

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 <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____	
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>SHIBLEY MANAGEMENT, INC. PROFIT SHARING PLAN AND TRUST</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>07/01/2000</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>SHIBLEY MANAGEMENT, INC.</u> <u>30 NORTH MAIN STREET</u> <u>CHAGRIN FALLS, OH 44022</u>	2b	Employer Identification Number (EIN) <u>34-1688522</u>
		2c	Plan Sponsor's telephone number <u>440-247-8338</u>
		2d	Business code (see instructions) <u>722300</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	LAWRENCE SHIBLEY
	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 ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 208
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	 6a(1) 200 6a(2) 185 6b 0 6c 11 6d 196 6e 0 6f 196 6g 81 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D 2T 3B b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
--	---	---

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

A Name of plan SHIBLEY MANAGEMENT, INC. PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SHIBLEY MANAGEMENT, INC.	D Employer Identification Number (EIN) 34-1688522	

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

1 Coverage Information:

(a) Name of insurance carrier
GREAT WEST LIFE AND ANNUITY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	945084-01	11	01/01/2016	12/31/2016

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
146	0

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

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
LINSICO/PRIVATE LEDGER CORP **3750 PARK EAST DR., SUITE 200**
BEACHWOOD, OH 44122

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
88			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
LINSICO/PRIVATE LEDGER CORP **3750 PARK EAST DR., #200**
BEACHWOOD, OH 44122

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
58			3

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 49527**5** Current value of plan's interest under this contract in separate accounts at year end..... **5** 0**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT**b** Balance at the end of the previous year **7b** 44481**c** Additions: (1) Contributions deposited during the year **7c(1)** 3618
(2) Dividends and credits..... **7c(2)** 0
(3) Interest credited during the year..... **7c(3)** 534
(4) Transferred from separate account..... **7c(4)** 449
(5) Other (specify below)..... **7c(5)** 312

▶ LOAN PAYMENTS, FORFEITURES

(6) Total additions **7c(6)** 4913**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 49394**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 201(2) Administration charge made by carrier..... **7e(2)** -1770(3) Transferred to separate account..... **7e(3)** 1436(4) Other (specify below) **7e(4)**

▶

(5) Total deductions **7e(5)** -133**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** 49527

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.
For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan SHIBLEY MANAGEMENT, INC. PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SHIBLEY MANAGEMENT, INC.	D Employer Identification Number (EIN) 34-1688522	

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)..... ☐ 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

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

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

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

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

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

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

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

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

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

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

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

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

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

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	20733	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

LINSCO/PRIVATE LEDGER CORP

9785 TOWNE CENTRE DRIVE
SAN DIEGO, CA 92121

(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	BROKER/ADVISER	0	Yes ☒ No ☐	Yes ☐ No ☒	9172	Yes ☐ No ☒

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

EMPOWER RETIREMENT ADVISORY SERVICE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGMT	268	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
LINSICO/PRIVATE LEDGER CORP	55	9172
(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.	
GREAT-WEST LIFE & ANNUITY INSURANCE 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 80111	, OTHER COMMISSIONS	
(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 <u>SHIBLEY MANAGEMENT, INC. PROFIT SHARING PLAN AND TRUST</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;">B Three-digit plan number (PN) ►</td> <td style="width:20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>001</u>		
B Three-digit plan number (PN) ►	<u>001</u>				
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SHIBLEY MANAGEMENT, INC.</u>	D Employer Identification Number (EIN) <u>34-1688522</u>				

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FUTURE FUNDS SERIES ACCT II OF GWL

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INS. CO.

c EIN-PN <u>84-0467907-003</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
---------------------------------------	-------------------------------	--

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)
-----------------	----------------------	---

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

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

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

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

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

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
---	--	--

For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>SHIBLEY MANAGEMENT, INC. PROFIT SHARING PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SHIBLEY MANAGEMENT, INC.</u>	D Employer Identification Number (EIN) <u>34-1688522</u>	

