Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ 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
HM. CLAUSE, INC. 401 (K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 006

1c Effective date of plan 01/01/1986

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)

HM.CLAUSE, INC.

260 COUSTEAU PLACE
SUITE 210
DAVIS, CA 95618

2b Employer Identification Number (EIN)
94-1695235

2c Plan Sponsor's telephone number
530-747-3722

2d Business code (see instructions)
311200

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	CARL THYGESEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	CARL THYGESEN
	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

HM.CLAUSE, INC.

260 COUSTEAU PLACE
SUITE 210
DAVIS, CA 95618

3b Administrator's EIN: 94-1695235

3c Administrator's telephone number: 530-747-3722

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**	575
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	424
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	496
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	158
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	656
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	656
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	656
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	16
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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) [X] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) [X] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

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

A Name of plan
HM. CLAUSE, INC. 401 (K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
HM.CLAUSE, INC.

D Employer Identification Number (EIN)
94-1695235

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

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	41789	656	01/01/2016	12/31/2016

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	4852544
5	Current value of plan's interest under this contract in separate accounts at year end	5	15200323

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	4148118
c	Additions: (1) Contributions deposited during the year	7c(1)	436449		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	75098		
	(4) Transferred from separate account	7c(4)	252193		
	(5) Other (specify below)	7c(5)	822987		
	▶ LOAN REPAYMENTS TRANSFERS IN, FORFEITURE CREDITS MISCELLANEOUS IN, PLAN ROLLOVER				
	(6) Total additions			7c(6)	1586727
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	5734845
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	378976		
	(2) Administration charge made by carrier	7e(2)	191		
	(3) Transferred to separate account	7e(3)	101454		
	(4) Other (specify below)	7e(4)	401680		
	▶ LOAN INITIATIONS TRANSFERS OUT, FORFEITURES DEBITS MISCELLANEOUS OUT				
	(5) Total deductions			7e(5)	882301
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	4852544

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

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

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
HM. CLAUSE, INC. 401 (K) RETIREMENT PLAN		006
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
HM.CLAUSE, INC.	94-1695235	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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)

NWK GROUP, INC.

20-2154904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	57870	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 29 37 50 64	NONE	9351	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	70.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2016 TO 12/31/2016 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	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.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	22.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2016 TO 12/31/2016 PRU JENN MID-CAP GRW Z

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

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

A Name of plan
HM. CLAUSE, INC. 401 (K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

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

D Employer Identification Number (EIN)
94-1695235

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

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PGIM FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-299	P	9110829

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/TROWE PR GR STK STR II

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-434	P	6089494

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

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

A Name of plan
HM. CLAUSE, INC. 401 (K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
HM.CLAUSE, INC.

D Employer Identification Number (EIN)
94-1695235

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	743270	772743
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	12891515	15200323
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	24431426	30097061
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	4148118	4852544
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	42214329	50922671
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	42214329	50922671

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)	2303640	
	(B) Participants	2a(1)(B)	3086187	
	(C) Others (including rollovers)	2a(1)(C)	219910	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5609737
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	38744	
	(F) Other	2b(1)(F)	75098	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		113844
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	401314	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		401314
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		429121
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2124826
c Other income	2c		86413
d Total income. Add all **income** amounts in column (b) and enter total	2d		8765255
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2099556	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2099556
f Corrective distributions (see instructions)	2f		12536
g Certain deemed distributions of participant loans (see instructions)	2g		26386
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	68071	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		68071
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2206549
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		6558706
l Transfers of assets:			
(1) To this plan	2l(1)		2149636
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: GUY M. RANSOM, CPA **(2)** EIN: 77-0550391

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

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

Part V Trust Information

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

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

A Name of plan
HM. CLAUSE, INC. 401 (K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
HM.CLAUSE, INC.

D Employer Identification Number (EIN)
94-1695235

Part I Distributions

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

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

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

EIN(s): 22-1211670

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

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

H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN

FINANCIAL REPORT

DECEMBER 31, 2016 AND 2015

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Guy M. Ransom

Certified Public Accountant

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INDEPENDENT AUDITOR'S REPORT

October 12, 2017

To the Administrative Committee
H. M. Clause Inc.
401(k) Retirement Plan

Report on the Financial Statements

I was engaged to audit the financial statements of H.M. Clause, Inc. 401(K) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, I was 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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Insurance Company of America, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustee holds the plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate

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INDEPENDENT AUDITOR'S REPORT (Continued)

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of 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 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, it is inappropriate to and I do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.



H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS
AVAILABLE FOR PLAN BENEFITS
December 31, 2016 and 2015

	2016	2015
ASSETS		
Investments		
At fair value		
Pooled separate accounts		
Core Plus Bond/Pimco	$ 9,110,829	$ 7,381,871
SA/Trowe Pr Gr Stk Str II	6,089,494	5,509,645
Insurance company general account (unallocated contract)		
Guaranteed Income Fund	4,852,544	4,148,119
Registered investment companies		
Putnam Equity Income Fund	6,302,113	5,569,192
American Funds Europacific	4,458,814	3,986,603
Vanguard Trust 500 Admiral	5,179,552	3,725,911
Other investments in registered investment companies	14,156,582	11,149,717
	50,149,928	41,471,059
Receivables		
Contributions receivable - Sponsors	13,238	65,113
Contributions receivable - Participants	10,099	99,298
Participants' notes receivable	772,743	743,270
NET ASSETS AVAILABLE FOR BENEFITS	$ 50,946,008	$ 42,378,740

