for retirement, participants shall be automatically 100% vested in their accounts. The normal retirement date is the first day of the month preceding the date on which the employee attains age 65. In addition, a participant is eligible to withdraw his vested benefits at age 59 ½.

VESTING OF BENEFITS

A participant's contributions and earnings on these contributions are 100% vested. The vesting in the Employer contributions and earnings thereon is based on years of service. A participant becomes 100% vested after five years of credited service. However, a participant who becomes eligible for retirement or who dies prior to his or her normal retirement age also becomes 100% vested.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. The Plan's investment in the Fidelity Stable Value Portfolio, a common collective trust which invests in fully benefit-responsive investment contracts, is valued at net asset value, as permitted by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820-10 as a practical expedient to measuring fair value, which for financial statement reporting purposes is fair value.

USE OF ESTIMATES

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

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment providers, trustee and insurance company. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value on the accompanying statement of changes in net assets available for benefits includes the Plan's gains and losses (realized and unrealized) on investments bought and sold as well as held during the year.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded based upon terms of the Plan document.

NOTE 3 - ADMINISTRATIVE EXPENSES

Administrative expenses of the Plan are paid out of the net assets available for benefit unless paid by the Employer. Administrative expenses paid by the Employer are excluded from these financial statements. These amounts were allocated among accounts of all participants in the Plan, in a fair manner, or, where applicable, allocated to a specific participant based on transactions requested under the Plan. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform auditing procedures with respect to the information certified by Fidelity, the trustee for the Plan at December 31, 2016 and 2015, except for comparing the information certified by the trustee to information included in the Plan's financial statements and supplementary schedules. The information certified by the Plan trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016 is as follows:

	December 31, 2016	December 31, 2015
Mutual funds	$23,692,427	$22,299,565
Common and collective trust	5,329,343	5,171,387
Notes receivable from participants	442,651	450,127

	For the Year Ended December 31, 2016
Investment Income	
Net appreciation in fair value of investments	$ 500,783
Interest and dividends on investments	842,830
Interest on notes receivable from participants	18,364
Total Investment Income	$1,361,977

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE (CONTINUED)

During the year ended December 31, 2016, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $500,783.

NOTE 5 - FAIR VALUE MEASUREMENTS

FASB ASC Topic 820, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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.

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Mutual Funds

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

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

Assets at Fair Value at December 31, 2016

Description	Level 1	Level 2	Level 3	Total
Mutual funds	$23,692,427	$ --	$ --	$23,692,427
Total Assets in the Fair Value Hierarchy	$23,692,427	$ --	$ --	23,692,427
Investments measured at net asset value [(a)]				5,329,343
Investments at Fair Value				$29,021,770

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

Assets at Fair Value at December 31, 2015				
Description	Level 1	Level 2	Level 3	Total
Mutual funds	$22,299,565	$ --	$ --	$22,299,565
Total Assets in the Fair Value Hierarchy	$22,299,565	$ --	$ --	22,299,565
Investments measured at net asset value [(a)]				5,171,387
Investments at Fair Value				$27,470,952

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

TRANSFERS BETWEEN LEVELS

For years ended December 31, 2016 and 2015, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

INVESTMENTS MEASURED USING THE NET ASSET VALUE PER SHARE PRACTICAL EXPEDIENT

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016 and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

For the Year Ended December 31, 2016				
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common Collective Trust				
Advisor stable value portfolio	$5,329,343	$ --	Daily	12 months' notice

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

INVESTMENTS MEASURED USING THE NET ASSET VALUE PER SHARE PRACTICAL EXPEDIENT (CONTINUED)

For the Year Ended December 31, 2015

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common Collective Trust				
Advisor stable value portfolio	$5,171,387	$ --	Daily	12 months' notice

NOTE 6 - PLAN TERMINATION

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

NOTE 7 - TAX STATUS

The Plan has a prototype plan designed to be qualified under applicable provisions of the IRC and is not subject to federal and state income taxes. The prototype plan obtained an opinion letter on March 31, 2014, in which the IRS stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the opinion letter. However, the Plan administrator and the tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides various investment instrument options to its participants, including mutual funds, and a common collective trust. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the value of the participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 9 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of registered investment companies and a common collective trust managed by Fidelity. Fidelity is the Trustee as defined by the Plan and these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services are included as a reduction of the return earned on each fund. Also, certain administrative functions are performed by officers and employees of the Company and Participating Employers (who may also be participants in the Plan) at no cost to the Plan. The Plan extends loans to participants who are considered parties-in-interest, therefore, these transactions qualify as parties-in-interest transactions.