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)	84037	45790
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	2689164	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)	0	3110295
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	44481	49527
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	2817682	3205612

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2817682	3205612
---	-----------	---------	---------

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)	81209	
(B) Participants	2a(1)(B)	182182	
(C) Others (including rollovers)	2a(1)(C)	5438	
(2) Noncash contributions	2a(2)	0	268829
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
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)	2147	
(F) Other	2b(1)(F)	534	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2681
(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)	90771	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		90771
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		14724
(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)		121296
c Other income.....	2c		1789
d Total income. Add all income amounts in column (b) and enter total.....	2d		500090

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

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	91159	
(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)		91159
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	21001	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		21001
j Total expenses. Add all expense amounts in column (b) and enter total	2j		112160

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		387930
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **HOBE & LUCAS**

(2) EIN: **31-1488076**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		300000
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 <u>SHIBLEY MANAGEMENT, INC. PROFIT SHARING PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SHIBLEY MANAGEMENT, INC.</u>	D Employer Identification Number (EIN) <u>34-1688522</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-3691708</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

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

Part III	Amendments
-----------------	-------------------

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

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

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

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

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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 / / .	

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST

FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2016 AND 2015

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST

TABLE OF CONTENTS

	<u>Page</u>
Independent Auditors' Report	1-2
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 – 14
Schedules of Assets (Held At End Of Year) As Of December 31, 2016 and 2015	15 - 19

INDEPENDENT AUDITORS' REPORT

To the Administrator and Participants of the Shibley Management, Inc.
401(K) Profit Sharing Plan and Trust
Chagrin Falls, OH

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Shibley Management, Inc. 401(K) Profit Sharing Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, the related statements of changes in net assets available for benefits for the years ended December 31, 2016 and 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis of Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Empower Retirement Services (formerly Great-West Retirement Services), the trustee of the Plan for 2016 and 2015, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of the years ended December 31, 2016 and 2015, that the information provided to the Plan Administrator by the trustees is complete and accurate.

-1-

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of investments as of December 31, 2016 and 2015 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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 of Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental 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 supplemental schedules, other than that derived from the information certified by the trustee have been audited by us in accordance with auditing standards generally accepted in the United States of America, and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

September 5, 2017

Hoke & Lucas
Certified Public Accountants, Inc.

SHIBLEY MANAGEMENT INC.
401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015

ASSETS

	<u>2016</u>	<u>2015</u>
<u>Investments, At Fair Value</u>		
Mutual Funds	\$ 3,110,295	\$ -
Pooled separate accounts	-	2,689,164
Forfeited funds	2,703	903
Fixed annuities	46,824	43,578
	<u>3,159,822</u>	<u>2,733,645</u>
 <u>Receivables</u>		
Note receivables from participants	<u>45,790</u>	<u>84,037</u>
 Net Assets Available For Benefits	 <u><u>\$ 3,205,612</u></u>	 <u><u>\$ 2,817,682</u></u>

See accompanying notes to financial statements

SHIBLEY MANAGEMENT INC.
401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
<u>Additions</u>		
Additions to net assets attributed to:		
Investment Income		
Dividends	\$ 90,771	\$ -
Interest	2,681	2,629
Unrealized and realized gains/(losses)	137,809	(61,250)
	<u>231,261</u>	<u>(58,621)</u>
Contributions		
Participants	182,182	191,853
Employer	81,209	86,062
Rollovers	5,438	-
Total Contributions	<u>268,829</u>	<u>277,915</u>
Total Additions	<u>500,090</u>	<u>219,294</u>
<u>Deductions</u>		
Benefits paid to participants	91,159	188,131
Administrative fees and expenses	21,001	1,980
Total Deductions	<u>112,160</u>	<u>190,111</u>
<u>Net Increase In Net Assets Available For Benefits</u>	<u>387,930</u>	<u>29,183</u>
<u>Net Assets Available For Benefits, Beginning Of Year</u>	<u>2,817,682</u>	<u>2,788,499</u>
<u>Net Assets Available For Benefits, End Of Year</u>	<u><u>\$ 3,205,612</u></u>	<u><u>\$ 2,817,682</u></u>