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

H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS
Year Ended December 31, 2016

ADDITIONS		
Additions to net assets attributed to:		
Investment income (loss) -		
Net appreciation in fair value of investments	$	2,553,947
Other investment income		533,500
		3,087,447
Contributions -		
Participants		
Regular contributions		3,034,312
Rollover contributions		219,910
Employer		2,214,441
		5,468,663
NET ADDITIONS		8,556,110
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants		2,138,478
TOTAL DEDUCTIONS		2,138,478
NET INCREASE (DECREASE)		6,417,632
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		42,378,740
Transfers of assets to the plan		2,149,636
END OF YEAR	$	50,946,008

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

NOTE 1. PLAN DESCRIPTION

The following brief description of the H.M. Clause, Inc. 401(K) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General

The Plan is a contributory savings and investment plan covering substantially all employees of HM.Clause, Inc. (formerly, Harris Moran Seed Company), Shamrock Seeds Company (formerly, Vilmorin Inc.), Limagrain Cereal Seeds LLC, and Limagrain Sunflower Seed Company, Inc. (the Participating Companies) who have completed at least one month of service. Excluded employees are those individuals who are covered by a collective bargaining agreement, who are leased employees, expatriate employees participating in a government-sponsored retirement program in his/her home country except the U.S., or who are nonresident aliens with no earned income from sources within the United States.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

B. Contributions

Participants contribute to the Plan each payroll period through payroll deductions in amounts that range from 1% to 70% of their earnings. Contributions are invested in accordance with the participant's direction and are allocated to funds in 1% increments. If a Participant does not make an investment election, investment splits are defaulted as dictated by the policy of the Plan.

Prior to January 1, 2013, the Sponsors matched 50% of the first 3% of employee deferrals, plus 25% on the next 3% of each Participant's eligible contributions, resulting in a maximum potential match of 2.25% of earnings.

Prior to January 1, 2014, the Sponsors matched 50% of the first 6% of each Participant's eligible contributions, resulting in a maximum potential match of 3% of earnings.

Effective January 1, 2014 the Sponsors match was 100% on the first 1% of employee deferrals, plus 50% match on the next 6% of employee deferrals. As such, the maximum Safe Harbor Sponsors Match equals 4% of eligible pay, if the employee contributes at least 7% in combined 401k pretax and Roth after-tax deferrals..

The Sponsor's actual contributions are reduced by available forfeitures, if any, during the Plan year.

The Sponsors make discretionary nonelective contributions to a defined group of eligible Participants in the range of 3% to 7% of earnings.

C. Participant Accounts

Each participant's account is credited with the participant's contribution, Sponsor's contribution and an allocation of Plan earnings. Allocations are based on participant account balances as defined. The benefit to which a participant is entitled is that which can be provided from the participant's account.

NOTE 1. PLAN DESCRIPTION (Continued)

D. Vesting

Participants are immediately vested in their voluntary contributions and related earnings thereon.

Vesting in the Sponsors' matching contributions made prior to January 1, 2014 and the related earnings thereon is as follows:

Less than 1 year	0%
1 year but less than 2 years	25%
2 years but less than 3 years	50%
3 years but less than 4 years	75%
4 years and over	100%

Vesting in Sponsors' matching contributions made subsequent to December 31, 2013, and the related earning thereon is as follows:

Less than 1 year	0%
1 year but less than 2 years	50%
2 years and over	100%

Vesting in the Sponsors' discretionary nonelective contributions and the related earnings thereon is as follows:

Less than 1 year	0%
1 year but less than 2 years	25%
2 years but less than 3 years	50%
3 years but less than 4 years	75%
4 years and over	100%

E. Payment of Benefits

Upon retirement or death the participant or beneficiary can elect to receive a lump-sum amount equal to the value of the participant's account or periodic cash payments. If the participant terminates employment for any reason other than retirement or death, the participant is entitled to receive the vested value in his/her account.

Benefits are recorded when paid.

F. Participant Loans

Participants may borrow against their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of the vested interest in their participant account. The loans are secured by the balance in the participant's account and must be repaid within five years unless the proceeds are used to acquire a principal residence. The specific terms and conditions of loans used to acquire such a residence are established by the Plan administrator.

NOTE 1. PLAN DESCRIPTION (Continued)

G. Forfeitures

Forfeited nonvested accounts were used to reduce Sponsors' contributions and to pay legal and administrative expenses.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Date of Management's Review

Subsequent events were evaluated through October 12, 2017, which is the date the financial statements were available to be issued.

B. Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

C. Investment Valuation and Income Recognition

The Plan's investments in registered investment companies are valued using quoted market prices. Investments in pooled separate accounts and unallocated insurance company contracts are valued at net asset value as determined by the issuing entity at year end.

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

D. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

E. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE 3. RELATED PARTY TRANSACTIONS

Prudential Retirement managed the Plan's investments, was the trustee of those investments and served as the Plan's record keeper for the period during the years ended December 31, 2016 and 2015. Therefore, it qualified as a party-in-interest.

NOTE 4. TAX STATUS

The Internal Revenue Service has determined and informed the Sponsor by a letter dated February 1, 2011, that the Plan and related trust are designed in accordance with applicable sections of the internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would bet be sustained upon examination for the IRS. The plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

NOTE 5. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonable 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 statement of net assets available for benefits.