NOTE 10 - SELF CORRECTION PROGRAM

The Employer determined that certain remittances of employee deferrals and/or loan repayments for the Plan years ended December 31, 2016 and 2015 that were not made timely in accordance with the Department of Labor ("DOL") guidelines. The Employer ultimately decided to categorize the remittances in question as prohibited transactions. The Employer self-corrected the violations. On August 25, 2016, the Employer deposited $98 of lost earnings for the late contributions for the contributions for the year ended December 31, 2015. On January 6, 2017, the Employer deposited $70 of lost earnings for the late contributions for the year ended December 31, 2016.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2016	2015
Net assets available for benefits per the financial statements	$29,979,421	$28,397,255
Less: Contributions receivable, employer per the financial statements	(515,000)	(450,000)
Less: Contributions receivable, employee per the financial statements	--	(26,176)
Add: Adjustment from fair value to contract value for common and collective trust	--	49,505
Net Assets Available for Benefits Per Form 5500	$29,464,421	$27,970,584

The following is a reconciliation of net appreciation in fair value of investments per the financial statements for the year ended December 31, 2016 to Form 5500:

	For the Year Ended December 31, 2016
Net appreciation in fair value of investments per the financial statements	$500,783
Adjustment from contract value to fair value for fully benefit-responsive investment contracts included in common collective trust – December 31, 2015	(49,505)
Net Unrealized Appreciation in Fair Value of Investments Per Form 5500	$451,278

The following is a reconciliation of the contributions per the financial statements to Form 5500 for the year ended December 31, 2016:

	For the Year Ended December 31, 2016
Total contributions - per the financial statements	$2,486,282
Add: Contributions receivable, employer, prior year	450,000
Add: Contributions receivable, participants, current year	26,176
Less: Contributions receivable, employer, current year	(515,000)
Total Contributions Per Form 5500	$2,447,458

NOTE 12 - SUBSEQUENT EVENTS

The Plan evaluated subsequent events through October 11, 2017, the date the financial statements were available for issuance, for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to the financial statements.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF DELINQUENT CONTRIBUTIONS
FORM 5500 - SCHEDULE H, LINE 4a

EIN: 13-2607577
PLAN NUMBER: 002

FOR THE YEAR ENDED DECEMBER 31, 2016

Participant Contributions Transferred Late to Plan	Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction In VFCP*	Total Fully Corrected Under VFCP* and PTE 2002-51
June 25, 2015	√	$ --	$ 36,047	$ --	$ --
October 8, 2015	√	--	33,456	--	--
October 15, 2015	√	--	34,973	--	--
December 17, 2015	√	--	30,565	--	--
December 31, 2015	√	--	29,529	--	--
March 17, 2016	√	--	--	41,135	--
May 26, 2016	√	--	--	40,792	--
September 8, 2016	√	--	--	40,374	--
Total		$ --	$ 164,570	$ 122,301	$ --

* Voluntary Fiduciary Correction Program (DOL)