See accompanying notes to financial statements

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 - DESCRIPTION OF THE PLAN

The following brief description of the Shibley Management Inc. 401(K) Profit Sharing Plan and Trust (the Plan), is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is a safe harbor 401(K) plan established to provide retirement benefits for all employees of the following controlled group: Shibley Management, Inc., Bell Street Properties, Inc., Yours Truly of Beachwood Inc., Yours Truly of Hudson Inc., Yours Truly of Chagrin Falls Inc., Yours Truly of Mayfield Village Inc., Yours Truly of Mentor Inc., Yours Truly of Shaker Square Inc., and Yours Truly of Rockside Inc. (the Company). Employees of the Company are eligible to participate in the Plan on the first day of the month after having completed one year of service, with 1,000 hours of service being required during the eligibility completion period, and reaching a minimum age of 21 years old. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, plan participants may contribute to the Plan, on a pretax or after-tax basis, an amount not to exceed 75% of eligible compensation, subject to a limit of \$18,000 for 2016 and \$18,000 for 2015. Eligible employees may elect to make “catch up” contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company contributes a safe harbor matching contribution on behalf of each participant in an amount equal to 100% on the first 4% of the participant’s compensation contributed to the plan.

Participant Accounts

A separate account is maintained for each investment option selected by the participant. Each participant’s account is credited with the participant’s contributions, the Company’s matching contributions and the Plan’s earnings. Allocation of the Plan’s earnings is based on participant’s account balances.

Participants direct the investment of their contributions and those made by the Company into various investment options offered by the Plan. The plan currently offers twenty-five funds as investment options for participants.

Vesting

Participants are immediately vested in their contributions and Company safe harbor matching contributions. Starting in 2015, participants are immediately vested in any standard matching contribution. Prior to 2015, participant vested in Company matching contributions ratably over a six year period with 20% being vested after year two of service, 20% each year of service thereafter with full vesting after the sixth year of service.

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, reduced by the participant's highest outstanding loan during the previous twelve month period. Loan terms can be up to 5 years, or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate determined at the time the loan is made. As of December 31, 2016, the interest rates on all outstanding loans ranged from 3.25% to 3.50%. Principal and interest are repaid ratably through monthly payroll deductions. Loan origination fees of \$75 are paid by the participant requesting the loan.

Payment Of Benefits

In case of a normal retirement, retirement due to permanent disability or termination of employment, participants may elect to receive the value of their account balance either in a lump sum distribution or as a rollover in whole or in part to an eligible retirement plan, in accordance with the provisions of the Plan. In the event that a participant dies before retirement, the beneficiary will receive the value of the participant's account balance in either a lump-sum distribution, under a systematic withdrawal plan or as a rollover in whole or in part to an eligible retirement plan. If a participant's vested balance is greater than \$1,000 and less than \$5,000, and the participant does not make an election to either receive or to rollover the distribution, the distribution must be rolled over to an Individual Retirement Account. If the vested balance is \$1,000 or less, the form of distribution remains as a single lump-sum payment. Participants qualifying for a hardship withdrawal may receive all or a portion of their contributions, plus investment return earned thereon, but not more than the amount necessary to meet the financial hardship.

Forfeitures

Forfeitures resulting from a break in participant service without the attainment of 100% vesting are applied towards plan expenses, if any. At December 31, 2016 and 2015, forfeited non-vested amounts totaled \$2,703 and \$903, respectively.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting, in conformity with generally accepted accounting principles.

Estimates

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

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Valuation of Investments

The Plan's investments are administered by Empower Retirement Services and are stated at fair value. Mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end. Units held in pooled separate accounts are reported at fair value based on the unit prices quoted by the fund, representing the fair value of the underlying investments. Fixed annuities are valued at fair value by discounting cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefit Distributions

Benefit distributions are recorded when paid to participants.