NOTE 6. INVESTMENT INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN

The investment information included in the financial statements at December 31, 2016 and 2015 and for the year ended December 31, 2016, that was certified by Prudential Retirement, the trustee, is as follows:

	2016	2015
Investments		
Core Plus Bond/Pimco	$ 9,110,829	$ 7,381,871
SA/Trowe Pr Gr Stk Str II	6,089,494	5,509,645
Guaranteed Income Fund	4,852,544	4,148,119
Putnam Equity Income Fund	6,302,113	5,569,192
American Funds Europacific	4,458,814	3,986,603
Vanguard Trust 500 Admiral	5,179,552	3,725,911
Other investments in registered investment companies	14,156,582	11,149,717
Participants' notes receivable	772,743	743,270
Investment income (loss)		
Net depreciation in fair value of investments	2,553,947	
Other investment income	533,500	

NOTE 7. PARTICIPANT DIRECTED INVESTMENTS

All investments are participant-directed. Investments existing at December 31, 2016 and representing 5% or more on net assets available for benefits as of that date are shown separately in the accompanying financial statements.

During 2016, these investments (including investments bought, sold and held during the year) appreciated (depreciated) in fair value as follows:

Core Plus Bond/Pimco	$ 332,047
SA/Trowe Pr Gr TStk Str II	97,074
Putnam Equity Income Fund	295,050
American Funds Europacific	(8,632)
Vanguard Trust 500 Admiral	430,418
Other investments in registered investment companies	1,407,990
	$ 2,553,947

NOTE 8. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

Level 1 Fair Value Measurements

The fair value of registered investment companies is based on quoted net asset values of the units held by the Plan at year-end.

Level 2 Fair Value Measurements

The fair value of investments in common/collective trusts and pooled separate accounts are determined by each fund's accountant using protocol issued by Prudential.

NOTE 8. FAIR VALUE MEASUREMENTS (Continued)

Level 3 Fair Value Measurements

The unallocated insurance company contract is not actively traded and significant other observable inputs are not available. The underlying securities in this fund are valued initially at cost and thereafter adjusted for amortization of any discount or premium..

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

		Fair Value Measurements at the End of the Reporting Period Using:		
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2016				
Pooled Separate Accounts	$ 15,200,323	$	$ 15,200,323	$
Insurance company general account	4,852,544			4,852,544
Registered investment companies	30,097,061	30,097,061		
	$ 50,149,928	$ 30,097,061	$ 15,200,323	$ 4,852,544
December 31, 2015				
Pooled Separate Accounts	$ 12,891,515	$	$ 12,891,515	$
Insurance company general account	4,148,119			4,148,119
Registered investment companies	24,431,425	24,431,425		
	$ 41,471,059	$ 24,431,425	$ 12,891,515	$ 4,148,119

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

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

NOTE 8. FAIR VALUE MEASUREMENTS (Continued)

The methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table reconciles the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the investments in common/collective trusts and pooled separate accounts for the years ended December 31, 2016 and 2015:

	December 31, 2016	December 31, 2015
Beginning balance	$ 4,148,119	$ 3,400,200
Total gains or losses included in change in net assets available for benefits		(62,020)
Purchases	1,033,389	1,158,789
Sales	(328,964)	(348,850)
	$ 4,852,544	$ 3,400,200

Gains and losses (realized and unrealized) included in changes in net assets available for benefits are reported in net appreciation or depreciation in fair value of investments.

NOTE 9. PLAN TERMINATION

Although they have not expressed any intent to do so, the Sponsors have the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions if ERISA. In the event of Plan termination, participants will become 100% vested in their accounts

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The Plan's Form 5500 is filed on the cash basis of accounting for participants' contributions. As disclosed in Note 2, the Plan's financial statements are presented using the accrual basis of accounting. In addition, classifications of line items in the accompanying Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2016, differ from those used in the related Form 5500.

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (Continued)

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

	2016	2015
Net assets available for benefits per the financial statements	$ 50,946,008	$ 42,378,740
Contributions receivable		
Participants	(10,009)	(99,298)
Sponsors	(13,238)	(65,113)
Net assets available for benefits per Form 5500	$ 50,922,671	$ 42,214,329

The following is a reconciliation of Net Increase (Decrease) per the financial statements for the year ended December 31, 2016, to net income (loss) per Schedule H of Form 5500:

Net increase (decrease) per the financial statements	$	6,417,632
Contributions receivable		
Participants		
Beginning of the year		99,298
End of the year		(10,099)
Sponsors		
Beginning of the year		65,113
End of the year		(13,238)
Net income per Schedule H to the Form 5500	$	6,558,706

NOTE 11. ASSET TRANSFER INTO THE PLAN

The merging of assets from Magnum Seeds, Inc. 401(k) Profit Sharing Plan resulted in a $2,149,626 asset transfer into the HM.Clause, Inc Plan during July 2016. Formerly, the employer identification number and plan number for the Magnum Seeds Plan were 77-0532401 and 001.

