

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

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>11/01/1998</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>JPS INDUSTRIES HOLDINGS LLC</u> <u>C/O HANDY & HARMAN GROUP LTD</u> <u>590 MADISON AVENUE</u> <u>32ND FLOOR</u> <u>NEW YORK, NY 10022</u>	2b	Employer Identification Number (EIN) <u>47-4722905</u>
		2c	Plan Sponsor's telephone number <u>212-520-2390</u>
		2d	Business code (see instructions) <u>313000</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	DOUGLAS WOODWORTH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor PENSION ADMINISTRATION CMTE OF HANDY & HARMAN LTD C/O HANDY & HARMAN LTD 590 MADISON AVENUE 32ND FLOOR NEW YORK, NY 10022	3b Administrator's EIN 47-4722905 3c Administrator's telephone number 212-520-2390
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 5391
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 445 6a(2) 293 6b 3441 6c 879 6d 4613 6e 450 6f 5063 6g 6h 12
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: 1A 1I b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>JPS INDUSTRIES HOLDINGS LLC</u>	D Employer Identification Number (EIN) <u>47-4722905</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>80381176</u>
b Actuarial value	2b <u>86490307</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>3920</u> <u>79439065</u> <u>79439065</u>
b For terminated vested participants.....	<u>1026</u> <u>14537130</u> <u>14537130</u>
c For active participants.....	<u>445</u> <u>2229544</u> <u>2276075</u>
d Total.....	<u>5391</u> <u>96205739</u> <u>96252270</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>5.88 %</u>
6 Target normal cost.....	6 <u>1500000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>09/20/2017</u> Date
Signature of actuary <u>SCOTT A. HITTNER, FSA, EA, MAAA</u>	Most recent enrollment number <u>17-05421</u>
Type or print name of actuary <u>OCTOBER THREE CONSULTING LLC</u>	Telephone number (including area code) <u>303-351-5083</u>
Firm name <u>7951 E MAPLEWOOD AVENUE, SUITE 330</u> <u>GREENWOOD VILLAGE, CO 80111</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2016
v. 160205

Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	7278421
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	4420424
9	Amount remaining (line 7 minus line 8)	0	2857997
10	Interest on line 9 using prior year's actual return of <u>-4.42%</u>	0	-126323
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.09%</u>		0
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2731674

Part III		Funding Percentages	
14	Funding target attainment percentage	14	87.01%
15	Adjusted funding target attainment percentage	15	87.01%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	85.24%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and Liquidity Shortfalls	
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
10/13/2016	506039	0	
01/12/2017	1105106	0	
07/13/2017	3250547	0	
09/14/2017	2917034	0	
		Totals ►	18(b) 7778726
			18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 7151363
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	<div style="display: flex; justify-content: space-around;"> <div>1st segment: 4.43%</div> <div>2nd segment: 5.91%</div> <div>3rd segment: 6.65%</div> </div>	☐ N/A, full yield curve used
b	Applicable month (enter code)	21b	4
22	Weighted average retirement age	22	62
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		
Part VI	Miscellaneous Items		
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No		
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No		
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27	
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28	Unpaid minimum required contributions for all prior years	28	0
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0
Part VIII	Minimum Required Contribution For Current Year		
31	Target normal cost and excess assets (see instructions):		
a	Target normal cost (line 6)	31a	1500000
b	Excess assets, if applicable, but not greater than line 31a	31b	0
32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment	12493637	4384419
b	Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34
			5884419
	Carryover balance	Prefunding balance	Total balance
35	Balances elected for use to offset funding requirement	0	2731674
36	Additional cash requirement (line 34 minus line 35)		36
			3152745
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37
			7151363
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	3998618
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	2731674
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39
			0
40	Unpaid minimum required contributions for all years		40
			0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41	If an election was made to use PRA 2010 funding relief for this plan:		
a	Schedule elected ☒ 2 plus 7 years ☐ 15 years		
b	Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011		
42	Amount of acceleration adjustment		42
			0
43	Excess installment acceleration amount to be carried over to future plan years		43

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 RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 JPS INDUSTRIES HOLDINGS LLC	D Employer Identification Number (EIN) 47-4722905	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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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)

OCTOBER THREE CONSULTING LLC

27-1175487

(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?
11 50	NONE	244355	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BNY MELLON BANK NA

25-0659306

(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 21 50	NONE	165355	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

TRANSAMERICA

59-3616793

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	70793	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)

CMM DOCUMENT SERVICES

35-1999969

(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?
36 50	NONE	61657	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

EISNER AMPER

13-1639826

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	48598	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STANDISH MELLON ASSET MGMT LLC

25-1890416

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	45276	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)

