

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
---	--	---

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

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>01/01/1996</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FIRST COMMUNITIES MANAGEMENT, INC.</u> <u>1200 LAKE HEARN DR, STE 200</u> <u>ATLANTA, GA 30319</u>	2b	Employer Identification Number (EIN) <u>58-1851565</u>
		2c	Plan Sponsor's telephone number <u>404-252-8900</u>
		2d	Business code (see instructions) <u>531110</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	KEVIN CARR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	KEVIN CARR
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN
	3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 594
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) 521
a(2) Total number of active participants at the end of the plan year	6a(2) 550
b Retired or separated participants receiving benefits.....	6b 1
c Other retired or separated participants entitled to future benefits	6c 86
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 637
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 637
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 251
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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

a Pension Schedules	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)
	(4) ☒ C (Service Provider Information)
	(5) ☐ D (DFE/Participating Plan Information)
	(6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

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

A Name of plan FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FIRST COMMUNITIES MANAGEMENT, INC.	D Employer Identification Number (EIN) 58-1851565

Part I	Service Provider Information (see instructions)
---------------	--

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
NATIONWIDE ONE NATIONWIDE PLAZA COLUMBUS, OH 43215

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

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

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

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

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

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

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

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

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

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

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

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

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

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(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?
15 18 19 49 59 60 63 64 99	NONE	57895	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

PENSION FINANCIAL SVCS INC

3700 CRESTWOOD PKWY, STE 550
DULUTH, GA 30096

(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 17 49 99	NONE	20007	Yes ☒ No ☐	Yes ☐ No ☒	92	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 FIRST COMMUNITIES MANAGEMENT, INC.	D Employer Identification Number (EIN) 58-1851565	

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)		13319
(2) Participant contributions	1b(2)		22805
(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)	283396	293659
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(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)	6235649	7175807
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	6519045	7505590

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6519045	7505590
---	-----------	---------	---------

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)	368787	
(B) Participants	2a(1)(B)	637636	
(C) Others (including rollovers)	2a(1)(C)	202449	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1208872
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	11682	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11682
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)		
(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)		

		(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)		
(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)		607348
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1827902

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	701750	
(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)		701750
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		61705
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	6203	
(2) Contract administrator fees.....	2i(2)	57395	
(3) Investment advisory and management fees.....	2i(3)	14304	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		77902
j Total expenses. Add all expense amounts in column (b) and enter total	2j		841357

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		986545
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: BENNETT THRASHER, LLP

(2) EIN: 58-1673613

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a	X		96265
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2016</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan FIRST COMMUNITIES MANAGEMENT, INC. 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 FIRST COMMUNITIES MANAGEMENT, INC.		D Employer Identification Number (EIN) 58-1851565
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): 31-4156830		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2016 v. 160205		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

Part VII	IRS Compliance Questions
-----------------	---------------------------------

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

Terms and Conditions

Your access to and use of the information in this e-mail is subject to the following terms and conditions and all applicable laws. By accessing, browsing or copying the information contained herein, you accept, without limitation or qualification, the terms and conditions.

1. The information contained in this e-mail is privileged, confidential and intended only for the use of the management of First Communities Management, Inc. 401(k) Plan (the Plan) and should not be altered. This email was created October 3, 2017 and Bennett Thrasher LLP will maintain a duplicate copy pursuant to our data retention policies. Additional copies may be requested by reference to its unique identification number 13318.001.
2. With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your (or any other) Internet website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in those sites or to consider the consistency of other information in the electronic site with the original document.
3. If you intend to publish the information in this e-mail on the Internet, the information should be published in its entirety and we recommend that "distinct boundaries" should be established around the information so that users are warned whenever they enter or leave pages containing information copied from this e-mail using the following language:

Entry Warning:

"You are now accessing the Plan's 2016 and 2015 audited financial statements and auditor's report. An audit does not provide assurance on the maintenance and integrity of this website or whether changes may have occurred to the audited financial statements or auditor's report since first published. These matters are the responsibility of management, but no control procedures can provide absolute assurance in this area."