H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN
E.I.N 94-1695235
PLAN NUMBER 006
SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD END OF YEAR)
December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Cost	(f) Current Value
	Oppenheimer Global	Registered investment company	**	$ 382,862
	Putnam Equity Income	Registered investment company	**	6,302,113
	Amer Funds Europacific	Registered investment company	**	4,458,814
	Franklin Small Cap Value	Registered investment company	**	1,656,902
	Columbia Mid Cap Value	Registered investment company	**	1,172,160
	Pimco Commodity Real	Registered investment company	**	1,723,130
	Guaranteed Income Fund	Unallocated insurance contract	**	4,852,544
	Core Plus Bond/Pimco	Pooled separate account	**	9,110,829
	SA/TRowe Pr Gr Stk Str II	Pooled separate account	**	6,089,494
	Pimco Real Return Bd Adm	Registered investment company	**	302,880
	Templeton Intl Bond Adv	Registered investment company	**	258,954
	Oppenheimer Dev Markets Y	Registered investment company	**	145,300
	Van Dev Mark Ind Adm	Registered investment company	**	579,683
	Vang Interm Term US Treas	Registered investment company	**	680,003
	Voya Global Real Estate I	Registered investment company	**	1,988,801
	Pru Jenn Mid-Cap Grw	Registered investment company	**	1,755,337
	Franklin Sm Cap Grow Adv	Registered investment company	**	1,918,712
	Vanguard Tru 500 Admiral	Registered investment company	**	5,179,552
	Van Small Cap Index Admit	Registered investment company	**	662,463
	Vanguard Mid Cap Index Fd	Registered investment company	**	929,395
		Total investments		50,149,928
*	Participants' Loans	5.25% - 6.25%; secured by participants' vested balances	-	772,743

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN

FINANCIAL REPORT

DECEMBER 31, 2016 AND 2015

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Guy M. Ransom

Certified Public Accountant

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INDEPENDENT AUDITOR'S REPORT

October 12, 2017

To the Administrative Committee
H. M. Clause Inc.
401(k) Retirement Plan

Report on the Financial Statements

I was engaged to audit the financial statements of H.M. Clause, Inc. 401(K) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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INDEPENDENT AUDITOR'S REPORT (Continued)

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of 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 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, it is inappropriate to and I do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.



H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS
AVAILABLE FOR PLAN BENEFITS
December 31, 2016 and 2015

	2016	2015
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AVAILABLE FOR PLAN BENEFITS
Year Ended December 31, 2016

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Additions to net assets attributed to:		
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The following brief description of the H.M. Clause, Inc. 401(K) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General

The Plan is a contributory savings and investment plan covering substantially all employees of HM.Clause, Inc. (formerly, Harris Moran Seed Company), Shamrock Seeds Company (formerly, Vilmorin Inc.), Limagrain Cereal Seeds LLC, and Limagrain Sunflower Seed Company, Inc. (the Participating Companies) who have completed at least one month of service. Excluded employees are those individuals who are covered by a collective bargaining agreement, who are leased employees, expatriate employees participating in a government-sponsored retirement program in his/her home country except the U.S., or who are nonresident aliens with no earned income from sources within the United States.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

B. Contributions

Participants contribute to the Plan each payroll period through payroll deductions in amounts that range from 1% to 70% of their earnings. Contributions are invested in accordance with the participant's direction and are allocated to funds in 1% increments. If a Participant does not make an investment election, investment splits are defaulted as dictated by the policy of the Plan.

Prior to January 1, 2013, the Sponsors matched 50% of the first 3% of employee deferrals, plus 25% on the next 3% of each Participant's eligible contributions, resulting in a maximum potential match of 2.25% of earnings.

Prior to January 1, 2014, the Sponsors matched 50% of the first 6% of each Participant's eligible contributions, resulting in a maximum potential match of 3% of earnings.

Effective January 1, 2014 the Sponsors match was 100% on the first 1% of employee deferrals, plus 50% match on the next 6% of employee deferrals. As such, the maximum Safe Harbor Sponsors Match equals 4% of eligible pay, if the employee contributes at least 7% in combined 401k pretax and Roth after-tax deferrals..

The Sponsor's actual contributions are reduced by available forfeitures, if any, during the Plan year.

The Sponsors make discretionary nonelective contributions to a defined group of eligible Participants in the range of 3% to 7% of earnings.

C. Participant Accounts

Each participant's account is credited with the participant's contribution, Sponsor's contribution and an allocation of Plan earnings. Allocations are based on participant account balances as defined. The benefit to which a participant is entitled is that which can be provided from the participant's account.

NOTE 1. PLAN DESCRIPTION (Continued)

D. Vesting

Participants are immediately vested in their voluntary contributions and related earnings thereon.

Vesting in the Sponsors' matching contributions made prior to January 1, 2014 and the related earnings thereon is as follows:

Less than 1 year	0%
1 year but less than 2 years	25%
2 years but less than 3 years	50%
3 years but less than 4 years	75%
4 years and over	100%

Vesting in Sponsors' matching contributions made subsequent to December 31, 2013, and the related earning thereon is as follows:

Less than 1 year	0%
1 year but less than 2 years	50%
2 years and over	100%

Vesting in the Sponsors' discretionary nonelective contributions and the related earnings thereon is as follows:

Less than 1 year	0%
1 year but less than 2 years	25%
2 years but less than 3 years	50%
3 years but less than 4 years	75%
4 years and over	100%

E. Payment of Benefits

Upon retirement or death the participant or beneficiary can elect to receive a lump-sum amount equal to the value of the participant's account or periodic cash payments. If the participant terminates employment for any reason other than retirement or death, the participant is entitled to receive the vested value in his/her account.

Benefits are recorded when paid.