TIMOTHY M. MLSNA & ASSOCIATES, LTD

37-1186514

(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?
29 50	NONE	32875	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WILLIAM JACKSON

21 PRISTINE DRIVE
GREER, SC 29650

(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?
17 50	NONE	25833	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BDO USA LLP

13-5381590

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	23071	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)

DECHERT LLP

23-1425587

(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?
29 50	NONE	19342	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JPS INDUSTRIES HOLDINGS INC

47-4722905

(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?
14 50	NONE	13686	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUCK CONSULTANTS LLC

13-3954297

(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?
11 50	NONE	6656	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

SANDRA STROKES-STRICKLAND

306 SHARON DRIVE
GREER, SC 29651

(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?
17 50	NONE	7056	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET CORPORATION

04-1867445

(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?
21 50	NONE	5453	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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC</u>	B Three-digit plan number (PN) ► <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>JPS INDUSTRIES HOLDINGS LLC</u>	D Employer Identification Number (EIN) <u>47-4722905</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMP INV FUND</u>		
b Name of sponsor of entity listed in (a): <u>BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>94702</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WHX PENSION PLAN TRUST</u>		
b Name of sponsor of entity listed in (a): <u>HANDY & HARMAN LTD</u>		
c EIN-PN <u>13-3768097-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>61843638</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

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

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 JPS INDUSTRIES HOLDINGS LLC	D Employer Identification Number (EIN) 47-4722905	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	7272687
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	4479341	253593
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)	10245195	9736562
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	2102963	1630698
(B) All other.....	1c(3)(B)	2483426	2644958
(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)		
(9) Value of interest in common/collective trusts	1c(9)	61450192	94702
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	61843638
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	262466	258858

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	81023583	83735696

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	726591	722685
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	131419
k Total liabilities (add all amounts in lines 1g through 1j)	1k	726591	854104

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	80296992	82881592
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	7778726	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7778726
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)	176587	
(C) Corporate debt instruments	2b(1)(C)	159635	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	9800	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		346022
(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)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	29465336	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	29094778	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		370558
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-321129	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-321129

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3902236
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		2058528
(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)		
c Other income.....	2c		3265
d Total income. Add all income amounts in column (b) and enter total.....	2d		14138206

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9503094	
(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)		9503094
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	367438	
(2) Contract administrator fees.....	2i(2)	367294	
(3) Investment advisory and management fees.....	2i(3)	45276	
(4) Other	2i(4)	1270504	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2050512
j Total expenses. Add all expense amounts in column (b) and enter total	2j		11553606

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2584600
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: **BDO USA LLP**

(2) EIN: **13-5381590**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		10000000
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			
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 4036799. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JPS INDUSTRIES HOLDINGS LLC</u>	D Employer Identification Number (EIN) <u>47-4722905</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-6365449</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>117</u>

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

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

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
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: <u>79.8</u> % Investment-Grade Debt: <u>19.6</u> % High-Yield Debt: <u>0.1</u> % Real Estate: _____% Other: <u>0.5</u> % b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☒ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

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

**RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS
INDUSTRIES HOLDINGS LLC**

FINANCIAL STATEMENTS

SUPPLEMENTAL SCHEDULES

AND

INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2016 and 2015

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

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Independent Auditor's Report

To the Plan Administrator
Retirement Pension Plan for Employees of JPS Industries Holdings, LLC
New York, NY

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Pension Plan for Employees of JPS Industries Holdings, LLC (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note K, which was certified by State Street Bank and Trust Company and the Bank of New York Mellon, the trustees 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 trustees hold the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustees 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 trustees is complete and accurate.



Disclaimer of Opinion

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

Other Matter - Supplemental Schedule

The supplemental schedules, Schedule H, Part IV, Line 4(i), Schedule of Assets (Held at End of Year) as of December 31, 2016 and Schedule H, Part IV, Line 4(j), Schedule of Reportable Transactions for the year ended December 31, 2016 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

BDO USA, LLP

October 16, 2017

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

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

	December 31,	
	2016	2015
ASSETS		
Investments, at fair value		
Plan interest in WHX Pension Plan Trust	\$ 61,843,638	\$ -
Common trust funds	97,321	65,473,176
Insurance company separate account	14,390,631	15,550,407
Total investments, at fair value	76,331,590	81,023,583
Receivables:		
Employer contribution receivable	7,272,687	-
Total assets	83,604,277	81,023,583
LIABILITIES		
Accrued expenses	722,685	726,591
Net assets available for benefits	\$ 82,881,592	\$ 80,296,992

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

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

Additions:

Investment income:

Net appreciation in fair value of investments

\$ 3,949,541

Interest and dividends

351,410

Less: investment expenses

(27,393)

4,273,558

Plan interest in WHX Pension Plan Trust net investment income

2,049,463

Investment income, net

6,323,021

Employer contributions

7,778,726

Total additions

14,101,747

Deductions:

Benefits paid to participants

9,503,094

Administrative fees

2,014,053

Total deductions

11,517,147

Net increase

2,584,600

Net assets available for benefits:

Beginning of year

80,296,992

End of year

\$ 82,881,592

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE A - PLAN DESCRIPTION

The following description of the Retirement Pension Plan for Employees of JPS Industries Holdings, LLC, (the "Plan") provides only general information. Participants should refer to the Plan document for more complete information regarding the Plan's general provisions.