Leave Warning:

"You are now leaving the Plan's 2016 and 2015 audited financial statements and auditor's report."

4. You are not permitted to copy or distribute this information if you are not the intended recipient named above or the agent of the intended recipient authorized to receive this information. If you received this communication in error, please notify us immediately by telephone collect and delete this e-mail.

Bennett Thrasher LLP
One Overton Park
3625 Cumberland Blvd.
Suite 1000
Atlanta, Georgia 30339

General: 770-396-2200
Fax: 770-390-0394

**First Communities Management, Inc.
401(k) Plan**

**Financial Statements
December 31, 2016 and 2015**



First Communities Management, Inc. 401(k) Plan

Index

Independent auditor's report	1-2
Statements of net assets available for benefits as of December 31, 2016 and 2015	3
Statement of changes in net assets available for benefits for the year ended December 31, 2016	4
Notes to financial statements	5-11

Supplemental information:*

- Schedule H, Part IV, Line 4a – Schedule of delinquent participant contributions for the year ended December 31, 2016 13
 - Schedule H, Part IV, Line 4i – Schedule of assets (held at end of year) – December 31, 2016 14
- * Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because there is no information to report.



Independent Auditor's Report

To the Plan Administrator of
First Communities Management, Inc. 401(k) Plan:

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Nationwide Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee held the Plan's investment assets and executed 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.

Disclaimer of Opinion

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

BETTER TOGETHER

A Limited Liability Partnership of Certified Public Accountants & Consultants

Riverwood 200 3300 Riverwood Parkway Suite 700 Atlanta, GA 30339 **phone** 770.396.2200 **fax** 770.390.0394

www.btcpa.net



Other Matter – Supplemental Information

The supplemental information, as listed in the accompanying index, as of December 31, 2016 and 2015 and for the year ended December 31, 2016, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental information.

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 information, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

BENNETT THRASHER LLP

September 28, 2017

First Communities Management, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits December 31, 2016 and 2015

	2016	2015
Assets		
Investments, at fair value	\$ 7,175,808	\$ 6,235,649
Receivables:		
Notes receivable from participants	293,658	246,909
Employee contributions	22,805	18,013
Employer contributions	<u>13,319</u>	<u>12,108</u>
Net assets available for benefits	<u>\$ 7,505,590</u>	<u>\$ 6,512,679</u>

See accompanying notes to financial statements.

First Communities Management, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2016

Additions to net assets attributed to:

Contributions:

Employee	\$ 619,623
Employer	356,679
Rollover	<u>200,959</u>
	1,177,261

Investment income:

Net appreciation in fair value of investments	320,960
Interest and dividends	226,174
Interest on notes receivable from participants	<u>11,682</u>
Total additions	<u>1,736,077</u>

Deductions from net assets attributed to:

Benefits paid to participants	665,264
Administrative expenses	<u>77,902</u>
Total deductions	<u>743,166</u>

Net increase	992,911
--------------	---------

Net assets available for benefits:

Beginning of year	<u>6,512,679</u>
End of year	<u>\$ 7,505,590</u>

See accompanying notes to financial statements.

First Communities Management, Inc. 401(k) Plan

Notes to Financial Statements December 31, 2016 and 2015

Note 1: Description of Plan

The following description of First Communities Management, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) profit sharing plan established effective January 1, 1996, covering all employees of the business of Southeastern Realty who completed one year of service and are 19 years of age or older. On January 1, 2007, Southeastern Realty 401(k) Plan was amended and restated. As part of the amendment and restatement, the Plan changed its name to the First Communities Management 401(k) Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Amendments

Effective October 1, 2013, North Woods Realty Enterprise, LLC was added as a participating employer of the Plan. Effective June 30, 2014, Federal Loan Buydown Authority, LLC was added as a participating employer of the Plan, and effective July 1, 2014, one of the participating employers, Windscape Holdings, LP, changed its name to CCV Holding, LLC. Effective August 1, 2015, Vintage Communities, LLC was added as a participating employer of the Plan.

