

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

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>HUNTSWORTH GROUP, INC. USA 401(K) PLAN</u>	1b	Three-digit plan number (PN) ► <u>001</u>
		1c	Effective date of plan <u>02/01/1993</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>HUNTSWORTH GROUP, INC.</u> <u>ONE SOUTH BROAD STREET</u> <u>12TH FLOOR</u> <u>PHILADELPHIA, PA 19107</u>	2b	Employer Identification Number (EIN) <u>13-3313044</u>
		2c	Plan Sponsor's telephone number <u>215-928-2367</u>
		2d	Business code (see instructions) <u>541800</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	NICOLE LAIRD
	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 <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 776
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	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 418 6a(2) 483 6b 0 6c 413 6d 896 6e 0 6f 896 6g 864 6h 65
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 2R 2T 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016	
A Name of plan HUNTSWORTH GROUP, INC. USA 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HUNTSWORTH GROUP, INC.	D Employer Identification Number (EIN) 13-3313044

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

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

CITRIN COOPERMAN

22-2428965

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 16 27	INVESTMENT ADVISOR	38542	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	-6841	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DREY CORE EQUITY I - DREYFUS TRANS 200 PARK AVENUE NEW YORK, NY 10166	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR INTL INST - HARBOR SERVICES 34-1953399	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS DIVRS DIVD R5 - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM MIDCAP VALUE L - BOSTON FINANC	330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LZRD EMRG MKTS EQ IS - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.15%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN REAL ESTATE I - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR GOLD SPLMIN Y - OFI GLOBAL 225 LIBERTY STREET NEW YORK, NY 10281		0.25%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VICTORY S SM CO OP I - SUNGARD INV 31-1249295		0.10%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WF GROWTH IS - BOSTON FINANCIAL DA P.O. BOX 8480 BOSTON, MA 02266		0.15%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>HUNTSWORTH GROUP, INC. USA 401(K) PLAN</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>HUNTSWORTH GROUP, INC.</u>	D Employer Identification Number (EIN) <u>13-3313044</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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

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

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>996279</u>
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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)
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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)
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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)
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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)
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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)
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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)
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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) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan HUNTSWORTH GROUP, INC. USA 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HUNTSWORTH GROUP, INC.	D Employer Identification Number (EIN) 13-3313044	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	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)	2003114	1681053
(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)	280928	195115
(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)	278002	179253
(9) Value of interest in common/collective trusts	1c(9)	917292	996279
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	42636055	48196871
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(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	46115391	51248571

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	46115391	51248571
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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)	1445133	
(B) Participants	2a(1)(B)	3315919	
(C) Others (including rollovers)	2a(1)(C)	824785	
(2) Noncash contributions	2a(2)	0	5585837
(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)	1088	
(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)	12402	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13490
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	1981830
(B) Common stock	2b(2)(B)	8447	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1973383	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	99603	-8109
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	107712	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	13452
(B) Other	2b(5)(B)	13452	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6374
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1785588
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		9378462

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6975401	
(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)		6975401
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)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other	2i(4)	31693	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		31693
j Total expenses. Add all expense amounts in column (b) and enter total	2j		7007094

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2371368
l Transfers of assets:			
(1) To this plan.....	2l(1)		2761812
(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: CITRIN COOPERMAN & COMPANY LLP

(2) EIN: 22-2428965

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		5000000
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.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>HUNTSWORTH GROUP, INC. USA 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HUNTSWORTH GROUP, INC.</u>	D Employer Identification Number (EIN) <u>13-3313044</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</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.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

**HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
SCHEDULE H, LINE 4i - ASSETS (HELD AT END OF YEAR)**

DECEMBER 31, 2016

EIN: 13-3313044 PLAN NUMBER: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investments, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
<u>Registered Investment Companies:</u>				
*	Fidelity Contra Fund	Mutual Fund	**	\$ 6,382,326
*	Fidelity Growth Company Fund	Mutual Fund	**	2,478,086
*	Fidelity Government Income	Mutual Fund	**	399,725
*	Fidelity Low Priced Stock Fund	Mutual Fund	**	2,667,324
*	Fidelity Freedom Income Fund	Mutual Fund	**	93,593
*	Fidelity Freedom 2010 Fund	Mutual Fund	**	141,540
*	Fidelity Freedom 2020 Fund	Mutual Fund	**	948,976
*	Fidelity Freedom 2030 Fund	Mutual Fund	**	2,290,373
*	Fidelity Spartan Ext Market Index Inv	Mutual Fund	**	859,229
*	Fidelity Spartan Intl Index Inv	Mutual Fund	**	190,667
*	Fidelity Retire MMKT	Money Market Fund	**	1,529,820
*	Fidelity Cash Reserves	Money Market Fund	**	151,233
*	Fidelity Managed Income Portfolio	Common Collective Trust	**	996,279
*	Fidelity Spartan 500 Index Adv	Mutual Fund	**	4,096,938
*	Fidelity Spartan US Bond Index	Mutual Fund	**	1,022,294
*	Fidelity Freedom 2040 Fund	Mutual Fund	**	2,359,596
*	Fidelity Freedom 2005 Fund	Mutual Fund	**	22,723
*	Fidelity Freedom 2015 Fund	Mutual Fund	**	532,114
*	Fidelity Freedom 2025 Fund	Mutual Fund	**	665,951
*	Fidelity Freedom 2035 Fund	Mutual Fund	**	1,801,506
*	Fidelity Freedom 2045 Fund	Mutual Fund	**	2,620,794
*	Fidelity Freedom 2050 Fund	Mutual Fund	**	2,413,697
*	Fidelity Freedom 2055 Fund	Mutual Fund	**	681,376
*	Fidelity Freedom 2060 Fund	Mutual Fund	**	34,061
	PIMCO Total Return Admin Fund	Mutual Fund	**	1,702,017
	Harbor International Inv	Mutual Fund	**	2,837,440
	Prudential Jennison Mid Cap Growth Q	Mutual Fund	**	308,016
	Lazard Emerging Markets Equity Instl	Mutual Fund	**	469,556
	Nuveen Real Estate I	Mutual Fund	**	753,652
	Invesco Diversified Dividend Fund R5	Mutual Fund	**	2,902,339
	Drey Core Equity I	Mutual Fund	**	476,598
	Wells Fargo Advantage Growth Inst	Mutual Fund	**	580,274
	J.P. Morgan Midcap Value IS	Mutual Fund	**	1,297,570
	PIM Divers Inc Inst	Mutual Fund	**	349,609
	Victory Small Company Opportunity I	Mutual Fund	**	1,174,491
	Janus Triton N	Mutual Fund	**	2,058,544
	Oppenheimer Gold & Special Minerals Y	Mutual Fund	**	519,398
	Alps ETF TR Alerian MLP ETF	Common stock	**	7,452
	Disney Walt CO DEL	Common stock	**	21,261
	Apple Computer Inc	Common stock	**	67,001
	Vanguard Index Funds	Common stock	**	1,072

See independent auditor's report.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
SCHEDULE H, LINE 4i - ASSETS (HELD AT END OF YEAR) (CONTINUED)
DECEMBER 31, 2016
EIN: 13-3313044 PLAN NUMBER: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c)	(d) Cost	(e)
		Description of investments, including maturity date, rate of interest, collateral, par or maturity value		Current value
	Greenbrier Companies Inc	Common stock	**	17,224
	Seagate Technology PLC	Common stock	**	64,877
	New York Community Bancorp	Common stock	**	16,229
	Compass Diversified TR SH Ben Int	Common stock	**	52,997
	BP Prudhoe Bay Rty TR	Common stock	**	<u>11,480</u>
				51,069,318
		Outstanding participant loans		
*	Notes receivable from participants	(interest rates from 4.25% - 6.25%)	\$0	<u>179,253</u>
	TOTAL ASSETS HELD AT END OF THE YEAR			<u>\$ 51,248,571</u>

* A party-in-interest to the Plan as defined by ERISA.

** Cost information has been omitted for participant-directed investments.

See independent auditor's report.