F. Participant Loans

Participants may borrow against their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of the vested interest in their participant account. The loans are secured by the balance in the participant's account and must be repaid within five years unless the proceeds are used to acquire a principal residence. The specific terms and conditions of loans used to acquire such a residence are established by the Plan administrator.

NOTE 1. PLAN DESCRIPTION (Continued)

G. Forfeitures

Forfeited nonvested accounts were used to reduce Sponsors' contributions and to pay legal and administrative expenses.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Date of Management's Review

Subsequent events were evaluated through October 12, 2017, which is the date the financial statements were available to be issued.

B. Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

C. Investment Valuation and Income Recognition

The Plan's investments in registered investment companies are valued using quoted market prices. Investments in pooled separate accounts and unallocated insurance company contracts are valued at net asset value as determined by the issuing entity at year end.

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

D. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

E. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE 3. RELATED PARTY TRANSACTIONS

Prudential Retirement managed the Plan's investments, was the trustee of those investments and served as the Plan's record keeper for the period during the years ended December 31, 2016 and 2015. Therefore, it qualified as a party-in-interest.

NOTE 4. TAX STATUS

The Internal Revenue Service has determined and informed the Sponsor by a letter dated February 1, 2011, that the Plan and related trust are designed in accordance with applicable sections of the internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would bet be sustained upon examination for the IRS. The plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

NOTE 5. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonable 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 statement of net assets available for benefits.

NOTE 6. INVESTMENT INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN

The investment information included in the financial statements at December 31, 2016 and 2015 and for the year ended December 31, 2016, that was certified by Prudential Retirement, the trustee, is as follows:

	2016	2015
Investments		
Core Plus Bond/Pimco	$ 9,110,829	$ 7,381,871
SA/Trowe Pr Gr Stk Str II	6,089,494	5,509,645
Guaranteed Income Fund	4,852,544	4,148,119
Putnam Equity Income Fund	6,302,113	5,569,192
American Funds Europacific	4,458,814	3,986,603
Vanguard Trust 500 Admiral	5,179,552	3,725,911
Other investments in registered investment companies	14,156,582	11,149,717
Participants' notes receivable	772,743	743,270
Investment income (loss)		
Net depreciation in fair value of investments	2,553,947	
Other investment income	533,500	

NOTE 7. PARTICIPANT DIRECTED INVESTMENTS

All investments are participant-directed. Investments existing at December 31, 2016 and representing 5% or more on net assets available for benefits as of that date are shown separately in the accompanying financial statements.

During 2016, these investments (including investments bought, sold and held during the year) appreciated (depreciated) in fair value as follows:

Core Plus Bond/Pimco	$ 332,047
SA/Trowe Pr Gr TStk Str II	97,074
Putnam Equity Income Fund	295,050
American Funds Europacific	(8,632)
Vanguard Trust 500 Admiral	430,418
Other investments in registered investment companies	1,407,990
	$ 2,553,947

NOTE 8. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

Level 1 Fair Value Measurements

The fair value of registered investment companies is based on quoted net asset values of the units held by the Plan at year-end.

Level 2 Fair Value Measurements

The fair value of investments in common/collective trusts and pooled separate accounts are determined by each fund's accountant using protocol issued by Prudential.

NOTE 8. FAIR VALUE MEASUREMENTS (Continued)

Level 3 Fair Value Measurements

The unallocated insurance company contract is not actively traded and significant other observable inputs are not available. The underlying securities in this fund are valued initially at cost and thereafter adjusted for amortization of any discount or premium..

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

		Fair Value Measurements at the End of the Reporting Period Using:		
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2016				
Pooled Separate Accounts	$ 15,200,323	$	$ 15,200,323	$
Insurance company general account	4,852,544			4,852,544
Registered investment companies	30,097,061	30,097,061		
	$ 50,149,928	$ 30,097,061	$ 15,200,323	$ 4,852,544
December 31, 2015				
Pooled Separate Accounts	$ 12,891,515	$	$ 12,891,515	$
Insurance company general account	4,148,119			4,148,119
Registered investment companies	24,431,425	24,431,425		
	$ 41,471,059	$ 24,431,425	$ 12,891,515	$ 4,148,119

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

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

NOTE 8. FAIR VALUE MEASUREMENTS (Continued)

The methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table reconciles the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the investments in common/collective trusts and pooled separate accounts for the years ended December 31, 2016 and 2015:

	December 31, 2016	December 31, 2015
Beginning balance	$ 4,148,119	$ 3,400,200
Total gains or losses included in change in net assets available for benefits		(62,020)
Purchases	1,033,389	1,158,789
Sales	(328,964)	(348,850)
	$ 4,852,544	$ 3,400,200

Gains and losses (realized and unrealized) included in changes in net assets available for benefits are reported in net appreciation or depreciation in fair value of investments.

NOTE 9. PLAN TERMINATION

Although they have not expressed any intent to do so, the Sponsors have the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions if ERISA. In the event of Plan termination, participants will become 100% vested in their accounts

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The Plan's Form 5500 is filed on the cash basis of accounting for participants' contributions. As disclosed in Note 2, the Plan's financial statements are presented using the accrual basis of accounting. In addition, classifications of line items in the accompanying Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2016, differ from those used in the related Form 5500.