[1] General:

The Plan is a non-contributory defined benefit plan for salaried and hourly employees of JPS Industries Holdings LLC and electing subsidiaries, (the "Company") who have attained the age of 21 and completed one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Effective December 31, 2015, the Plan was amended to discontinue the addition of new participants to the Plan and cease all future benefit accruals under the Plan.

In August 2016, the Company adopted WHX Pension Plan Trust (the "Master Trust") as a funding vehicle for the Plan. In October 2016, approximately \$62,000,000 of the common trust funds held at Bank of New York Mellon were sold and the proceeds were transferred to a new trustee, State Street Bank and Trust Company. Bank of New York Mellon and State Street Bank and Trust Company are the Plan's trustees (each, a "Trustee" or collectively, the "Trustees").

[2] Pension benefits:

The Plan provides for a monthly normal retirement benefit at the later of the date on which a participant attains age 65 or 5 years of service. The Plan has special provisions for early retirement and death. For benefits earned on or prior to December 31, 2005, the monthly retirement benefit formula for salaried employees participating in the Plan is 0.6% of final average pay less than covered compensation (as defined) times credited service divided by 12, plus 0.6% of final average pay greater than covered compensation (as defined) times credited service divided by 12. Also, participants' annual earnings used in calculating benefits are capped at the limits specified by federal law. For hourly employees, the monthly retirement benefit formula is .42% of final average compensation (defined as the highest 5 of the last 10 years worked) times credited service divided by 12. Except for vesting, service or compensation paid after December 31, 2005 until January 1, 2012 is not considered in any benefit determination under the above formulas. Eligible employees active on or after June 1, 2012 that had met participation requirements were eligible to participate under a new formula. The new formula was 0.08% multiplied by Career Average Compensation, as defined, and Years of Benefit Services, as defined, on or after January 1, 2012. This benefit is in addition to any prior Plan benefits. The new benefit can be taken as a lump sum, subject to any restrictions in federal law. For participants who were participating in the Plan on June 30, 1989, the benefit will never be less than the accrued benefit at that date.

[3] Death and disability benefits:

If an active participant dies before their normal retirement date, no benefit will become payable unless the participant is fully vested (five years of service) and has a spouse who is eligible to receive retirement income under the Pre-Retirement Spouse Benefit. If a participant dies after their retirement date and has an eligible spouse, a 50% survivor annuity will be paid to such a spouse unless an alternate form of payment has been elected. If, on such participant's death, the participant does not have a spouse, then benefit payments will cease. If a vested participant becomes disabled, their accrued benefits will become payable at normal retirement date or at the time they become eligible for early retirement.

[4] Funding policy:

The Company makes contributions to the Plan, when necessary, to meet minimum funding requirements under applicable laws and regulations.

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE A – PLAN DESCRIPTION (CONTINUED)

[5] Contributions:

During 2016, the Company made contributions of \$7,778,726. The Company's contributions for 2016 exceeded the minimum funding requirements of ERISA.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of presentation:

The accompanying financial statements of the Plan have been prepared using the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America ("US GAAP").

[2] Investment valuation and income recognition:

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Investment Committee determines the Plan's investment policies utilizing information provided by its investment advisors, trustees and insurance company. See Note C for discussion of fair value measurements.

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

[3] Use of estimates:

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes, and when applicable, disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

[4] Benefit payments:

Benefit payments to participants are recorded upon distribution.

[5] Reclassifications:

Certain amounts in the 2015 financial statements and disclosures have been reclassified to conform to the presentation in the 2016 financial statements.

[6] Administrative expenses:

The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. Certain plan expenses, including consulting, legal, accounting, actuary and investment manager fees, were paid by the Master Trust and allocated to the respective plans based on their interest in the Master Trust or, if the fees were applicable to a particular plan, allocated directly to such plan. In addition, certain investment related expenses are included in net appreciation in fair value of investments presented in the accompanying statement of changes in net assets available for benefits.

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[7] Subsequent events:

The Plan has evaluated subsequent events through October 16, 2017, the date the financial statements were available to be issued.