Contributions

Each year, participants may contribute a percentage of their annual compensation, as defined in the Plan Document. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan Sponsor makes safe harbor matching contributions of 100% of each employee's deferral on the first 3% of the participant's compensation and 50% of the next 2% of the participant's compensation, for a total of up to 4% match on the first 5% of the participant's compensation, as defined by the Plan Document.

Additionally, the Plan Sponsor may elect to make discretionary profit sharing contributions to the Plan. There were no such contributions made in 2016 or 2015. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Administration

Nationwide Trust Company, Inc. (Nationwide or Trustee) serves as Trustee of the Plan pursuant to the Plan Document. The Trustee receives all contributions made under the Plan, holds Plan assets and pays benefits to participants as directed by the Plan administrator.

The Company serves as the Plan administrator. The Plan administrator has the responsibility to administer the Plan for the exclusive benefit of the participants and their beneficiaries. These duties include, but are not limited to, establishing procedures, maintaining records, interpreting provisions of the Plan and making determinations regarding questions which may affect eligibility for benefits. The Plan administrator engaged Pension Financial Services (PFS) as a third-party administrator to assist in the administration of the Plan.

Participant Accounts

Each participant account is credited with the participant's contributions, rollovers, Company contributions and allocations of investment earnings and losses thereon. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account, as defined in the Plan Document.

Administrative Expenses

Certain administrative expenses of the Plan are paid by the Plan Sponsor and are not included in the statement of changes in net assets available for benefits. Expenses include, but are not limited to, legal, accounting, recordkeeping, investment advisory and administrative fees; however, individual transaction fees for notes receivable from participants are paid from the borrowing participant's account. A proportionate share of fees and expenses paid by the Plan is charged to each participant's account.

Vesting

Participants are vested immediately in their contributions, safe harbor contributions, matching contributions and actual earnings thereon. Discretionary profit sharing contributions are 100% vested after three years of service.

Investment Options

Participants are required to make participant-directed allocations of their accounts in increments of 1% (totaling 100%) among various investment options; including certain options for which the Trustee or its affiliates serve as investment advisors (see Notes 3 and 8).

Withdrawals

In general, participants may withdraw the vested portion of their account and income earned thereon in the event of a participant's heavy and immediate financial hardship, as defined in the Plan Document. Hardship distributions may not exceed the amount of the participant's financial hardship and may not be repaid by the participant. If a participant makes a hardship withdrawal, the right to make voluntary contributions will be suspended for six months. Participants are also permitted to request an in-service distribution of their account after age 59 1/2.

Upon normal retirement (age 65), termination of employment, disability or death, a participant or beneficiary may elect to receive the value of the vested account by transfer to another qualified plan or Individual Retirement Account (IRA), through a lump sum distribution, partial withdrawal or in annual installments.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to IRS penalties, unless the distribution is transferred to another qualified plan or IRA.

Forfeitures

At December 31, 2016 and 2015, forfeited nonvested accounts were not significant. Forfeitures are used to pay administrative expenses of the plan or to reduce future employer contributions.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participants are only allowed to have one active note receivable at any one time and a note receivable can only be taken out in accordance with the terms of the Plan Document. Notes receivable are secured by the balance in the participant's account and bear interest at 4.25% or 4.50% as of December 31, 2016, which is commensurate with local prevailing rates as determined periodically by the Plan administrator. Principal and interest are paid ratably through payroll deductions.

Note 2: Summary of Significant Accounting Policies

Basis of Presentation

The accompanying statements of net assets available for benefits and changes in net assets available for benefits have been prepared on the accrual basis of accounting.

Use of Estimates

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principle balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan Document.

Investment Valuation

As of December 31, 2016, investments of the Plan are stated at fair value as determined by quoted market prices, if applicable. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on a daily 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.