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (Continued)

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

	2016	2015
Net assets available for benefits per the financial statements	$ 50,946,008	$ 42,378,740
Contributions receivable		
Participants	(10,009)	(99,298)
Sponsors	(13,238)	(65,113)
Net assets available for benefits per Form 5500	$ 50,922,671	$ 42,214,329

The following is a reconciliation of Net Increase (Decrease) per the financial statements for the year ended December 31, 2016, to net income (loss) per Schedule H of Form 5500:

Net increase (decrease) per the financial statements	$	6,417,632
Contributions receivable		
Participants		
Beginning of the year		99,298
End of the year		(10,099)
Sponsors		
Beginning of the year		65,113
End of the year		(13,238)
Net income per Schedule H to the Form 5500	$	6,558,706

NOTE 11. ASSET TRANSFER INTO THE PLAN

The merging of assets from Magnum Seeds, Inc. 401(k) Profit Sharing Plan resulted in a $2,149,626 asset transfer into the HM.Clause, Inc Plan during July 2016. Formerly, the employer identification number and plan number for the Magnum Seeds Plan were 77-0532401 and 001.

H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN
E.I.N 94-1695235
PLAN NUMBER 006
SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD END OF YEAR)
December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Cost	(f) Current Value
	Oppenheimer Global	Registered investment company	**	$ 382,862
	Putnam Equity Income	Registered investment company	**	6,302,113
	Amer Funds Europacific	Registered investment company	**	4,458,814
	Franklin Small Cap Value	Registered investment company	**	1,656,902
	Columbia Mid Cap Value	Registered investment company	**	1,172,160
	Pimco Commodity Real	Registered investment company	**	1,723,130
	Guaranteed Income Fund	Unallocated insurance contract	**	4,852,544
	Core Plus Bond/Pimco	Pooled separate account	**	9,110,829
	SA/TRowe Pr Gr Stk Str II	Pooled separate account	**	6,089,494
	Pimco Real Return Bd Adm	Registered investment company	**	302,880
	Templeton Intl Bond Adv	Registered investment company	**	258,954
	Oppenheimer Dev Markets Y	Registered investment company	**	145,300
	Van Dev Mark Ind Adm	Registered investment company	**	579,683
	Vang Interm Term US Treas	Registered investment company	**	680,003
	Voya Global Real Estate I	Registered investment company	**	1,988,801
	Pru Jenn Mid-Cap Grw	Registered investment company	**	1,755,337
	Franklin Sm Cap Grow Adv	Registered investment company	**	1,918,712
	Vanguard Tru 500 Admiral	Registered investment company	**	5,179,552
	Van Small Cap Index Admit	Registered investment company	**	662,463
	Vanguard Mid Cap Index Fd	Registered investment company	**	929,395
		Total investments		50,149,928
*	Participants' Loans	5.25% - 6.25%; secured by participants' vested balances	-	772,743

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN

FINANCIAL REPORT

DECEMBER 31, 2016 AND 2015

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Guy M. Ransom

Certified Public Accountant

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INDEPENDENT AUDITOR'S REPORT

October 12, 2017

To the Administrative Committee
H. M. Clause Inc.
401(k) Retirement Plan

Report on the Financial Statements

I was engaged to audit the financial statements of H.M. Clause, Inc. 401(K) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, I was 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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Insurance Company of America, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustee holds the plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate

Licensed by the California Board of Accountancy

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INDEPENDENT AUDITOR'S REPORT (Continued)

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of 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 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, it is inappropriate to and I do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.



H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS
AVAILABLE FOR PLAN BENEFITS
December 31, 2016 and 2015

	2016	2015
ASSETS		
Investments		
At fair value		
Pooled separate accounts		
Core Plus Bond/Pimco	$ 9,110,829	$ 7,381,871
SA/Trowe Pr Gr Stk Str II	6,089,494	5,509,645
Insurance company general account (unallocated contract)		
Guaranteed Income Fund	4,852,544	4,148,119
Registered investment companies		
Putnam Equity Income Fund	6,302,113	5,569,192
American Funds Europacific	4,458,814	3,986,603
Vanguard Trust 500 Admiral	5,179,552	3,725,911
Other investments in registered investment companies	14,156,582	11,149,717
	50,149,928	41,471,059
Receivables		
Contributions receivable - Sponsors	13,238	65,113
Contributions receivable - Participants	10,099	99,298
Participants' notes receivable	772,743	743,270
NET ASSETS AVAILABLE FOR BENEFITS	$ 50,946,008	$ 42,378,740

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

H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS
Year Ended December 31, 2016

ADDITIONS		
Additions to net assets attributed to:		
Investment income (loss) -		
Net appreciation in fair value of investments	$	2,553,947
Other investment income		533,500
		3,087,447
Contributions -		
Participants		
Regular contributions		3,034,312
Rollover contributions		219,910
Employer		2,214,441
		5,468,663
NET ADDITIONS		8,556,110
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants		2,138,478
TOTAL DEDUCTIONS		2,138,478
NET INCREASE (DECREASE)		6,417,632
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		42,378,740
Transfers of assets to the plan		2,149,636
END OF YEAR	$	50,946,008

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

NOTE 1. PLAN DESCRIPTION

The following brief description of the H.M. Clause, Inc. 401(K) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General

The Plan is a contributory savings and investment plan covering substantially all employees of HM.Clause, Inc. (formerly, Harris Moran Seed Company), Shamrock Seeds Company (formerly, Vilmorin Inc.), Limagrain Cereal Seeds LLC, and Limagrain Sunflower Seed Company, Inc. (the Participating Companies) who have completed at least one month of service. Excluded employees are those individuals who are covered by a collective bargaining agreement, who are leased employees, expatriate employees participating in a government-sponsored retirement program in his/her home country except the U.S., or who are nonresident aliens with no earned income from sources within the United States.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

B. Contributions

Participants contribute to the Plan each payroll period through payroll deductions in amounts that range from 1% to 70% of their earnings. Contributions are invested in accordance with the participant's direction and are allocated to funds in 1% increments. If a Participant does not make an investment election, investment splits are defaulted as dictated by the policy of the Plan.