Administrative Services

The expenses necessary to administer the Plan are paid by the Plan or Plan sponsor including, but not limited to those involved in retaining necessary professional assistance from an attorney, accountant, or an investment advisor. Fees related to distributions and the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Risk and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the value in the near term would materially affect participant account balances and the amounts reported in the statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Notes Receivable from Participants

Note receivables 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.

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 3 - TAX STATUS

The Plan uses a volume submitter plan document sponsored by the Orchard Trust Company Defined Contribution Prototype Plan and Trust. Thompson Hine LLP received an opinion from the IRS, dated March 31, 2008, which states that the volume submitter document satisfies the provisions of Section 401 of the IRC. The Plan itself has not received a determination letter from the IRS and has been amended since the prototype received the determination letter. However, the Plan's management believes 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 if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2013.

NOTE 4 - TRANSACTIONS WITH PARTIES-IN-INTEREST

Certain plan investments are investments managed by Empower Retirement. Empower Retirement Services is the custodian of the Plan and therefore, these transactions qualify as party-in-interest. Participant loans also qualify as party-in-interest.

NOTE 5 - INVESTMENTS

For 2016 and 2015, The Plan's investments were held by Empower Retirement Services. Empower Retirement Services, as custodian, maintains the investments in separate accounts, which comprise a significant portion (99%-2016, 97%-2015) of the Plan's assets. The accounts are credited with earnings on the underlying investments and charged for plan withdrawals. The contract is included in the financial statement at contract value which approximates fair value as reported by Empower Retirement Services. Empower Retirement Services certified as of December 31, 2016 and 2015 as to the completeness and accuracy of the information reported. Unrealized and realized gains (losses) on investments totaled \$137,809 and \$(61,250) for the years ended December 31, 2016 and 2015, respectively.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company 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 will become 100% vested in their accounts.

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 7 - INFORMATION CERTIFIED BY TRUSTEE

At December 31, 2016 and 2015, the Plan's investments were held by Empower Retirement Services. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by Empower Retirement Services as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting with Disclosure under the Employee Retirement Income Security Act of 1974.

The fair value of investments at December 31, 2016 as reported by the custodian are:

	<u>2016</u>
Great West Loomis Sayles Bond Fund I	\$ 116,818
Vanguard Target Retirement 2015 INV	697,801
Vanguard Target Retirement 2025 INV	1,157,748
Vanguard Target Retirement 2035 INV	435,145
Vanguard Target Retirement 2045 INV	142,544
Vanguard Target Retirement 2055 INV	52,490
Ivy International Core Equity I	79,321
Oppenheimer Developing Markets I	34,606
DFA Real Estate Securities I	13,074
DFA U.S. Targeted Value I	924
Vanguard Small Cap Index Fund	31,397
Wells Fargo Small Co Growth I	10,626
DFA U.S. Vector Equity I	17,729
Great- West T Rowe Price Midcap GR Fund INSTMYKX	17,300
Vanguard Mid Cap Index Inv	4,717
DFA US Core Equity 1 I	2,374
DFA US Large Cap Value I	39,558
T. Rowe Price Blue Chip Growth	8,435
Vanguard 500 Index Admiral	86,122
American Funds American Balanced R6	36,749
DFA Inflation- Protected Securities I	16,022
DFA Intermediate Govt Fixed- Income I	4,050
DFA Short-term Extended Quality Instl	22,416
Federated Instl High Yield Bond Instl	82,329
Key Guaranteed Portfolio Fund	46,824

The fair value of investments at December 31, 2015, as reported by the custodian are:

	<u>2015</u>
Empower Lifetime 2015 Fund II T1	\$ 810,341
Empower Lifetime 2025 Fund II T1	845,412
Empower Lifetime 2035 Fund II T1	374,439
Empower Lifetime 2045 Fund II T1	129,532

