

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>PPFA RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ► <u>003</u>
		1c	Effective date of plan <u>01/01/1982</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>PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.</u> <u>123 WILLIAM STREET</u> <u>NEW YORK, NY 10038</u>	2b	Employer Identification Number (EIN) <u>13-1644147</u>
		2c	Plan Sponsor's telephone number <u>212-541-7800</u>
		2d	Business code (see instructions) <u>621410</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.	<u>10/13/2017</u>	<u>STEVE MANLEY</u>
	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 DIRECTOR OF COMPENSATION & BENEFITS 123 WILLIAM STREET NEW YORK, NY 10038	3b Administrator's EIN 13-1644147 3c Administrator's telephone number 212-541-7800
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	5 841
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) 488 6a(2) 535 6b 4 6c 374 6d 913 6e 3 6f 916 6g 866 6h 13
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: 2F 2G 2J 2K 2T 2E 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
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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)
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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 PPFA RETIREMENT PLAN	B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.	D Employer Identification Number (EIN) 13-1644147

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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	659	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 ☐

(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.
ALZGI NFJ SMCPVL ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DOMINI IMPACT EQ INV - BNY MELLON 101 SABIN STREET PAWTUCKET, RI 02860		0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABT MID CAP STK A - DST SYSTEMS		0.40%
43-1581814		

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.
MSIF SM CO GRTH A - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.25%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VIRTUS REAL ESTATE A - VIRTUS FUND	4400 COMPUTER DR. WESTBOROUGH, MA 01581	0.50%

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.
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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 PPFA RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.	D Employer Identification Number (EIN) 13-1644147	

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 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5595508
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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) 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
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>PPFA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>13-1644147</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	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)	154622	157565
(9) Value of interest in common/collective trusts	1c(9)	5547547	5595508
(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)	38379560	45530368
(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	44081729	51283441

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	44081729	51283441
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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)	2055874	
(B) Participants	2a(1)(B)	3138450	
(C) Others (including rollovers)	2a(1)(C)	398224	
(2) Noncash contributions	2a(2)	0	5592548
(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)	6568	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6568
(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)	1686425	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1686425
(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)		29814
(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)		1531289
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		8846644

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1909914	
(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)		1909914
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		1075
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)	659	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		659
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1911648

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6934996
l Transfers of assets:			
(1) To this plan.....	2l(1)		266716
(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: **KPMG, LLP**

(2) EIN: **13-5565207**

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		121
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>PPFA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>13-1644147</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.)
----------------	---

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
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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 / / .	



PPFA RETIREMENT PLAN

(Sponsored by Planned Parenthood Federation of America, Inc.)

Financial Statements and Supplemental Schedule

December 31, 2016 and 2015

(With Independent Auditors' Report Thereon)

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)

Table of Contents

	Page(s)
Independent Auditors' Report	1–2
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015	3
Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2016 and 2015	4
Notes to Financial Statements	5–13
Supplemental Schedule*	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016	14

- * Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors
Planned Parenthood Federation of America, Inc.:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of PPFA Retirement Plan (sponsored by Planned Parenthood Federation of America, Inc.) (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and 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 preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate 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 3, 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 and for the years ended December 31, 2016 and 2015, 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, Schedule of Assets (held at end of year) as of December 31, 2016 is 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 is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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

KPMG LLP

October 10, 2017

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)

Statements of Net Assets Available for Benefits

December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Assets:		
Investments at fair value as certified by the trustee (note 3)	\$ 45,530,368	38,379,560
Investments in fully benefit-responsive investment contracts, at contract value (note 3)	5,595,508	5,509,919
Participant loans receivable as certified by the trustee (note 3)	<u>157,565</u>	<u>154,622</u>
Net assets available for benefits	<u>\$ 51,283,441</u>	<u>44,044,101</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Additions to net assets attributed to:		
Investment income as certified by the trustee (note 3)	\$ 3,285,156	362,960
Interest from loans to participants as certified by the trustee (note 3)	6,568	7,719
Employee contributions	3,138,450	3,043,503
Employee rollover contributions	398,224	1,006,317
Employer contributions	2,055,874	1,910,980
Total additions	<u>8,884,272</u>	<u>6,331,479</u>
Deductions from net assets attributed to:		
Distributions to participants	1,910,989	5,895,862
Administrative expenses (notes 5 and 7)	659	790
Total deductions	<u>1,911,648</u>	<u>5,896,652</u>
Net increase in net assets available for benefits before transfers of assets between the plans of PPFA affiliates	6,972,624	434,827
Transfers of assets between the plans of PPFA affiliates	<u>266,716</u>	<u>74,005</u>
Net increase in net assets available for benefits	7,239,340	508,832
Net assets available for benefits:		
Beginning of year	<u>44,044,101</u>	<u>43,535,269</u>
End of year	<u>\$ 51,283,441</u>	<u>44,044,101</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(1) Description of the Plan

The following description of the PPFA Retirement Plan (the Plan), of which the plan sponsor is Planned Parenthood Federation of America, Inc. (PPFA), is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) Plan Amendment

The Plan was originally a defined contribution plan funded solely by contributions from PPFA. Effective March 1, 2001, the Plan was amended to become a 401(k) profit sharing plan that is qualified pursuant to Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code). Additionally, the Plan is designed to comply with the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and, in such design, participants and not the trustee or fiduciaries are responsible for the results of the participants' investment decisions.