Note 3: Information Certified by the Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Nationwide, except for comparing such information to information included in the Plan's financial statements and supplemental information:

	2016	2015
Statements of net assets available for benefits:		
Investments, at fair value:		
Mutual Funds	\$ 6,613,928	\$ 6,235,649
Common Collective Trust	561,880	-
Statement of changes in net assets available for benefits:		
Net appreciation in fair value of investments	\$ 320,960	
Interest and dividends	226,174	

Note 4: Fair Value Measurements

Accounting Standards Codification 820-10, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

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

Mutual funds are valued at quoted market prices as provided by the Trustee.

The common collective trust (CCT) is a stable value fund comprised primarily of fully benefit responsive synthetic and traditional guaranteed investment contracts, and the fund is valued at net asset value (NAV). The NAV is used as a practical expedient to estimate fair value and is based on the value of the underlying assets owned by the fund, minus any liabilities and fund expenses, and then divided by the number of shares outstanding. This practical expedient would not be used if it is determined to be probable that the investment will sell for an amount different from the reported NAV. Participant transactions (purchases and sales) have no restrictions; however, the issuer reserves the right to require the Plan to provide a one-year redemption notice to liquidate its entire share in the fund. There are currently no unfunded commitments on this investment.

Net appreciation in fair value of the mutual funds and CCT represents the change in value during the year, including realized and unrealized gains and losses.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$ 6,613,928	\$ -	\$ -	\$ 6,613,928
Common collective trust (a)	<u>-</u>	<u>-</u>	<u>-</u>	<u>561,880</u>
Total investments, at fair value	<u>\$ 6,613,928</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 7,175,808</u>

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 6,235,649	\$ -	\$ -	\$ 6,235,649
Total investments, at fair value	<u>\$ 6,235,649</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,235,649</u>

(a) These investments are measured using net asset value as a practical expedient and are not classified in the fair value hierarchy. The fair value amounts presented in this table are shown for the purpose of reconciling to the statement of net assets available for benefits.

Note 5: Tax Status

The Plan has adopted a volume submitter 401(k) profit sharing plan. The Plan obtained its last determination letter on March 31, 2014, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable section of the Internal Revenue Code (IRC). The Plan has been amended since receiving its latest determination letter and has not obtained an updated determination letter; however, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC and that the Plan was qualified and tax exempt as of December 31, 2016.

GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2013.

Note 6: Reconciliation to Form 5500

The financial information of the Plan, as reported on Form 5500, does not include all amounts necessary for reporting on the accrual basis of accounting. A reconciliation of the amounts appearing on Form 5500 to the accompanying financial statements follows:

	2016	2015
Net Assets Available for Benefits		
Net assets, as reported on Form 5500	\$ 7,505,590	\$ 6,519,045
Adjustment to accrue current year contributions receivables	-	30,121
Deemed distributions of delinquent notes receivable from participants	<u>-</u>	<u>(36,487)</u>
Net assets, as reported in the accompanying financial statements	<u>\$ 7,505,590</u>	<u>\$ 6,512,679</u>
Changes in Net Assets Available for Benefits		
Increase in net assets, as reported on Form 5500	\$ 986,545	
Adjustment for prior year contributions receivable	(30,121)	
Adjustment for prior year deemed distributions	<u>36,487</u>	
Increase in net assets, as reported in the accompanying financial statements	<u>\$ 992,911</u>	

Note 7: Risks and Uncertainties

The Plan's invested assets ultimately consist of cash, mutual funds, stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate risk, market risk and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the accompanying statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Note 8: Party-in-Interest Transactions

Nationwide and PFS perform services for, sell products to and manage and maintain certain investments of the Plan for which fees are charged to the Plan. Party-in-interest transactions also include notes receivable from participants. Such transactions, while considered party-in-interest under ERISA, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

Administrative expenses incurred by the Plan for participant transaction fees, trust and custodial fees, asset based charges and forward fee sales were paid to various parties-in-interest. For the year ended December 31, 2016, fees paid to PFS, Inc. and Nationwide totaled \$20,507 and \$57,395, respectively. For the year ended December 31, 2015, fees paid to PFS, Inc. and Nationwide totaled \$21,243 and \$55,613, respectively.