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 7 - INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

Empower Lifetime 2055 Fund II T1	43,048
American Funds Capital World G/I R3	19,436
Artisan International Value	6,524
Oppenheimer Developing Markets A	23,719
Thornburg International Value Fund R3	44,939
Blackrock Energy & Resources INV A	1,009
Blackrock Health Sciences OPS INV A	11,273
Ivy Science & Technology Y	4,166
Oppenheimer Gold & Special Minerals A	2,426
Virtus Real Estate Securities A	10,931
Baron Small Cap Fund	8,036
Royce Total Return K	17,665
Empower T Rowe Price Midcap GR FD IGF50	19,123
Perkins Midcap Value S	14,088
American Funds Growth Fund Amer R3	26,302
Empower S&P 500 Index Fund I	40,570
Empower T. Rowe Price Eq Inc Fund I	26,260
American Funds American Balanced R3	14,337
Franklin High Income R	60,143
Empower Loomis Sayles Bond Fund I	15,284
Oppenheimer International Bond A	28,415
Pimco Real Return Admin	2,619
Pimco Total Return Admin	71,967
Thompson Bond Fund	16,710
Key Guaranteed Portfolio Fund	43,578

The income and expenses reported in the statement of changes in net assets available for plan benefits for the years ended December 31, 2016 and 2015 was certified by Empower Retirement Services in 2016 and 2015. The information included in the Schedule of Assets was certified by Empower Retirement Services in 2016 and 2015.

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 8 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Statement *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB 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 by other means.

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies 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 the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Pooled Separate Accounts: Valued using the unit value calculated based on the net asset value of the underlying pool of securities that are mutual funds. Mutual funds trade on one or more U.S. or foreign exchanges and the fair value is derived based on the closing prices for the underlying securities.

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 8 - FAIR VALUE MEASUREMENTS (CONTINUED)

Fixed Annuities: Valued and reported daily based on the valuation method disclosed in the annuity contract, as calculated by the annuity provider.

Forfeited Funds: Valued at carrying value.

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

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$3,110,295	\$	\$	\$ 3,110,295
Fixed Annuities		46,824		46,824
Forfeited Funds	2,703			2,703
Total Assets at Fair Value	<u>\$3,112,998</u>	<u>\$ 46,824</u>	<u>\$</u>	<u>\$ 3,159,822</u>

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

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled Separate Accounts	\$	\$ 2,689,164	\$	\$ 2,689,164
Fixed Annuities		43,578		43,578
Forfeited Funds	903			903
Total Assets at Fair Value	<u>\$ 903</u>	<u>\$ 2,732,742</u>	<u>\$</u>	<u>\$ 2,733,645</u>

Fair Value of Investments in Entities that Use NAV:

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2016 and December 31, 2015, respectively.

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
<u>December 31, 2016:</u>				
Key Guaranteed Portfolio Fund	\$ 46,824	N/A	Daily	None

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 8 - FAIR VALUE MEASUREMENTS (CONTINUED)

December 31, 2015:

American Funds Capital				
World G/I R3	\$ 19,436	N/A	Daily	None
Artisan International Value	6,524	N/A	Daily	None
Oppenheimer Developing				
Markets A	23,719	N/A	Daily	None
Thornburg International				
Value Fund R3	44,939	N/A	Daily	None
Blackrock Energy &				
Resources INV A	1,009	N/A	Daily	None
Baron Small Cap Fund	8,036	N/A	Daily	None
Empower T Rowe Price Midcap				
GR FD IGF50	19,123	N/A	Daily	None
Perkins Midcap Value S	14,088	N/A	Daily	None
American Funds Growth Fund				
Amer R3	26,302	N/A	Daily	None
Franklin High Income R	60,143	N/A	Daily	None
Oppenheimer International				
Bond A	28,415	N/A	Daily	None
Pimco Real Return Admin	2,619	N/A	Daily	None
Pimco Total Return Admin	71,967	N/A	Daily	None
Thompson Bond Fund	16,710	N/A	Daily	None
Oppenheimer Gold &				
Special Minerals A	2,426	N/A	Daily	None
Virtus Real Estate				
Securities A	10,931	N/A	Daily	None
Royce Total Return K	17,665	N/A	Daily	None
Index Fund I	40,570	N/A	Daily	None
Empower T. Rowe				
Price Eq Inc Fund I	26,260	N/A	Daily	None
American Funds American				
Balanced R3	14,337	N/A	Daily	None
Empower Loomis				
Sayles Bond Fund I	15,284	N/A	Daily	None
Empower Lifetime 2015				
Fund II T1	810,341	N/A	Daily	None
Empower Lifetime 2025				
Fund II T1	845,412	N/A	Daily	None
Empower Lifetime 2035				
Fund II T1	374,439	N/A	Daily	None