**HUNTSWORTH GROUP, INC. USA
AND AFFILIATES 401(k) PLAN
FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES
YEAR ENDED DECEMBER 31, 2016**

**HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
FOR THE YEAR ENDED DECEMBER 31, 2016**

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Huntsworth Group, Inc. USA and Affiliates 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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



CERTIFIED PUBLIC ACCOUNTANTS

Philadelphia, Pennsylvania
October 3, 2017

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015

	<u>2016</u>	<u>2015</u>
Assets:		
Investments:		
Investments at fair value	\$ <u>51,069,318</u>	\$ <u>45,837,388</u>
Receivables:		
Participant contributions	104,328	97,262
Employer contributions	144,867	185,928
Notes receivable from participants	<u>179,253</u>	<u>278,002</u>
Total receivables	<u>428,448</u>	<u>561,192</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u>51,497,766</u>	\$ <u>46,398,580</u>

See accompanying notes to financial statements.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments \$ 1,797,305

Dividend income 1,981,830

Total investment income 3,779,135

Transfer from Grayling 401(k) Plan 2,761,812

Interest on notes receivable from participants 13,490

Contributions:

Participant 3,322,985

Employer 1,376,337

Rollover 824,785

Other contributions 27,735

Total contributions 5,551,842

Total additions 12,106,279

Deductions from net assets attributed to:

Participant distributions 6,975,401

Other expenses 31,692

Total deductions 7,007,093

Net increase in net assets 5,099,186

Net assets available for benefits - beginning 46,398,580

NET ASSETS AVAILABLE FOR BENEFITS - ENDING \$ 51,497,766

See accompanying notes to financial statements.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1. DESCRIPTION OF PLAN

The following description of the Huntsworth Group, Inc. USA and Affiliates 401(k) Plan (the "Plan") provides only general information. For a more complete description of the Plan's provisions, refer to the agreement governing the Plan (the "Plan Agreement").

General

The Plan is a participant-directed, defined contribution plan that became effective on May 1, 1990. The Plan covers all nonunion employees of Huntsworth Group, LLC and Affiliates (the "Company"). The subsidiaries of Huntsworth Group, LLC that actively participated in the Plan in 2016, were as follows:

Atomic Communications LLC
Grayling Communications, Inc.
Huntsworth Health North America LLC
Huntsworth Health Corporation
Audacity Health, LLC (formerly Grayling Connecting Point LLC)
ApotheCom ScopeMedical Inc.
Dutko Worldwide, LLC
Dutko Poole McKinley, LLC
Whiteboard Advisors, LLC
Huntsworth Group, LLC

Plan merger

In 2016, the Company's management approved the merger of the Grayling 401(k) Plan ("Grayling Plan") into the Plan effective March 1, 2016. As a result of the merger, net assets of the Grayling Plan of \$2,761,812 were transferred to the Plan during the year ended December 31, 2016. Under the merger guidelines, participants of the Plan were not subject to a blackout period.

At March 31, 2015, Great-West Life & Annuity Insurance Company and Orchard Trust Company served as the custodians of the Grayling Plan. As a result of the merger, the assets were transferred to Fidelity Management Trust Company (the "Trustee") at fair value. As a result of the merger of the plans, the following assets (and related participant account balances) ceased to be part of the Grayling Plan as of the end of February 28, 2016, and were considered to be part of the Plan upon the merger effective date of March 1, 2016. A summary of these assets as of March 1, 2016 follows:

Investments, at fair value	\$ 2,674,545
Notes receivable from participants	<u>87,267</u>
	<u><u>\$ 2,761,812</u></u>

Eligibility

Employees are eligible to participate in the Plan at age 21 after completing one month of service as defined by the Plan Agreement. An employee's contributions will begin as of the first day of the first payroll period following his or her enrollment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

Contributions

Participants may elect to contribute between 1% and 92% of their pre-tax annual compensation. A participant who is a highly compensated employee, as defined, may be limited to less than 92% due to the existence of certain tests required under the Internal Revenue Code ("IRC"). The employee contribution limit in 2016 was \$18,000. Participants are allowed to designate all or a portion of their contributions as Roth contributions.

Participants who have attained age 50 before the end of the Plan year and who contribute the maximum allowed under the Plan in 2016 are permitted to contribute an additional \$6,000 to the Plan.