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i

EIN: 13-2607577
PN: 002

DECEMBER 31, 2016

(a)	(b) Issuer	(c) Description	** (d) Cost	(e) Current Value
*	Fidelity Advisor International Capital Appreciation Class A	Mutual Fund		$ 73,074
	T. Rowe Price Retire 2005 Fund Class R	Mutual Fund		44,338
	T. Rowe Price Retire 2010 Fund Class R	Mutual Fund		161,505
	T. Rowe Price Retire 2015 Fund Class R	Mutual Fund		60,116
	T. Rowe Price Retire 2020 Fund Class R	Mutual Fund		345,055
	T. Rowe Price Retire 2025 Fund Class R	Mutual Fund		720,101
	T. Rowe Price Retire 2030 Fund Class R	Mutual Fund		1,104,647
	T. Rowe Price Retire 2035 Fund Class R	Mutual Fund		903,903
	T. Rowe Price Retire 2040 Fund Class R	Mutual Fund		579,232
	T. Rowe Price Retire 2045 Fund Class R	Mutual Fund		167,900
	T. Rowe Price Retire 2050 Fund Class R	Mutual Fund		449,643
	T. Rowe Price Retire 2055 Fund Class R	Mutual Fund		9,032
	T. Rowe Price Retire Income Fund Class R	Mutual Fund		80,837
	John Hancock Disciplined Value Mid Cap A	Mutual Fund		1,682,545
	MFS International Value R3	Mutual Fund		537,500
	Oppenheimer International Growth Fund Class A	Mutual Fund		78,286
	Undiscovered Managers Behavioral Value Fund Class A	Mutual Fund		500,738
	Dreyfus Active Midcap A	Mutual Fund		133,741
	Dreyfus S&P 500 Index Fund	Mutual Fund		76,894
	Aberdeen U.S. Small Cap Equity Fund Class A	Mutual Fund		436,866
	Columbia Small Cap Index Fund Class A	Mutual Fund		233,581
	Columbia U.S. Treasury Index Fund Class A	Mutual Fund		1,727,287
	Janus Henderson International Managed Volatility Fund	Mutual Fund		795,545
	Victory Sycamore Established Value Fund Class A	Mutual Fund		871
	Invesco Dividend Income Fund Class A	Mutual Fund		551,380
	Eaton Vance Atlanta Capital SMID-Cap Fund Class A	Mutual Fund		1,513,165
	Subtotal Forward			$12,967,782

See independent auditors' report.

SPELLMAN 401(k) SAVINGS PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, LINE 4i (CONTINUED)

EIN: 13-2607577
PN: 002

DECEMBER 31, 2016

(a)	(b) Issuer	(c) Description	** (d) Cost	(e) Current Value
	Subtotal Forward			$12,967,782
	Federated High Yield Trust Service Shares	Mutual Fund		562,949
	Federated Strategic Value Dividend Fund Class A Shares	Mutual Fund		475,728
	Morgan Stanley Inst Growth A	Mutual Fund		2,110,797
	Nuveen NWQ Small-Cap Value A	Mutual Fund		257,443
	Nuveen Symphony Low Volatility Equity Fund A	Mutual Fund		155,910
	RS Investments Small Cap Growth A	Mutual Fund		49,652
	Lazard International Strategic Eq Instl	Mutual Fund		518
	Cohen & Steers Real Estate Securities A	Mutual Fund		357,041
	Putnam Global Consumer A	Mutual Fund		121,523
	Hartford MidCap R4	Mutual Fund		1,475,363
	Hartford Core Equity Fund Class R4	Mutual Fund		2,846,432
	Wells Fargo Disciplined US Core A	Mutual Fund		164,494
	JPMorgan Market Expansion Enhanced Index Fund Class A	Mutual Fund		41,076
	Pioneer Fundamental Growth A	Mutual Fund		1,710,296
	Ariel International Fund Investor Class	Mutual Fund		1,356
	Double Line Total Return Bond N	Mutual Fund		394,067
	Total Mutual Funds at Fair Value			23,692,427
*	Fidelity Advisor Stable Value Portfolio - Class II	Common Collective Trust		5,329,343
*	Outstanding Participant loans	Annual rates ranging from 4.25% - 9.25% and maturities ranging from February 2017 through June 2026		442,651
	Total			$29,464,421

The above information has been certified as complete and accurate by the Plan's trustee.

* Party-in-interest
** Cost information not required for Participant Directed Investments.

See independent auditors' report.