(b) General

Employees are immediately eligible to make voluntary pretax contributions to the Plan through a salary reduction agreement. All full-time employees of PPFA who have performed one year of service and are age 19 or older are eligible for employer contributions. Employees will be credited with a year of service for eligibility purposes for each continuous 12-month period.

(c) Contributions

PPFA makes a matching contribution to the Plan equal to 50% of each participant's voluntary contribution of up to a maximum of 6% of the participant's salary for the calendar month. In addition, PPFA makes a discretionary employer contribution to the Plan equal to 3% of each participant's salary.

Total additions to a participant's account are limited to the lesser of (a) \$53,000 for 2016 and 2015, or (b) 100% of the participant's taxable earnings for the year.

All employee contributions are voluntary and cannot exceed certain limitations as defined by the Code. For the years 2016 and 2015, Plan participants who are age 50 or older are eligible for elective catch-up deferrals of \$6,000, allowing for maximum contributions of \$24,000. The catch-up deferrals are not considered in applying certain Plan limitations, including the maximum amounts of elective deferrals. Employer contributions will not apply to catch-up contributions.

Additionally, the Plan accepts contributions that are rolled over from other qualified plans, as well as accumulations from tax-sheltered annuities, Section 403(b) plans and Section 457 governmental plans, and individual retirement annuities.

(d) Participant Accounts and Investment Options

The Plan maintains a separate account for each participant, to which contributions and investment performance are allocated. Each participant's account is credited with contributions (employee and employer) and an allocation of the participant's selected investments' earnings. Participants have access to their own contributions prior to retirement through in-service loans and withdrawals.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

Employer contributions are not available for in-service loans or withdrawals, except in the event of total and permanent disability, at which time a participant can request a withdrawal in an amount up to the vested portion in his or her participant account. The Plan allows participants to self-direct the investments of their accounts among various designated investment fund options. Participants may change investment allocations at any time.

(e) Participant Loans

If the portion of a participant's account based on employee contributions is at least \$2,000, a participant may borrow a minimum of \$1,000 up to the lesser of \$50,000 or 50% of his or her participant account balance. Loan terms range from one to five years, unless such loan is for the purchase of a principal residence, whereupon repayment may be extended to ten years. The loans are collateralized by the participant's account and bear interest at a rate, established by the Plan administrator, that approximate current market rates. Principal and interest payments are made ratably through deductions from participants' bank accounts. Participant loans are stated at their outstanding balance, plus accrued interest.

(f) Vesting

All participant voluntary contributions and investment earnings are fully vested at all times. Employer contributions and investment earnings are fully vested once the participant has completed two years of service.

(g) Payment of Benefits

Upon termination of service, a participant can elect to receive his or her account balance, either as a lump-sum amount, in installments, or through optional forms of annuity-type payments. Other benefits available to participants include in-service withdrawals and withdrawals on account of death and disability.

All participant accounts under \$1,000 (exclusive of rollover contributions) are automatically paid in cash upon the participant's separation from employment.

(h) Forfeited Accounts

At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$18 and \$36, respectively. These accounts can be used to reduce future employer contributions, reduce future Plan expenses or be allocated to the participants in the Plan. Employer contributions were reduced by \$29,603 and \$94,880 from forfeited investment accounts in 2016 and 2015, respectively.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared using the accrual basis of accounting. Certain reclassifications were made to prior year amounts to conform to current year presentation to present investments at contract value for comparative purposes.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(b) Investment Valuation and Income Recognition

The investment assets are maintained in a trust. The trustee is Fidelity Management Trust Company (Fidelity). Each participant designates the percentage of his or her participant account that is allocated to each investment fund. Each participant's interest in each investment fund is adjusted as of each valuation date to reflect his or her proportionate share of the total net fair value of such investment fund.

Investments reported at fair value are described in note 4. The Plan records purchases and sales of securities on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment contracts held by a defined contribution plan are required to be reported at contract value which is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingencies at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

(e) Recent Accounting Pronouncements

In July 2015, the FASB issued ASU 2015-12, (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. ASU 2015-12 (1) requires defined contribution plans to use contract value as the only measure for fully benefit-responsive investment contracts, (2) simplifies certain investment disclosure requirements for employee benefit plans, and (3) provides employee benefit plans with a measurement-date practical expedient on a month-end date that is nearest to the fiscal year end, when the fiscal year end does not coincide with a month-end. The simplified investment disclosure in Part II eliminates the following disclosures previously required: (a) disaggregation of investments by nature, risks and characteristics; (b) individual investments that represent five percent or more of net assets available for benefits; and (c) net appreciation or depreciation of investments by general type. ASU 2015-12 is effective for fiscal years beginning after December 15, 2016. Part I and II are required to be applied retrospectively and Part III is required to be applied prospectively. The Plan adopted the provision of this pronouncement effective January 1, 2016 and, as such, fully-benefit responsive investment contracts are disclosed at contract value. The guidance was applied retrospectively. The adoption of this ASU has not had a material impact on the Plan's financial statements and did not impact net assets available for benefits as of December 31, 2015.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(3) Information Certified by Trustee (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting under ERISA. Accordingly, as permitted under such election, Fidelity has certified to the completeness and accuracy of the following information, as of and for the years ended December 31, 2016 and 2015, and such information was not subject to any auditing procedures performed by the independent auditors.