Each participant is eligible to receive an allocation of employer matching contributions and profit-sharing contributions after performing three months of service. The Company may make a matching contribution for each eligible participant at its discretion on a Plan-year basis.

With the consent of the Plan administrator, participants may make rollover contributions into their accounts by transferring the amount of a distribution received from a tax-qualified plan maintained by another employer of an individual retirement account within 60 days after receipt of the distribution.

All participant and employer contributions are directed by the participant among the then-available investment options. The Plan administrator may add or delete investment funds.

Participant accounts

Individual accounts are maintained for each Plan participant to reflect the participant's contributions, related matching contribution, and Plan income and loss.

Notes receivable from participants

Participants may borrow from their fund account a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested account balance or \$50,000 minus the highest outstanding loan balance they had in the preceding 12 months. The maximum loan term is 60 months or up to 240 months for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate on the first business day of the month in which the loan was taken plus 1.5%. To cover administrative costs, participants will be charged a \$75 loan origination fee. Loans shall be repaid ratably by the participant through payroll deductions each pay period. Interest rates on outstanding balances at December 31, 2016 and 2015, ranged from 4.25% to 6.25%.

If a participant fails to make a payment when the loan is due under the terms of the loan, that participant will be in default. In the event of default, the loan shall become due and payable immediately and interest will continue to accrue until the entire loan balance is repaid. The Plan will take all reasonable actions to collect the balance owed on the loan. Under certain circumstances, the loan in default could be considered a distribution from the Plan and could be considered income to the participant. In any event, failure to repay a loan will reduce the benefit a participant would otherwise be entitled to from the Plan.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

Vesting

Participants are fully vested in their contributions and earnings thereon. A participant becomes vested in the Company's matching contributions and profit-sharing contributions over a three-year period as follows:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 1	0%
1 year	33%
2 years	66%
3 years	100%

A participant becomes fully vested in the Company's matching contribution and profit-sharing contribution upon disability, death, or termination of the Plan.

Investment options

Upon enrollment in the Plan, a participant may direct contributions to any of the designated mutual funds, money market accounts, self-directed brokerage account, and common collective trust which are available in the Plan. Participants may change their investment options at their discretion.

Payment of benefits

Active participants may receive distributions from their elective contribution account and their rollover contribution account at any time after attaining the age of 59 and a half or due to hardships as defined in the Plan Agreement.

Upon termination of service due to death, disability, or retirement (age 55), a participant is entitled to a lump-sum payment if their account balance is equal to or less than \$1,000 at the time of distribution. If the amount of distribution exceeds \$1,000 and the participant is married for at least one year at the time of retirement, the participant may elect to have the vested portion of their account balance distributed and used to purchase an annuity under spousal consent. The participant can choose to receive a 50% joint and survivor annuity, wherein if the participant dies, the spouse will receive 50% of the benefit the participant was receiving at the time of death. The alternative forms of payment are a single lump-sum distribution, installment payments over a period up to ten years, or an alternative form of annuity. For termination of services for reasons other than the above or for a rollover into another qualified plan, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution, less applicable taxes.

Forfeited accounts

At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$123,636 and \$171,927, respectively. These accounts will be used to pay certain administrative expenses of the Plan as well as to reduce future employer contributions to the Plan.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

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

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Investment valuation and income recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 9 for a discussion of fair value measurements.

The investment in common collective trust is valued at the net asset value (the "NAV") per unit, as determined by the trustee at year end. The NAV is used as the practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investment held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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

Management fees and operating expenses charged to the Plan for certain investments are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected in the net appreciation (depreciation) in fair market value of such investments.

Payment of benefits

Benefits are recorded when paid.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Agreement.

Other contributions

In 2016, the Plan made employer matching contributions for highly compensated employees in excess of the limit allowed by the IRC. The Plan subsequently transferred the excess matching contributions to the forfeiture account in the amount of \$27,735.

Other expenses

Expenses of administering the Plan, other than loan fees, are paid by either Huntsworth Group, LLC (the "Sponsor") or with funds from forfeited nonvested accounts.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsequent events

The Company has evaluated subsequent events through October 3, 2017, the date these financial statements were available to be issued. Except for the matter noted in "Other contributions" above, there were no material subsequent events that required recognition or additional disclosure in these financial statements.