Prior to January 1, 2013, the Sponsors matched 50% of the first 3% of employee deferrals, plus 25% on the next 3% of each Participant's eligible contributions, resulting in a maximum potential match of 2.25% of earnings.

Prior to January 1, 2014, the Sponsors matched 50% of the first 6% of each Participant's eligible contributions, resulting in a maximum potential match of 3% of earnings.

Effective January 1, 2014 the Sponsors match was 100% on the first 1% of employee deferrals, plus 50% match on the next 6% of employee deferrals. As such, the maximum Safe Harbor Sponsors Match equals 4% of eligible pay, if the employee contributes at least 7% in combined 401k pretax and Roth after-tax deferrals..

The Sponsor's actual contributions are reduced by available forfeitures, if any, during the Plan year.

The Sponsors make discretionary nonelective contributions to a defined group of eligible Participants in the range of 3% to 7% of earnings.

C. Participant Accounts

Each participant's account is credited with the participant's contribution, Sponsor's contribution and an allocation of Plan earnings. Allocations are based on participant account balances as defined. The benefit to which a participant is entitled is that which can be provided from the participant's account.

NOTE 1. PLAN DESCRIPTION (Continued)

D. Vesting

Participants are immediately vested in their voluntary contributions and related earnings thereon.

Vesting in the Sponsors' matching contributions made prior to January 1, 2014 and the related earnings thereon is as follows:

Less than 1 year	0%
1 year but less than 2 years	25%
2 years but less than 3 years	50%
3 years but less than 4 years	75%
4 years and over	100%

Vesting in Sponsors' matching contributions made subsequent to December 31, 2013, and the related earning thereon is as follows:

Less than 1 year	0%
1 year but less than 2 years	50%
2 years and over	100%

Vesting in the Sponsors' discretionary nonelective contributions and the related earnings thereon is as follows:

Less than 1 year	0%
1 year but less than 2 years	25%
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4 years and over	100%

E. Payment of Benefits

Upon retirement or death the participant or beneficiary can elect to receive a lump-sum amount equal to the value of the participant's account or periodic cash payments. If the participant terminates employment for any reason other than retirement or death, the participant is entitled to receive the vested value in his/her account.

Benefits are recorded when paid.

F. Participant Loans

Participants may borrow against their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of the vested interest in their participant account. The loans are secured by the balance in the participant's account and must be repaid within five years unless the proceeds are used to acquire a principal residence. The specific terms and conditions of loans used to acquire such a residence are established by the Plan administrator.

NOTE 1. PLAN DESCRIPTION (Continued)

G. Forfeitures

Forfeited nonvested accounts were used to reduce Sponsors' contributions and to pay legal and administrative expenses.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Date of Management's Review

Subsequent events were evaluated through October 12, 2017, which is the date the financial statements were available to be issued.

B. Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

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The Plan's investments in registered investment companies are valued using quoted market prices. Investments in pooled separate accounts and unallocated insurance company contracts are valued at net asset value as determined by the issuing entity at year end.

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D. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

E. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE 3. RELATED PARTY TRANSACTIONS

Prudential Retirement managed the Plan's investments, was the trustee of those investments and served as the Plan's record keeper for the period during the years ended December 31, 2016 and 2015. Therefore, it qualified as a party-in-interest.

NOTE 4. TAX STATUS

The Internal Revenue Service has determined and informed the Sponsor by a letter dated February 1, 2011, that the Plan and related trust are designed in accordance with applicable sections of the internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would bet be sustained upon examination for the IRS. The plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

NOTE 5. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonable 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 statement of net assets available for benefits.

NOTE 6. INVESTMENT INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN

The investment information included in the financial statements at December 31, 2016 and 2015 and for the year ended December 31, 2016, that was certified by Prudential Retirement, the trustee, is as follows:

	2016	2015
Investments		
Core Plus Bond/Pimco	$ 9,110,829	$ 7,381,871
SA/Trowe Pr Gr Stk Str II	6,089,494	5,509,645
Guaranteed Income Fund	4,852,544	4,148,119
Putnam Equity Income Fund	6,302,113	5,569,192
American Funds Europacific	4,458,814	3,986,603
Vanguard Trust 500 Admiral	5,179,552	3,725,911
Other investments in registered investment companies	14,156,582	11,149,717
Participants' notes receivable	772,743	743,270
Investment income (loss)		
Net depreciation in fair value of investments	2,553,947	
Other investment income	533,500	

NOTE 7. PARTICIPANT DIRECTED INVESTMENTS

All investments are participant-directed. Investments existing at December 31, 2016 and representing 5% or more on net assets available for benefits as of that date are shown separately in the accompanying financial statements.

During 2016, these investments (including investments bought, sold and held during the year) appreciated (depreciated) in fair value as follows:

Core Plus Bond/Pimco	$ 332,047
SA/Trowe Pr Gr TStk Str II	97,074
Putnam Equity Income Fund	295,050
American Funds Europacific	(8,632)
Vanguard Trust 500 Admiral	430,418
Other investments in registered investment companies	1,407,990
	$ 2,553,947

NOTE 8. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

Level 1 Fair Value Measurements

The fair value of registered investment companies is based on quoted net asset values of the units held by the Plan at year-end.