Assets certified at December 31, 2016 and 2015 are summarized as follows:

	<u>2016</u>	<u>2015</u>
Shares of registered investment companies:		
Fidelity Fund	\$ 366,460	294,626
Fidelity Equity Income Fund	1,058,282	766,242
Fidelity Growth Company Fund	5,120,805	4,927,333
Fidelity OTC Portfolio	1,285,813	1,137,517
Fidelity Balanced Fund	2,505,835	2,301,319
Fidelity Low-Priced Stock Fund	1,296,367	1,086,887
Fidelity Diversified International Fund	1,746,843	1,653,787
Fidelity Freedom Income Fund	280,561	259,787
Fidelity Freedom 2005 Fund	48,470	47,072
Fidelity Freedom 2010 Fund	467,067	418,261
Fidelity Freedom 2015 Fund	475,867	442,742
Fidelity Freedom 2020 Fund	2,094,280	1,403,085
Fidelity Freedom 2025 Fund	1,914,860	1,684,255
Fidelity Freedom 2030 Fund	4,017,076	3,693,896
Fidelity Freedom 2035 Fund	3,211,325	2,562,143
Fidelity Freedom 2040 Fund	3,684,324	2,716,850
Fidelity Freedom 2045 Fund	2,354,111	1,840,853
Fidelity Freedom 2050 Fund	2,490,748	1,850,438
Fidelity Freedom 2055 Fund	473,579	314,318
Fidelity Freedom 2060 Fund	10,428	1,791
Fidelity 500 Index Premium	5,177,595	—
Fidelity Spartan Index Adv Fund	—	3,983,199
Domini Impact Equity Investment	1,101,282	—
Domini Social Investments, LLC Social Equity Fund	—	1,052,736
PIMCO Total Return Fund – Administrative Class	1,764,274	1,618,166
Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class A	684,620	715,158

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Lord Abbett Mid-Cap Value Fund	984,031	763,197
Virtus Real Estate Securities Fund	393,847	352,141
Allianz NFJ Small-Cap Value Fund	521,618	491,761
Investments at fair value	<u>45,530,368</u>	<u>38,379,560</u>
Shares of common and collective trust:		
Fidelity – Managed Income Portfolio	\$ <u>5,595,508</u>	<u>5,509,919</u>
Investments in fully benefit-responsive investment contracts, at contract value	5,595,508	5,509,919
Total Investments	\$ <u>51,125,876</u>	<u>43,889,479</u>
Participant loans receivable	\$ <u>157,565</u>	<u>154,622</u>

The income certified for the years ended December 31, 2016 and 2015 are summarized as follows:

	<u>2016</u>	<u>2015</u>
Investment income:		
Net appreciation (depreciation) in fair value of investments, from registered investment companies including investments bought, sold and held during the year	\$ 1,531,289	(1,694,105)
Interest and dividend income	<u>1,753,867</u>	<u>2,057,065</u>
Total investment income	\$ <u>3,285,156</u>	<u>362,960</u>
Interest from loans to participants	\$ 6,568	7,719

The Managed Income Portfolio's (the Portfolio) one-year total return as of December 31, 2016 and 2015 was 1.98% and 1.93%, respectively. The yield credited to participants was 1.24% and 1.17% for the Portfolio for the years ended December 31, 2016 and 2015, respectively. Both the one-year total return and the yield credited to participants for 2016 and 2015 are net of the annual trustee fees. The Portfolio uses a dollar yield to maturity for the purpose of calculating the crediting rate. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no restrictions on redemptions.

The existence of certain conditions can limit the Portfolio's ability to transact at contract value with the issuers of its investment contracts. Specifically, any event outside the normal operation of the Portfolio that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the Portfolio, tax disqualification of the Portfolio, and certain Portfolio amendments if issuers' consent is not obtained. As of December 31, 2016, the occurrence of an event outside the normal operation of the Portfolio that would cause a withdrawal from an investment contract is not considered to be probable. To the extent a Portfolio suffers a tax disqualification or legal termination event, under normal

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

circumstances it is anticipated that liquid assets would be available to satisfy the redemption of such participants' interest in the Portfolio without the need to access investment contracts.

(4) Fair Value Measurement

The 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.

Registered investment companies

Valued at quoted market prices. The Plan applies a hierarchy to categorize fair value measurements broken down into three levels based on the transparency of inputs as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active

Level 3 Inputs that are unobservable

The asset'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.

Fully Benefit Responsive Contract

The Plan invests in the Fidelity Managed Income Portfolio, which is considered a fully benefit responsive contract. This investment is valued at contract value reported by the fund manager based on the underlying investments within each fund. There are no imposed redemption restrictions.