NOTE 3. RISKS AND UNCERTAINTIES

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

NOTE 4. PLAN TERMINATION

Although it has not expressed any intention 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 are entitled to the entire amount of their employer contributions.

NOTE 5. TAX STATUS

The Plan uses a prototype plan document sponsored by Fidelity Management & Research Company ("FMRC"). The Internal Revenue Service ("IRS") has determined and informed FMRC, in a letter dated March 31, 2014, that the prototype document satisfied the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. In addition, the Plan has been amended since FMRC's receipt of the letter discussed above. Nevertheless, the Plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC, and therefore believes that the Plan is qualified and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following are reconciliations of amounts reported in the financial statements to amounts reported on Form 5500 as of December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per financial statements	\$ 51,497,766	\$ 46,398,580
Participant contributions receivable	(104,328)	(97,262)
Employer contributions receivable	<u>(144,867)</u>	<u>(185,928)</u>
Net assets available for benefit per Form 5500	<u>\$ 51,248,571</u>	<u>\$ 46,115,390</u>

The following is a reconciliation of amounts reported in the financial statements to amounts reported on Form 5500 for the year ended December 31, 2016:

Net increase in net assets per financial statements	\$ 5,099,186
Participant contributions receivable	(104,328)
Employer contributions receivable	(144,867)
Prior year participant contribution receivable	97,262
Prior year employer contribution receivable	185,928
Grayling 401(k) Plan	<u>(2,761,812)</u>
Net increase in net assets per Form 5500	<u>\$ 2,371,369</u>

NOTE 7. INFORMATION CERTIFIED BY THE TRUSTEE

The following tables summarize investment and other asset information regarding the Plan as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included in the Plan's financial statements and supplemental schedules, that was prepared by, or derived from, information prepared by Fidelity Management Trust Company (the "Trustee"), and furnished to the Plan administrator. The Plan administrator has obtained a certification from the Trustee that such information is complete and accurate.

	<u>2016</u>	<u>2015</u>
Investments:		
Money market funds	\$ 1,529,820	\$ 1,951,595
Mutual funds	48,132,392	42,582,046
Common collective trust	996,279	917,292
Self-directed brokerage account	<u>410,827</u>	<u>386,455</u>
Total investments	51,069,318	45,837,388
Notes receivable from participants	<u>179,253</u>	<u>278,002</u>
Total certified assets	<u>\$ 51,248,571</u>	<u>\$ 46,115,390</u>

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 7. INFORMATION CERTIFIED BY THE TRUSTEE (CONTINUED)

	<u>2016</u>
Net appreciation in fair value of investments	\$ <u>1,797,305</u>
Dividend income	\$ <u>1,981,830</u>
Interest on notes receivable from participants	\$ <u>13,490</u>

NOTE 8. RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain administrative functions are performed by officers or employees of the Sponsor. No such officer or employee receives compensation from the Plan.

Certain Plan investments are shares of mutual fund companies managed by the Trustee; accordingly, these transactions qualify as party-in-interest transactions. The Trustee also provides recordkeeping services for the Plan. Fees paid by the Plan for investment management services amounted to \$31,692 for the year ended December 31, 2016.

NOTE 9. FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurement*, are described as follows:

- | | |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include: <ul style="list-style-type: none"> • 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; and • inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>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.</p> |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 9. FAIR VALUE MEASUREMENTS (CONTINUED)

The asset 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

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

Money market accounts: Valued at cost plus accrued interest, which approximates fair value.

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Common collective trust: Valued using NAV. The NAV of a collective trust is based on the market values of the underlying securities in an active market. The beneficial interest of each participant is represented in units. Units are issued and redeemed daily at the fund's closing NAV.

Self-directed brokerage account: Valued based on the underlying assets held by the account in an active market.