SHIBLEY MANAGEMENT, INC.
401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 8 - FAIR VALUE MEASUREMENTS (CONTINUED)

Empower Lifetime 2045 Fund II T1	129,532	N/A	Daily	None
Empower Lifetime 2055 Fund II T1	43,048	N/A	Daily	None
Blackrock Health Sciences OPS INV A	11,723	N/A	Daily	None
Ivy Science & Technology Y Key Guaranteed	4,166	N/A	Daily	None
Portfolio Fund	43,578	N/A	Daily	None

Events that would limit these funds to transact at the NAV may include, but are not limited to, the following: mergers, mass layoffs, plan terminations, and implementation of early retirement incentive programs.

NOTE 9 - PARTICIPANTS SEPARATED FROM SERVICE WITH A DEFERRED VESTED INTEREST

As of December 31, 2016, 11 participants with account balances totaling \$508,675 have separated from service and have not been paid.

NOTE 10 – PLAN AMENDMENTS

Effective March 2, 2015, the Plan was restated for the Pension Protection Act.

NOTE 11 - SUBSEQUENT EVENTS

Subsequent events were reviewed through September 5, 2017 the date the financial statements were available for issuance. There were no subsequent events to report as of that date.

SUPPLEMENTAL SCHEDULES

SHIBLEY MANAGEMENT INC.
401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS-HELD AT YEAR END
EIN: 34-1688522, PLAN NO: 001
DECEMBER 31, 2016

(a) Party In Interest	(b) Identity of issue, borrower, lessor or similar party	(c) Description (including maturity date, rate of interest, collateral, par or maturity value)	(e) Fair Value
	Vanguard Target Retirement 2015 INV	Mutual Funds	\$ 697,801
	Vanguard Target Retirement 2025 INV	Mutual Funds	1,157,748
	Vanguard Target Retirement 2035 INV	Mutual Funds	435,145
	Vanguard Target Retirement 2045 INV	Mutual Funds	142,544
	Vanguard Target Retirement 2055 INV	Mutual Funds	52,490
	Ivy International Core Equity I	Mutual Funds	79,321
	Oppenherimer Developing Markets I	Mutual Funds	34,606
	DFA Real Estate Securities I	Mutual Funds	13,074
	DFA U.S. Targeted Value I	Mutual Funds	924
	Vanguard Small Cap Index Fund	Mutual Funds	31,397
	Wells Fargo Small Co Growth I	Mutual Funds	10,626
	DFA U.S. Vector Equity I	Mutual Funds	17,729
	Great-West T Rowe Price Midcap GR Fund INSTMYKX	Mutual Funds	17,300
	Vanguard Mid Cap Index Inv	Mutual Funds	4,717
	DFA US Core Equity 1 I	Mutual Funds	2,374
	DFA US Large Cap Value I	Mutual Funds	39,558
	T. Rowe Price Blue Chip Growth	Mutual Funds	8,435
	Subtotal		\$ 2,745,789

See accompanying notes to financial statements

SHIBLEY MANAGEMENT INC.
401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS-HELD AT YEAR END
EIN: 34-1688522, PLAN NO: 001
DECEMBER 31, 2016