The existence of certain events can limit the Contract's ability to transact at contract value with the issuers of its investment contracts. These events include: the Contract's failure to qualify under Section 401(a) or Section 401(k) of the Internal Revenue Code; the establishment of a defined contribution plan that competes with the plan for employee contributions; any substantive modification of the Portfolio or the administration of the Portfolio that is not consented to by the wrap issuer; any change in law, regulation or administrative ruling applicable to the plan that could have a material adverse effect on the Portfolio's cash flow; any communication given to unitholders by the plan sponsor, any other plan fiduciary or FMTC that is designed to induce or influence unitholders not to invest in the Portfolio or to transfer assets out of the Portfolio; any transfer of assets from the Portfolio directly to a competing investment option. As of December 31, 2016, the occurrence of an event outside the normal operation of the Contract that would cause a withdrawal from an investment contract is not considered to be probable.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)

Notes to Financial Statements

December 31, 2016 and 2015

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2016:

	Total fair value	Level 1	Level 2	Level 3
Financial assets investments:				
Registered investment companies:				
Bond fund	\$ 1,764,274	1,764,274	—	—
Blended funds	2,786,396	2,786,396	—	—
Life cycle funds	26,419,730	26,419,730	—	—
Large cap domestic equity	8,932,642	8,932,642	—	—
Medium cap domestic equity	2,280,398	2,280,398	—	—
Small cap domestic equity	1,206,238	1,206,238	—	—
International equity	1,746,843	1,746,843	—	—
Real estate	393,847	393,847	—	—
Total	<u>\$ 45,530,368</u>	<u>45,530,368</u>	<u>—</u>	<u>—</u>

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2015:

	Total fair value	Level 1	Level 2	Level 3
Financial assets investments:				
Registered investment companies:				
Bond fund	1,618,166	1,618,166	—	—
Blended funds	2,561,106	2,561,106	—	—
Life cycle funds	16,975,704	16,975,704	—	—
Large cap domestic equity	12,161,653	12,161,653	—	—
Medium cap domestic equity	1,850,084	1,850,084	—	—
Small cap domestic equity	1,206,919	1,206,919	—	—
International equity	1,653,787	1,653,787	—	—
Real estate	352,141	352,141	—	—
Total	<u>\$ 38,379,560</u>	<u>38,379,560</u>	<u>—</u>	<u>—</u>

There were no transfers in or out of Level 3 or between Level 1 and Level 2 investments during the years ended December 31, 2016 and 2015.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(5) Administration of the Plan and Administrative Expenses

Brokerage commissions and related expenses are payable out of the assets of the investment fund to which they relate, unless stated otherwise. Except for record-keeping expenses, all administrative expenses (see note 7) are paid by PPFA.

(6) Federal Income Tax Status

The Internal Revenue Service has determined and informed the Plan by a letter dated February 18, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or derecognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or derecognition of an asset) or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2010.

(7) Related-Party Transactions

Certain plan investments are shares of registered investment companies and a common and collective trust managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services amounted to \$659 and \$790 for the years ended December 31, 2016 and 2015, respectively.

(8) Plan Termination

Although it has not expressed any intent to do so, PPFA has the right to discontinue its contributions or terminate the Plan at any time. In the event of plan termination, participants become 100% vested in their accounts.

(9) Risks and Uncertainties

The Plan offers a number of investment options which enable participants to invest 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.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(10) Subsequent Events

Management evaluated events subsequent to December 31, 2016 and through October 10, 2017, the date on which the financial statements were issued and determined no additional disclosures were required.

(11) Reconciliation of Financial Statements to Form 5500

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

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$ 51,283,441	44,044,101
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>—</u>	<u>37,628</u>
Net assets available for benefits per the Form 5500	<u>\$ 51,283,441</u>	<u>44,081,729</u>

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

	<u>2016</u>	<u>2015</u>
Net increase in net assets available for benefits per the financial statements	\$ 7,239,340	508,832
Adjustment from contract value to fair value for fully benefit-responsive investment contracts:		
Current year	—	37,628
Prior year	<u>(37,628)</u>	<u>(80,822)</u>
Net increase in net assets available for benefits per the Form 5500	<u>\$ 7,201,712</u>	<u>465,638</u>

Supplemental Schedule

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2016

Identity of issuer	Description of investments	Shares/units	Current value
Investments as certified by Fidelity Management Trust Company:			
Common and collective trust:			
* Fidelity	Fidelity Management Trust Company – Managed Income Portfolio	5,595,508	\$ 5,595,508
Shares of registered investment companies:			
* Fidelity	Fidelity Fund	8,905	366,460
* Fidelity	Fidelity Equity Income Fund	18,466	1,058,282
* Fidelity	Fidelity Growth Company Fund	37,438	5,120,805
* Fidelity	Fidelity OTC Portfolio	15,432	1,285,813
* Fidelity	Fidelity Balanced Fund	113,798	2,505,835
* Fidelity	Fidelity Low-Priced Stock Fund	26,200	1,296,367
* Fidelity	Fidelity Diversified International Fund	52,458	1,746,843
* Fidelity	Fidelity Freedom Income Fund	24,828	280,561
* Fidelity	Fidelity Freedom 2005 Fund	4,104	48,470
* Fidelity	Fidelity Freedom 2010 Fund	31,179	467,067
* Fidelity	Fidelity Freedom 2015 Fund	38,720	475,867
* Fidelity	Fidelity Freedom 2020 Fund	139,712	2,094,280
* Fidelity	Fidelity Freedom 2025 Fund	149,016	1,914,860
* Fidelity	Fidelity Freedom 2030 Fund	254,406	4,017,076
* Fidelity	Fidelity Freedom 2035 Fund	246,267	3,211,325
* Fidelity	Fidelity Freedom 2040 Fund	402,658	3,684,324
* Fidelity	Fidelity Freedom 2045 Fund	227,891	2,354,111
* Fidelity	Fidelity Freedom 2050 Fund	239,956	2,490,748
* Fidelity	Fidelity Freedom 2055 Fund	40,651	473,579
* Fidelity	Fidelity Freedom 2060 Fund	1,008	10,428
* Fidelity	Fidelity 500 Index Premium	66,091	5,177,595
Domini Impact	Domini Impact Equity Investment	25,629	1,101,282
Pacific	PIMCO Total Return Fund – Administrative Class	175,900	1,764,274
Morgan Stanley	Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class A	58,415	684,620
Lord, Abnett & Co.	Lord Abnett Mid-Cap Value Fund	34,299	984,031
Virtus	Virtus Real Estate Securities Fund	13,172	393,847
Allianz Global	Allianz NFJ Small-Cap Value Fund	22,046	521,618
			45,530,368
* Participant loans	27 loans at interest rates ranging from 4.25% to 9.25% and maturity dates through August 2025		157,565
	Total		\$ 51,283,441