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

	December 31, 2016			
	Total at December 31, 2016	Level 1	Level 2	Level 3
Assets in fair value hierarchy:				
Mutual funds	\$ 48,132,392	\$ 48,132,392	\$ -	\$ -
Money market fund	1,529,820	1,529,820	-	-
Self-directed brokerage account	<u>410,827</u>	<u>410,827</u>	<u>-</u>	<u>-</u>
Total assets in fair value hierarchy	50,073,039	<u>\$ 50,073,039</u>	<u>\$ -</u>	<u>\$ -</u>
Investment measured at net asset value*	<u>996,279</u>			
Total assets at fair value	<u>\$ 51,069,318</u>			

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 9. FAIR VALUE MEASUREMENTS (CONTINUED)

	December 31, 2015			
	Total at December 31, 2015	Level 1	Level 2	Level 3
Assets in fair value hierarchy:				
Mutual funds	\$ 42,582,046	\$ 42,582,046	\$ -	\$ -
Money market fund	1,951,595	1,951,595	-	-
Self-directed brokerage account	<u>386,455</u>	<u>386,455</u>	<u>-</u>	<u>-</u>
Total assets in fair value hierarchy	44,920,096	\$ <u>44,920,096</u>	\$ <u>-</u>	\$ <u>-</u>
Investment measured at net asset value*	<u>917,292</u>			
Total assets	\$ <u>45,837,388</u>			

*Common collective trust

During the years ended December 31, 2016 and 2015, there were no transfers between levels of the fair value hierarchy.

NOTE 10. FAIR VALUE OF INVESTMENTS IN ENTITIES THAT USE NAV

The following tables set forth a summary of the Plan's investments with a reported NAV per share at December 31, 2016 and 2015:

Fair Value Estimated Using Net Asset Value per Share December 31, 2016					
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust:					
Balanced fund	\$ <u>996,279</u>	\$ <u>-</u>	Daily	None	None

Fair Value Estimated Using Net Asset Value per Share December 31, 2015					
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust:					
Balanced fund	\$ <u>917,292</u>	\$ <u>-</u>	Daily	None	None

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

NOTE 10. NET ASSET VALUE PER SHARE (CONTINUED)

The fair values of the investments have been estimated using the NAV of the investments:

The common collective trust seeks to achieve a stable unit value, a competitive current return, a high-quality diversified portfolio, and liquidity by investing in high-quality insurance company and bank investment contracts, private placements, money markets, and other investments.

NOTE 11. NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to nonparticipant-directed investments as of December 31, 2016 and 2015, and for the year ended December 31, 2016, is as follows:

	<u>December, 31</u>	
	<u>2016</u>	<u>2015</u>
Net assets:		
Forfeiture accounts - money market fund	\$ <u>123,636</u>	\$ <u>171,927</u>
	<u>Year ended December 31, 2016</u>	
Changes in net assets:		
Balances forfeited	\$ 114,071	
Interest and dividends	(1,522)	
Forfeited amounts used to fund employer match	(140,701)	
Transfers and adjustments	9,585	
Administrative fees	<u>(29,724)</u>	
	\$ <u>(48,291)</u>	

NOTE 12. VOLUNTARY COMPLIANCE RESOLUTION

In certain instances during 2016, the Plan did not meet the requirements of ERISA with respect to the timeliness of remittance of participant contributions. Failure to meet all of ERISA's requirements can result in the imposition of substantial fines, excise taxes, or other penalties. Plan management believes that this matter does not have a material effect on the Plan's financial statements.

SUPPLEMENTAL SCHEDULES

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(K) PLAN
SCHEDULE H, LINE 4a - DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2016
EIN: 13-3313044 PLAN NUMBER: 001

Participant Contributions Transferred Late to Plan.	Total that Constitute Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Plan Year 2016	\$ <u>43,622</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>-</u>

See independent auditor's report.

**HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
SCHEDULE H, LINE 4i - ASSETS (HELD AT END OF YEAR)**

DECEMBER 31, 2016

EIN: 13-3313044 PLAN NUMBER: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investments, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
<u>Registered Investment Companies:</u>				
*	Fidelity Contra Fund	Mutual Fund	**	\$ 6,382,326
*	Fidelity Growth Company Fund	Mutual Fund	**	2,478,086
*	Fidelity Government Income	Mutual Fund	**	399,725
*	Fidelity Low Priced Stock Fund	Mutual Fund	**	2,667,324
*	Fidelity Freedom Income Fund	Mutual Fund	**	93,593
*	Fidelity Freedom 2010 Fund	Mutual Fund	**	141,540
*	Fidelity Freedom 2020 Fund	Mutual Fund	**	948,976
*	Fidelity Freedom 2030 Fund	Mutual Fund	**	2,290,373
*	Fidelity Spartan Ext Market Index Inv	Mutual Fund	**	859,229
*	Fidelity Spartan Intl Index Inv	Mutual Fund	**	190,667
*	Fidelity Retire MMKT	Money Market Fund	**	1,529,820
*	Fidelity Cash Reserves	Money Market Fund	**	151,233
*	Fidelity Managed Income Portfolio	Common Collective Trust	**	996,279
*	Fidelity Spartan 500 Index Adv	Mutual Fund	**	4,096,938
*	Fidelity Spartan US Bond Index	Mutual Fund	**	1,022,294
*	Fidelity Freedom 2040 Fund	Mutual Fund	**	2,359,596
*	Fidelity Freedom 2005 Fund	Mutual Fund	**	22,723
*	Fidelity Freedom 2015 Fund	Mutual Fund	**	532,114
*	Fidelity Freedom 2025 Fund	Mutual Fund	**	665,951
*	Fidelity Freedom 2035 Fund	Mutual Fund	**	1,801,506
*	Fidelity Freedom 2045 Fund	Mutual Fund	**	2,620,794
*	Fidelity Freedom 2050 Fund	Mutual Fund	**	2,413,697
*	Fidelity Freedom 2055 Fund	Mutual Fund	**	681,376
*	Fidelity Freedom 2060 Fund	Mutual Fund	**	34,061
	PIMCO Total Return Admin Fund	Mutual Fund	**	1,702,017
	Harbor International Inv	Mutual Fund	**	2,837,440
	Prudential Jennison Mid Cap Growth Q	Mutual Fund	**	308,016
	Lazard Emerging Markets Equity Instl	Mutual Fund	**	469,556
	Nuveen Real Estate I	Mutual Fund	**	753,652
	Invesco Diversified Dividend Fund R5	Mutual Fund	**	2,902,339
	Drey Core Equity I	Mutual Fund	**	476,598
	Wells Fargo Advantage Growth Inst	Mutual Fund	**	580,274
	J.P. Morgan Midcap Value IS	Mutual Fund	**	1,297,570
	PIM Divers Inc Inst	Mutual Fund	**	349,609
	Victory Small Company Opportunity I	Mutual Fund	**	1,174,491
	Janus Triton N	Mutual Fund	**	2,058,544
	Oppenheimer Gold & Special Minerals Y	Mutual Fund	**	519,398
	Alps ETF TR Alerian MLP ETF	Common stock	**	7,452
	Disney Walt CO DEL	Common stock	**	21,261
	Apple Computer Inc	Common stock	**	67,001
	Vanguard Index Funds	Common stock	**	1,072

See independent auditor's report.

HUNTSWORTH GROUP, INC. USA AND AFFILIATES 401(k) PLAN
SCHEDULE H, LINE 4i - ASSETS (HELD AT END OF YEAR) (CONTINUED)
DECEMBER 31, 2016
EIN: 13-3313044 PLAN NUMBER: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c)	(d) Cost	(e)
		Description of investments, including maturity date, rate of interest, collateral, par or maturity value		Current value
	Greenbrier Companies Inc	Common stock	**	17,224
	Seagate Technology PLC	Common stock	**	64,877
	New York Community Bancorp	Common stock	**	16,229
	Compass Diversified TR SH Ben Int	Common stock	**	52,997
	BP Prudhoe Bay Rty TR	Common stock	**	<u>11,480</u>
				51,069,318
		Outstanding participant loans		
*	Notes receivable from participants	(interest rates from 4.25% - 6.25%)	\$0	<u>179,253</u>
	TOTAL ASSETS HELD AT END OF THE YEAR			<u>\$ 51,248,571</u>

* A party-in-interest to the Plan as defined by ERISA.

** Cost information has been omitted for participant-directed investments.

See independent auditor's report.