(a) Party In Interest	(b) Identity of issue, borrower, lessor or similar party	(c) Description (including maturity date, rate of interest, collateral, par or maturity value)	(e) Fair Value
	Balance Carried Forward		\$ 2,745,789
	Vanguard 500 Index Admiral	Mutual Funds	86,122
	American Funds American Balanced R6	Mutual Funds	36,749
	DFA Inflation- Protected Securities I	Mutual Funds	16,022
	DFA Intermediate Govt Fixed- Income I	Mutual Funds	4,050
	DFA Short-term Extended Quality Instl	Mutual Funds	22,416
	Federated Instl High Yield Bond Instl	Mutual Funds	82,329
*	Great West Loomis Sayles Bond Fund I	Mutual Funds	116,818
	Key Guaranteed Portfolio Fund	Fixed Annuities	46,824
	Forfeited Funds	Forfeitures	2,703
*	Participant Loans	Interest Rate (3.25%-3.50%)	<u>45,790</u>
	Total Investments		<u><u>\$ 3,205,612</u></u>

See accompanying notes to financial statements

SHIBLEY MANAGEMENT INC.
401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS-HELD AT YEAR END
EIN: 34-1688522, PLAN NO: 001
DECEMBER 31, 2015

(a) Party In Interest	(b) Identity of issue, borrower, lessor or similar party	(c) Description (including maturity date, rate of interest, collateral, par or maturity value)	(e) Fair Value
*	Empower Lifetime 2015 Fund II T1	Pooled Separate Account	\$ 810,341
*	Empower Lifetime 2025 Fund II T1	Pooled Separate Account	845,412
*	Empower Lifetime 2035 Fund II T1	Pooled Separate Account	374,439
*	Empower Lifetime 2045 Fund II T1	Pooled Separate Account	129,532
*	Empower Lifetime 2055 Fund II T1	Pooled Separate Account	43,048
	American Funds Capital World G/I R3	Pooled Separate Account	19,436
	Artisan International Value	Pooled Separate Account	6,524
	Oppenheimer Developing Markets A	Pooled Separate Account	23,719
	Thornburg International Value Fund R3	Pooled Separate Account	44,939
	Blackrock Energy & Resources INV A	Pooled Separate Account	1,009
	Blackrock Health Sciences OPS INV A	Pooled Separate Account	11,723
	Ivy Science & Technology Y	Pooled Separate Account	4,166
	Oppenheimer Gold & Special Minerals A	Pooled Separate Account	2,426
	Virtus Real Estate Securities A	Pooled Separate Account	10,931
	Baron Small Cap Fund	Pooled Separate Account	8,036
	Royce Total Return K	Pooled Separate Account	17,665
*	Empower T Rowe Price Midcap GR Fund IGF50	Pooled Separate Account	19,123
	Subtotal		\$ 2,372,469

See accompanying notes to financial statements

SHIBLEY MANAGEMENT INC.
401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS-HELD AT YEAR END
EIN: 34-1688522, PLAN NO: 001
DECEMBER 31, 2015

(a) Party In Interest	(b) Identity of issue, borrower, lessor or similar party	(c) Description (including maturity date, rate of interest, collateral, par or maturity value)	(e) Fair Value
	Balance Carried Forward		\$ 2,372,469
	Perkins Midcap Value S	Pooled Separate Account	14,088
	American Funds Growth Fund of Amer R3	Pooled Separate Account	26,302
*	Empower S&P 500 Index Fund I	Pooled Separate Account	40,570
*	Empower T. Rowe Price Eq Inc Fund I	Pooled Separate Account	26,260
	American Funds American Balanced - R3	Pooled Separate Account	14,337
	Franklin High Income R	Pooled Separate Account	60,143
*	Empower Loomis Sayles Bond Fund I	Pooled Separate Account	15,284
	Oppenheimer International Bond A	Pooled Separate Account	28,415
	Pimco Real Return Admin	Pooled Separate Account	2,619
	Pimco Total Return Admin	Pooled Separate Account	71,967
	Thompson Bond Fund	Pooled Separate Account	16,710
	Key Guaranteed Portfolio Fund	Fixed Annuities	43,578
	Forfeited Funds	Forfeitures	903
*	Participant Loans	Interest Rate (3.25%)	<u>84,037</u>
	Total Investments		<u><u>\$ 2,817,682</u></u>