* Represents a party in interest to the Plan as defined by ERISA.

The information in this schedule has been certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

See accompanying independent auditors' report.



PPFA RETIREMENT PLAN

(Sponsored by Planned Parenthood Federation of America, Inc.)

Financial Statements and Supplemental Schedule

December 31, 2016 and 2015

(With Independent Auditors' Report Thereon)

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)

Table of Contents

	Page(s)
Independent Auditors' Report	1–2
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015	3
Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2016 and 2015	4
Notes to Financial Statements	5–13
Supplemental Schedule*	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016	14

- * Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Directors
Planned Parenthood Federation of America, Inc.:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of PPFA Retirement Plan (sponsored by Planned Parenthood Federation of America, Inc.) (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and 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 preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate 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 3, 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 and for the years ended December 31, 2016 and 2015, 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, Schedule of Assets (held at end of year) as of December 31, 2016 is 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 is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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

KPMG LLP

October 10, 2017

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)

Statements of Net Assets Available for Benefits

December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Assets:		
Investments at fair value as certified by the trustee (note 3)	\$ 45,530,368	38,379,560
Investments in fully benefit-responsive investment contracts, at contract value (note 3)	5,595,508	5,509,919
Participant loans receivable as certified by the trustee (note 3)	<u>157,565</u>	<u>154,622</u>
Net assets available for benefits	<u>\$ 51,283,441</u>	<u>44,044,101</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Additions to net assets attributed to:		
Investment income as certified by the trustee (note 3)	\$ 3,285,156	362,960
Interest from loans to participants as certified by the trustee (note 3)	6,568	7,719
Employee contributions	3,138,450	3,043,503
Employee rollover contributions	398,224	1,006,317
Employer contributions	2,055,874	1,910,980
Total additions	<u>8,884,272</u>	<u>6,331,479</u>
Deductions from net assets attributed to:		
Distributions to participants	1,910,989	5,895,862
Administrative expenses (notes 5 and 7)	659	790
Total deductions	<u>1,911,648</u>	<u>5,896,652</u>
Net increase in net assets available for benefits before transfers of assets between the plans of PPFA affiliates	6,972,624	434,827
Transfers of assets between the plans of PPFA affiliates	<u>266,716</u>	<u>74,005</u>
Net increase in net assets available for benefits	7,239,340	508,832
Net assets available for benefits:		
Beginning of year	<u>44,044,101</u>	<u>43,535,269</u>
End of year	<u>\$ 51,283,441</u>	<u>44,044,101</u>

See accompanying notes to financial statements.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(1) Description of the Plan

The following description of the PPFA Retirement Plan (the Plan), of which the plan sponsor is Planned Parenthood Federation of America, Inc. (PPFA), is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) Plan Amendment

The Plan was originally a defined contribution plan funded solely by contributions from PPFA. Effective March 1, 2001, the Plan was amended to become a 401(k) profit sharing plan that is qualified pursuant to Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code). Additionally, the Plan is designed to comply with the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and, in such design, participants and not the trustee or fiduciaries are responsible for the results of the participants' investment decisions.

(b) General

Employees are immediately eligible to make voluntary pretax contributions to the Plan through a salary reduction agreement. All full-time employees of PPFA who have performed one year of service and are age 19 or older are eligible for employer contributions. Employees will be credited with a year of service for eligibility purposes for each continuous 12-month period.

(c) Contributions

PPFA makes a matching contribution to the Plan equal to 50% of each participant's voluntary contribution of up to a maximum of 6% of the participant's salary for the calendar month. In addition, PPFA makes a discretionary employer contribution to the Plan equal to 3% of each participant's salary.

Total additions to a participant's account are limited to the lesser of (a) \$53,000 for 2016 and 2015, or (b) 100% of the participant's taxable earnings for the year.

All employee contributions are voluntary and cannot exceed certain limitations as defined by the Code. For the years 2016 and 2015, Plan participants who are age 50 or older are eligible for elective catch-up deferrals of \$6,000, allowing for maximum contributions of \$24,000. The catch-up deferrals are not considered in applying certain Plan limitations, including the maximum amounts of elective deferrals. Employer contributions will not apply to catch-up contributions.

Additionally, the Plan accepts contributions that are rolled over from other qualified plans, as well as accumulations from tax-sheltered annuities, Section 403(b) plans and Section 457 governmental plans, and individual retirement annuities.