Note 9: Prohibited Transactions

The Plan Sponsor deducted, via payroll withholding, an aggregate of \$46,308 and \$49,957 during 2016 and 2015, respectively, from participants' gross wages that were not remitted in a timely manner to the Plan in accordance with DOL regulations. As of December 31, 2016, \$96,265 in uncorrected late remittances were pending self-correction or correction in the Voluntary Fiduciary Correction Program, as applicable. The Plan Sponsor intends to make a restoration contribution to the Plan to restore lost earnings to participant accounts and will file a form 5330 with the IRS to pay excise taxes, if applicable, subsequent to year end.

Note 10: Plan Termination

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

Note 11: Subsequent Events

The Plan Sponsor has evaluated for subsequent events between the statement of net assets available for benefits date of December 31, 2016, and the report date, the date these financial statements were made available for issuance, and has concluded that all subsequent events requiring disclosure have been incorporated in these financial statements.

* * * * *

Supplemental Information

First Communities Management, Inc. 401(k) Plan

Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions

For the Year Ended December 31, 2016

Plan #001 - Employer Identification #58-2171828

Total that Constitute Nonexempt Prohibited Transactions							Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Plan Year	Participant Contributions Transferred Late to Plan	Loan Repayments Included in Late Contributions (Y/N)	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Corrections in VFCP		
2016	\$ 46,308	Y	\$ 46,308 *	\$ -	\$ -	\$ -	-
2015	\$ 49,957	Y	\$ 49,957 *	\$ -	\$ -	\$ -	-

* The contributions have been remitted to the Plan and the Plan Sponsor intends to make a restorations contribution to restore lost earnings.

See accompanying notes to financial statements and independent auditor's report.

First Communities Management, Inc. 401(k) Plan

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

Plan #001 - Employer Identification #58-2171828

(a)	(b) Identity of Issue, Borrower, Lessor or similar party	(c) Description of Investments (Number of Shares)	(d) Cost	(e) Current Value
Mutual funds:				
	Vanguard Target Retirement 2040 Investor	45,251	#	\$ 1,367,045
	Vanguard Target Retirement 2030 Investor	25,596	#	747,389
	Vanguard 500 Index Signal	2,970	#	613,595
*	Nationwide Mid Cap Market Index Installation	25,888	#	456,926
	American Funds AMCAP R6	15,318	#	420,779
	Vanguard Equity Income Investor	11,589	#	378,047
	Vanguard Target Retirement Income Investor	28,026	#	359,014
	Vanguard Target Retirement 2020 Investor	10,016	#	283,044
	Vanguard Target Retirement 2050 Investor	8,976	#	272,772
	Clearbridge Largecap Growth I	5,251	#	196,445
	Vanguard REIT Index Admiral	1,471	#	171,925
	American Funds American Mutual R6	4,487	#	165,310
	Principal Mid Cap Installment	6,415	#	144,275
	DFA US Targeted Value I	5,488	#	131,763
	Invesco Small Cap Growth R5	3,176	#	115,263
	MFS Global Equity R4	3,039	#	110,257
	Vanguard Target Retirement 2045 Investor	5,779	#	109,156
*	Nationwide Small Cap Index Installation	7,047	#	101,756
	Vanguard Target Retirement 2035 Investor	4,178	#	74,114
	Vanguard Target Retirement 2055 Investor	2,195	#	72,245
	Oppenheimer Global Y	9,865	#	66,289
	American Century Mid Cap Value Installments	3,125	#	53,849
	American Funds EuroPacific Growth R6	1,187	#	53,446
	Ivy High Income I	6,506	#	48,729
	American Funds New World R6	805	#	41,396
	Vanguard Target Retirement 2025 Investor	1,536	#	25,111
	PIMCO Foreign Bond (USD-Hedged) I	1,735	#	18,146
	Vanguard Target Retirement 2060 Investor	402	#	11,679
	Vanguard Target Retirement 2015 Investor	225	#	3,263
	Federal Government Obligation Premier	703	#	700
	Vanguard Target Retirement 2010 Investor	8	#	200
				6,613,928
Common collective trust:				
*	Invesco Stable Value Trust Vi	559,398	#	561,880
	Total investments, at fair value			7,175,808
Interest rates range from 4.25% to 4.50%; maturity ranges from				
*	Notes receivable from participants	January 2017 to January 2023		293,658
				\$ 7,469,466

* Indicates a party-in-interest to the plan

Cost information not required for participant-directed investments in an individual account plan.