Level 2 Fair Value Measurements

The fair value of investments in common/collective trusts and pooled separate accounts are determined by each fund's accountant using protocol issued by Prudential.

NOTE 8. FAIR VALUE MEASUREMENTS (Continued)

Level 3 Fair Value Measurements

The unallocated insurance company contract is not actively traded and significant other observable inputs are not available. The underlying securities in this fund are valued initially at cost and thereafter adjusted for amortization of any discount or premium..

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

		Fair Value Measurements at the End of the Reporting Period Using:		
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2016				
Pooled Separate Accounts	$ 15,200,323	$	$ 15,200,323	$
Insurance company general account	4,852,544			4,852,544
Registered investment companies	30,097,061	30,097,061		
	$ 50,149,928	$ 30,097,061	$ 15,200,323	$ 4,852,544
December 31, 2015				
Pooled Separate Accounts	$ 12,891,515	$	$ 12,891,515	$
Insurance company general account	4,148,119			4,148,119
Registered investment companies	24,431,425	24,431,425		
	$ 41,471,059	$ 24,431,425	$ 12,891,515	$ 4,148,119

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

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

NOTE 8. FAIR VALUE MEASUREMENTS (Continued)

The methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table reconciles the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the investments in common/collective trusts and pooled separate accounts for the years ended December 31, 2016 and 2015:

	December 31, 2016	December 31, 2015
Beginning balance	$ 4,148,119	$ 3,400,200
Total gains or losses included in change in net assets available for benefits		(62,020)
Purchases	1,033,389	1,158,789
Sales	(328,964)	(348,850)
	$ 4,852,544	$ 3,400,200

Gains and losses (realized and unrealized) included in changes in net assets available for benefits are reported in net appreciation or depreciation in fair value of investments.

NOTE 9. PLAN TERMINATION

Although they have not expressed any intent to do so, the Sponsors have the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions if ERISA. In the event of Plan termination, participants will become 100% vested in their accounts

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The Plan's Form 5500 is filed on the cash basis of accounting for participants' contributions. As disclosed in Note 2, the Plan's financial statements are presented using the accrual basis of accounting. In addition, classifications of line items in the accompanying Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2016, differ from those used in the related Form 5500.

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (Continued)

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

	2016	2015
Net assets available for benefits per the financial statements	$ 50,946,008	$ 42,378,740
Contributions receivable		
Participants	(10,009)	(99,298)
Sponsors	(13,238)	(65,113)
Net assets available for benefits per Form 5500	$ 50,922,671	$ 42,214,329

The following is a reconciliation of Net Increase (Decrease) per the financial statements for the year ended December 31, 2016, to net income (loss) per Schedule H of Form 5500:

Net increase (decrease) per the financial statements	$	6,417,632
Contributions receivable		
Participants		
Beginning of the year		99,298
End of the year		(10,099)
Sponsors		
Beginning of the year		65,113
End of the year		(13,238)
Net income per Schedule H to the Form 5500	$	6,558,706

NOTE 11. ASSET TRANSFER INTO THE PLAN

The merging of assets from Magnum Seeds, Inc. 401(k) Profit Sharing Plan resulted in a $2,149,626 asset transfer into the HM.Clause, Inc Plan during July 2016. Formerly, the employer identification number and plan number for the Magnum Seeds Plan were 77-0532401 and 001.

H.M. CLAUSE, INC. 401(K) RETIREMENT PLAN
E.I.N 94-1695235
PLAN NUMBER 006
SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD END OF YEAR)
December 31, 2016

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Cost	(f) Current Value
	Oppenheimer Global	Registered investment company	**	$ 382,862
	Putnam Equity Income	Registered investment company	**	6,302,113
	Amer Funds Europacific	Registered investment company	**	4,458,814
	Franklin Small Cap Value	Registered investment company	**	1,656,902
	Columbia Mid Cap Value	Registered investment company	**	1,172,160
	Pimco Commodity Real	Registered investment company	**	1,723,130
	Guaranteed Income Fund	Unallocated insurance contract	**	4,852,544
	Core Plus Bond/Pimco	Pooled separate account	**	9,110,829
	SA/TRowe Pr Gr Stk Str II	Pooled separate account	**	6,089,494
	Pimco Real Return Bd Adm	Registered investment company	**	302,880
	Templeton Intl Bond Adv	Registered investment company	**	258,954
	Oppenheimer Dev Markets Y	Registered investment company	**	145,300
	Van Dev Mark Ind Adm	Registered investment company	**	579,683
	Vang Interm Term US Treas	Registered investment company	**	680,003
	Voya Global Real Estate I	Registered investment company	**	1,988,801
	Pru Jenn Mid-Cap Grw	Registered investment company	**	1,755,337
	Franklin Sm Cap Grow Adv	Registered investment company	**	1,918,712
	Vanguard Tru 500 Admiral	Registered investment company	**	5,179,552
	Van Small Cap Index Admit	Registered investment company	**	662,463
	Vanguard Mid Cap Index Fd	Registered investment company	**	929,395
		Total investments		50,149,928
*	Participants' Loans	5.25% - 6.25%; secured by participants' vested balances	-	772,743

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed investments