(d) Participant Accounts and Investment Options

The Plan maintains a separate account for each participant, to which contributions and investment performance are allocated. Each participant's account is credited with contributions (employee and employer) and an allocation of the participant's selected investments' earnings. Participants have access to their own contributions prior to retirement through in-service loans and withdrawals.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

Employer contributions are not available for in-service loans or withdrawals, except in the event of total and permanent disability, at which time a participant can request a withdrawal in an amount up to the vested portion in his or her participant account. The Plan allows participants to self-direct the investments of their accounts among various designated investment fund options. Participants may change investment allocations at any time.

(e) Participant Loans

If the portion of a participant's account based on employee contributions is at least \$2,000, a participant may borrow a minimum of \$1,000 up to the lesser of \$50,000 or 50% of his or her participant account balance. Loan terms range from one to five years, unless such loan is for the purchase of a principal residence, whereupon repayment may be extended to ten years. The loans are collateralized by the participant's account and bear interest at a rate, established by the Plan administrator, that approximate current market rates. Principal and interest payments are made ratably through deductions from participants' bank accounts. Participant loans are stated at their outstanding balance, plus accrued interest.

(f) Vesting

All participant voluntary contributions and investment earnings are fully vested at all times. Employer contributions and investment earnings are fully vested once the participant has completed two years of service.

(g) Payment of Benefits

Upon termination of service, a participant can elect to receive his or her account balance, either as a lump-sum amount, in installments, or through optional forms of annuity-type payments. Other benefits available to participants include in-service withdrawals and withdrawals on account of death and disability.

All participant accounts under \$1,000 (exclusive of rollover contributions) are automatically paid in cash upon the participant's separation from employment.

(h) Forfeited Accounts

At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$18 and \$36, respectively. These accounts can be used to reduce future employer contributions, reduce future Plan expenses or be allocated to the participants in the Plan. Employer contributions were reduced by \$29,603 and \$94,880 from forfeited investment accounts in 2016 and 2015, respectively.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared using the accrual basis of accounting. Certain reclassifications were made to prior year amounts to conform to current year presentation to present investments at contract value for comparative purposes.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(b) Investment Valuation and Income Recognition

The investment assets are maintained in a trust. The trustee is Fidelity Management Trust Company (Fidelity). Each participant designates the percentage of his or her participant account that is allocated to each investment fund. Each participant's interest in each investment fund is adjusted as of each valuation date to reflect his or her proportionate share of the total net fair value of such investment fund.

Investments reported at fair value are described in note 4. The Plan records purchases and sales of securities on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment contracts held by a defined contribution plan are required to be reported at contract value which is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

(c) Payment of Benefits

Benefits are recorded when paid.

(d) Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingencies at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

(e) Recent Accounting Pronouncements

In July 2015, the FASB issued ASU 2015-12, (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. ASU 2015-12 (1) requires defined contribution plans to use contract value as the only measure for fully benefit-responsive investment contracts, (2) simplifies certain investment disclosure requirements for employee benefit plans, and (3) provides employee benefit plans with a measurement-date practical expedient on a month-end date that is nearest to the fiscal year end, when the fiscal year end does not coincide with a month-end. The simplified investment disclosure in Part II eliminates the following disclosures previously required: (a) disaggregation of investments by nature, risks and characteristics; (b) individual investments that represent five percent or more of net assets available for benefits; and (c) net appreciation or depreciation of investments by general type. ASU 2015-12 is effective for fiscal years beginning after December 15, 2016. Part I and II are required to be applied retrospectively and Part III is required to be applied prospectively. The Plan adopted the provision of this pronouncement effective January 1, 2016 and, as such, fully-benefit responsive investment contracts are disclosed at contract value. The guidance was applied retrospectively. The adoption of this ASU has not had a material impact on the Plan's financial statements and did not impact net assets available for benefits as of December 31, 2015.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(3) Information Certified by Trustee (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting under ERISA. Accordingly, as permitted under such election, Fidelity has certified to the completeness and accuracy of the following information, as of and for the years ended December 31, 2016 and 2015, and such information was not subject to any auditing procedures performed by the independent auditors.

Assets certified at December 31, 2016 and 2015 are summarized as follows:

	<u>2016</u>	<u>2015</u>
Shares of registered investment companies:		
Fidelity Fund	\$ 366,460	294,626
Fidelity Equity Income Fund	1,058,282	766,242
Fidelity Growth Company Fund	5,120,805	4,927,333
Fidelity OTC Portfolio	1,285,813	1,137,517
Fidelity Balanced Fund	2,505,835	2,301,319
Fidelity Low-Priced Stock Fund	1,296,367	1,086,887
Fidelity Diversified International Fund	1,746,843	1,653,787
Fidelity Freedom Income Fund	280,561	259,787
Fidelity Freedom 2005 Fund	48,470	47,072
Fidelity Freedom 2010 Fund	467,067	418,261
Fidelity Freedom 2015 Fund	475,867	442,742
Fidelity Freedom 2020 Fund	2,094,280	1,403,085
Fidelity Freedom 2025 Fund	1,914,860	1,684,255
Fidelity Freedom 2030 Fund	4,017,076	3,693,896
Fidelity Freedom 2035 Fund	3,211,325	2,562,143
Fidelity Freedom 2040 Fund	3,684,324	2,716,850
Fidelity Freedom 2045 Fund	2,354,111	1,840,853
Fidelity Freedom 2050 Fund	2,490,748	1,850,438
Fidelity Freedom 2055 Fund	473,579	314,318
Fidelity Freedom 2060 Fund	10,428	1,791
Fidelity 500 Index Premium	5,177,595	—
Fidelity Spartan Index Adv Fund	—	3,983,199
Domini Impact Equity Investment	1,101,282	—
Domini Social Investments, LLC Social Equity Fund	—	1,052,736
PIMCO Total Return Fund – Administrative Class	1,764,274	1,618,166
Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class A	684,620	715,158