See accompanying notes to financial statements and independent auditor's report.

Schedule __ Line 4a - Schedule of Delinquent Participant Contributions

Plan Name	First Communities Management, Inc. 401(k) Plan
-----------	--

Plan Number #001

Plan Sponsor Name	First Communities Management, Inc.
-------------------	------------------------------------

Plan Sponsor EIN 58-2171828

Plan Year End 2016

Plan Contributions & Loan Payments Transferred Late to the Plan	Contributions That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2015-\$49,957 2016-\$46,308	2015-\$49,957 2016-\$46,308			
\$ 96,265.00	\$ 96,265.00	\$ -	\$ -	\$ -

First Communities Management, Inc. 401(k) Plan

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

Plan #001 - Employer Identification #58-2171828

(a)	(b) Identity of Issue, Borrower, Lessor or similar party	(c) Description of Investments (Number of Shares)	(d) Cost	(e) Current Value
Mutual funds:				
	Vanguard Target Retirement 2040 Investor	45,251	#	\$ 1,367,045
	Vanguard Target Retirement 2030 Investor	25,596	#	747,389
	Vanguard 500 Index Signal	2,970	#	613,595
*	Nationwide Mid Cap Market Index Installation	25,888	#	456,926
	American Funds AMCAP R6	15,318	#	420,779
	Vanguard Equity Income Investor	11,589	#	378,047
	Vanguard Target Retirement Income Investor	28,026	#	359,014
	Vanguard Target Retirement 2020 Investor	10,016	#	283,044
	Vanguard Target Retirement 2050 Investor	8,976	#	272,772
	Clearbridge Largecap Growth I	5,251	#	196,445
	Vanguard REIT Index Admiral	1,471	#	171,925
	American Funds American Mutual R6	4,487	#	165,310
	Principal Mid Cap Installment	6,415	#	144,275
	DFA US Targeted Value I	5,488	#	131,763
	Invesco Small Cap Growth R5	3,176	#	115,263
	MFS Global Equity R4	3,039	#	110,257
	Vanguard Target Retirement 2045 Investor	5,779	#	109,156
*	Nationwide Small Cap Index Installation	7,047	#	101,756
	Vanguard Target Retirement 2035 Investor	4,178	#	74,114
	Vanguard Target Retirement 2055 Investor	2,195	#	72,245
	Oppenheimer Global Y	9,865	#	66,289
	American Century Mid Cap Value Installments	3,125	#	53,849
	American Funds EuroPacific Growth R6	1,187	#	53,446
	Ivy High Income I	6,506	#	48,729
	American Funds New World R6	805	#	41,396
	Vanguard Target Retirement 2025 Investor	1,536	#	25,111
	PIMCO Foreign Bond (USD-Hedged) I	1,735	#	18,146
	Vanguard Target Retirement 2060 Investor	402	#	11,679
	Vanguard Target Retirement 2015 Investor	225	#	3,263
	Federal Government Obligation Premier	703	#	700
	Vanguard Target Retirement 2010 Investor	8	#	200
				6,613,928
Common collective trust:				
*	Invesco Stable Value Trust Vi	559,398	#	561,880
	Total investments, at fair value			7,175,808
Interest rates range from 4.25% to 4.50%; maturity ranges from				
*	Notes receivable from participants	January 2017 to January 2023		293,658
				\$ 7,469,466

* Indicates a party-in-interest to the plan

Cost information not required for participant-directed investments in an individual account plan.

See accompanying notes to financial statements and independent auditor's report.