See accompanying notes to financial statements

SCHEDULE OF ASSETS (HELD AT END OF YEAR)**Shibley Management, Inc. Profit Sharing Plan and Trust
01-JAN-16 to 31-DEC-16**

28-JAN-17 07:42:34

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1VTXVX			693,291.22	697,800.65
1VTTVX			1,115,709.15	1,157,747.72
1VTTHX			414,897.54	435,144.60
1VTIVX			134,209.49	142,543.57
1VFFVX			49,210.74	52,490.44
1ICEIX			75,802.44	79,320.96
1ODVIX			33,347.73	34,606.30
1DFREX			12,923.69	13,073.68
1DFFVX			833.61	923.83
1NAESX			27,195.38	31,396.73
1WSCGX			9,266.65	10,625.83
1DFVEX			15,335.74	17,728.99
1MXYKX			17,641.74	17,299.51
1VIMSX			4,515.41	4,716.83
1DFEOX			2,370.50	2,373.89
1DFLVX			35,170.45	39,557.81
1TRBCX			7,976.81	8,434.96
1VFIAx			79,162.69	86,122.43
1RLBGX			35,727.33	36,749.62
1DIPsx			16,223.71	16,022.23
1DFIGX			4,210.97	4,050.19
1DFEQX			22,582.05	22,416.23
1FIHBX			81,424.13	82,329.53
1BMSXLC			111,660.05	116,818.06
1KGPf		1.100	44,804.61	46,824.38
			3,045,493.83	3,157,118.97
PARTICIPANT LOANS	VARIOUS	3.250-3.500	45,887.57	45,790.19
FORFEITURES			2,645.57	2,702.75

SCHEDULE OF ASSETS (HELD AT END OF YEAR)**Shibley Management, Inc. Profit Sharing Plan and Trust
01-JAN-16 to 31-DEC-16**

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
-------------------	---------------	---------------	----------------	---------------

LEGEND

INVESTMENT OPTION:

1VTXVX	Vanguard Target Retirement 2015 Inv	1VTTVX	Vanguard Target Retirement 2025 Inv
1VTTHX	Vanguard Target Retirement 2035 Inv	1VTIVX	Vanguard Target Retirement 2045 Inv
1VFFVX	Vanguard Target Retirement 2055 Inv	1ICEIX	Ivy International Core Equity I
1ODVIX	Oppenheimer Developing Markets I	1DFREX	DFA Real Estate Securities I
1DFFVX	DFA US Targeted Value I	1NAESX	Vanguard Small Cap Index Fund
1WSCGX	Wells Fargo Small Co Growth I	1DFVEX	DFA U.S. Vector Equity I
1MXYKX	Great-West T. Rowe Price Mid Cap Gr Inst	1VIMSX	Vanguard Mid Cap Index Inv
1DFEOX	DFA US Core Equity 1 I	1DFLVX	DFA US Large Cap Value I
1TRBCX	T. Rowe Price Blue Chip Growth	1VFIAx	Vanguard 500 Index Admiral
1RLBGX	American Funds American Balanced R6	1DIPSX	DFA Inflation-Protected Securities I
1DFIGX	DFA Intermediate Govt Fixed-Income I	1DFEQX	DFA Short-Term Extended Quality Instl
1FIHBX	Federated Instl High Yield Bond Instl	1BMSXLC	Great-West Loomis Sayles Bond Fund I
1KGPF	Key Guaranteed Portfolio Fund		

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year