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Lord Abbett Mid-Cap Value Fund	984,031	763,197
Virtus Real Estate Securities Fund	393,847	352,141
Allianz NFJ Small-Cap Value Fund	521,618	491,761
Investments at fair value	<u>45,530,368</u>	<u>38,379,560</u>
Shares of common and collective trust:		
Fidelity – Managed Income Portfolio	\$ <u>5,595,508</u>	<u>5,509,919</u>
Investments in fully benefit-responsive investment contracts, at contract value	5,595,508	5,509,919
Total Investments	\$ <u>51,125,876</u>	<u>43,889,479</u>
Participant loans receivable	\$ <u>157,565</u>	<u>154,622</u>

The income certified for the years ended December 31, 2016 and 2015 are summarized as follows:

	<u>2016</u>	<u>2015</u>
Investment income:		
Net appreciation (depreciation) in fair value of investments, from registered investment companies including investments bought, sold and held during the year	\$ 1,531,289	(1,694,105)
Interest and dividend income	<u>1,753,867</u>	<u>2,057,065</u>
Total investment income	\$ <u>3,285,156</u>	<u>362,960</u>
Interest from loans to participants	\$ 6,568	7,719

The Managed Income Portfolio's (the Portfolio) one-year total return as of December 31, 2016 and 2015 was 1.98% and 1.93%, respectively. The yield credited to participants was 1.24% and 1.17% for the Portfolio for the years ended December 31, 2016 and 2015, respectively. Both the one-year total return and the yield credited to participants for 2016 and 2015 are net of the annual trustee fees. The Portfolio uses a dollar yield to maturity for the purpose of calculating the crediting rate. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no restrictions on redemptions.

The existence of certain conditions can limit the Portfolio's ability to transact at contract value with the issuers of its investment contracts. Specifically, any event outside the normal operation of the Portfolio that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the Portfolio, tax disqualification of the Portfolio, and certain Portfolio amendments if issuers' consent is not obtained. As of December 31, 2016, the occurrence of an event outside the normal operation of the Portfolio that would cause a withdrawal from an investment contract is not considered to be probable. To the extent a Portfolio suffers a tax disqualification or legal termination event, under normal

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

circumstances it is anticipated that liquid assets would be available to satisfy the redemption of such participants' interest in the Portfolio without the need to access investment contracts.

(4) Fair Value Measurement

The 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.

Registered investment companies

Valued at quoted market prices. The Plan applies a hierarchy to categorize fair value measurements broken down into three levels based on the transparency of inputs as follows:

Level 1 Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active

Level 3 Inputs that are unobservable

The asset'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.

Fully Benefit Responsive Contract

The Plan invests in the Fidelity Managed Income Portfolio, which is considered a fully benefit responsive contract. This investment is valued at contract value reported by the fund manager based on the underlying investments within each fund. There are no imposed redemption restrictions.

The existence of certain events can limit the Contract's ability to transact at contract value with the issuers of its investment contracts. These events include: the Contract's failure to qualify under Section 401(a) or Section 401(k) of the Internal Revenue Code; the establishment of a defined contribution plan that competes with the plan for employee contributions; any substantive modification of the Portfolio or the administration of the Portfolio that is not consented to by the wrap issuer; any change in law, regulation or administrative ruling applicable to the plan that could have a material adverse effect on the Portfolio's cash flow; any communication given to unitholders by the plan sponsor, any other plan fiduciary or FMTC that is designed to induce or influence unitholders not to invest in the Portfolio or to transfer assets out of the Portfolio; any transfer of assets from the Portfolio directly to a competing investment option. As of December 31, 2016, the occurrence of an event outside the normal operation of the Contract that would cause a withdrawal from an investment contract is not considered to be probable.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)

Notes to Financial Statements

December 31, 2016 and 2015

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2016:

	<u>Total fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets investments:				
Registered investment companies:				
Bond fund	\$ 1,764,274	1,764,274	—	—
Blended funds	2,786,396	2,786,396	—	—
Life cycle funds	26,419,730	26,419,730	—	—
Large cap domestic equity	8,932,642	8,932,642	—	—
Medium cap domestic equity	2,280,398	2,280,398	—	—
Small cap domestic equity	1,206,238	1,206,238	—	—
International equity	1,746,843	1,746,843	—	—
Real estate	393,847	393,847	—	—
Total	<u>\$ 45,530,368</u>	<u>45,530,368</u>	<u>—</u>	<u>—</u>

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2015:

	<u>Total fair value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial assets investments:				
Registered investment companies:				
Bond fund	1,618,166	1,618,166	—	—
Blended funds	2,561,106	2,561,106	—	—
Life cycle funds	16,975,704	16,975,704	—	—
Large cap domestic equity	12,161,653	12,161,653	—	—
Medium cap domestic equity	1,850,084	1,850,084	—	—
Small cap domestic equity	1,206,919	1,206,919	—	—
International equity	1,653,787	1,653,787	—	—
Real estate	352,141	352,141	—	—
Total	<u>\$ 38,379,560</u>	<u>38,379,560</u>	<u>—</u>	<u>—</u>

There were no transfers in or out of Level 3 or between Level 1 and Level 2 investments during the years ended December 31, 2016 and 2015.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(5) Administration of the Plan and Administrative Expenses

Brokerage commissions and related expenses are payable out of the assets of the investment fund to which they relate, unless stated otherwise. Except for record-keeping expenses, all administrative expenses (see note 7) are paid by PPFA.

(6) Federal Income Tax Status

The Internal Revenue Service has determined and informed the Plan by a letter dated February 18, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or derecognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or derecognition of an asset) or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examination for years prior to 2010.

(7) Related-Party Transactions

Certain plan investments are shares of registered investment companies and a common and collective trust managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services amounted to \$659 and \$790 for the years ended December 31, 2016 and 2015, respectively.

(8) Plan Termination

Although it has not expressed any intent to do so, PPFA has the right to discontinue its contributions or terminate the Plan at any time. In the event of plan termination, participants become 100% vested in their accounts.

(9) Risks and Uncertainties

The Plan offers a number of investment options which enable participants to invest 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.

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Notes to Financial Statements
December 31, 2016 and 2015

(10) Subsequent Events

Management evaluated events subsequent to December 31, 2016 and through October 10, 2017, the date on which the financial statements were issued and determined no additional disclosures were required.

(11) Reconciliation of Financial Statements to Form 5500

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

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$ 51,283,441	44,044,101
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>—</u>	<u>37,628</u>
Net assets available for benefits per the Form 5500	<u>\$ 51,283,441</u>	<u>44,081,729</u>

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

	<u>2016</u>	<u>2015</u>
Net increase in net assets available for benefits per the financial statements	\$ 7,239,340	508,832
Adjustment from contract value to fair value for fully benefit-responsive investment contracts:		
Current year	—	37,628
Prior year	<u>(37,628)</u>	<u>(80,822)</u>
Net increase in net assets available for benefits per the Form 5500	<u>\$ 7,201,712</u>	<u>465,638</u>

Supplemental Schedule

PPFA RETIREMENT PLAN
(Sponsored by Planned Parenthood Federation of America, Inc.)
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2016

Identity of issuer	Description of investments	Shares/units	Current value
Investments as certified by Fidelity Management Trust Company:			
Common and collective trust:			
* Fidelity	Fidelity Management Trust Company – Managed Income Portfolio	5,595,508	\$ 5,595,508
Shares of registered investment companies:			
* Fidelity	Fidelity Fund	8,905	366,460
* Fidelity	Fidelity Equity Income Fund	18,466	1,058,282
* Fidelity	Fidelity Growth Company Fund	37,438	5,120,805
* Fidelity	Fidelity OTC Portfolio	15,432	1,285,813
* Fidelity	Fidelity Balanced Fund	113,798	2,505,835
* Fidelity	Fidelity Low-Priced Stock Fund	26,200	1,296,367
* Fidelity	Fidelity Diversified International Fund	52,458	1,746,843
* Fidelity	Fidelity Freedom Income Fund	24,828	280,561
* Fidelity	Fidelity Freedom 2005 Fund	4,104	48,470
* Fidelity	Fidelity Freedom 2010 Fund	31,179	467,067
* Fidelity	Fidelity Freedom 2015 Fund	38,720	475,867
* Fidelity	Fidelity Freedom 2020 Fund	139,712	2,094,280
* Fidelity	Fidelity Freedom 2025 Fund	149,016	1,914,860
* Fidelity	Fidelity Freedom 2030 Fund	254,406	4,017,076
* Fidelity	Fidelity Freedom 2035 Fund	246,267	3,211,325
* Fidelity	Fidelity Freedom 2040 Fund	402,658	3,684,324
* Fidelity	Fidelity Freedom 2045 Fund	227,891	2,354,111
* Fidelity	Fidelity Freedom 2050 Fund	239,956	2,490,748
* Fidelity	Fidelity Freedom 2055 Fund	40,651	473,579
* Fidelity	Fidelity Freedom 2060 Fund	1,008	10,428
* Fidelity	Fidelity 500 Index Premium	66,091	5,177,595
Domini Impact	Domini Impact Equity Investment	25,629	1,101,282
Pacific	PIMCO Total Return Fund – Administrative Class	175,900	1,764,274
Morgan Stanley	Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class A	58,415	684,620
Lord, Abnett & Co.	Lord Abnett Mid-Cap Value Fund	34,299	984,031
Virtus	Virtus Real Estate Securities Fund	13,172	393,847
Allianz Global	Allianz NFJ Small-Cap Value Fund	22,046	521,618
			45,530,368
* Participant loans	27 loans at interest rates ranging from 4.25% to 9.25% and maturity dates through August 2025		157,565
Total			\$ 51,283,441

* Represents a party in interest to the Plan as defined by ERISA.

The information in this schedule has been certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

See accompanying independent auditors' report.