In October 2017, the Internal Revenue Service ("IRS") updated the mortality tables to be used for both ERISA funding and lump sum benefits beginning in the 2018 calendar year. In addition, it also updated the static mortality tables for plan years beginning during 2017 with respect to valuation dates occurring during 2018. These changes could potentially impact lump sum benefits, funding costs and accumulated plan benefits, except in situations where the projected lump sum mortality rates were already considered. Plan management is currently evaluating the impact to the Plan.

NOTE C - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE C - FAIR VALUE MEASUREMENTS (CONTINUED)

Investments held directly by the Plan:

Insurance company separate account: Valued at net asset value ("NAV") as a practical expedient to measure fair value.

Common trust funds: Valued at NAV. The NAV, as provided by the Trustee, is used as a practical expedient to measure fair value, and has been determined based on the unit values of the funds. Unit values are determined by the entity sponsoring such common trust funds by dividing the fund's net assets at fair value by its units outstanding at each valuation date.

Investments held by the Master Trust:

Equity securities: When available, quoted market prices are used to determine the fair value of investment securities, and they are included in Level 1. Level 1 securities primarily include publicly-traded equity securities. When unobservable, valuation methodologies are used, including utilization of the investee company's financial statements and industry comparisons.

Hedge Funds: Comprised of shares or units in commingled funds that may not be publicly traded. The underlying assets in these funds are primarily publicly traded equity securities and fixed income securities, and are valued at their NAV as a practical expedient to measure fair value.

Fund of Funds: The fund of funds is a limited partnership. The underlying assets in this fund are generally expected to be illiquid. The limited partnership's investment strategy is to seek above-average rates of return and long-term capital growth by investing in a broad range of investments, including, but not limited to, global distressed corporate securities, activist equities, value equities, post-reorganizational equities, municipal bonds, high yield bonds, leveraged loans, unsecured debt, collateralized debt obligations, mortgage-backed securities, commercial mortgage-backed securities, direct lending and sovereign debt. The limited partnership is primarily valued based on NAV as a practical expedient to measure fair value as calculated by the fund and is not publicly available.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan and Master Trust 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 sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2016:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments included in the fair value hierarchy	\$ -	\$ -	\$ -	\$ -
Investments measured at net asset value (1)				
Common trust funds				97,321
Insurance company separate account				14,390,631
Total investments measured at net asset value				14,487,952
Plan interest in the WHX Pension Plan Trust (2)				61,843,638
Total investments, at fair value				<u>\$ 76,331,590</u>

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE C - FAIR VALUE MEASUREMENTS (CONTINUED)

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments included in the fair value hierarchy	\$ -	\$ -	\$ -	\$ -
Investments measured at net asset value (1)				
Common trust funds				65,473,176
Insurance company separate account				<u>15,550,407</u>
Total investments measured at net asset value				<u>81,023,583</u>
Total investment assets, at fair value				<u>\$ 81,023,583</u>

- (1) Certain investments that are measured at fair value using the NAV per share practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statements of Net Assets Available for Benefits.
- (2) The fair value of the Plan's interest in the WHX Pension Plan Trust presented in this table is intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statement of Net Assets Available for Benefits.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

For the year ended December 31, 2016, there were no transfers into or out of Levels 1, 2 or 3.
Fair Value of Investments that are Measured at NAV

In accordance with the fair value measurements and disclosures guidance, the following tables present the category, fair value, redemption frequency, and redemption notice period for those Plan investments, held outside the Master Trust, whose fair value was estimated using the NAV per share as of December 31, 2016 and 2015. There are no unfunded commitments as of December 31, 2016 and 2015.

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE C - FAIR VALUE MEASUREMENTS (CONTINUED)

DECEMBER 31, 2016

Class Name	FAIR VALUE DECEMBER 31, 2016	REDEMPTION FREQUENCY	REDEMPTION NOTICE PERIOD
Cash Equivalent Fund (d)	\$97,321	N/A	N/A
Insurance Company Separate Account (e)	\$14,390,631	(f)	(f)

DECEMBER 31, 2015

Class Name	FAIR VALUE DECEMBER 31, 2015	REDEMPTION FREQUENCY	REDEMPTION NOTICE PERIOD
Domestic Equity Funds (a)	\$49,279,380	DAILY	0-1 DAY
International Equity Funds (b)	9,039,993	DAILY	SAME DAY
Bond Fund (c)	6,491,818	DAILY	1 DAY
Cash Equivalent Fund (d)	661,985	N/A	N/A
Insurance Company Separate Account (e)	15,550,407	(f)	(f)

- (a) The common trust funds primary strategy includes tracking the performance of various indices including the S&P 500 Index, Russell 2000 Index, S&P Mid Cap 400 Index, and the Standard & Poor's 500 Index.
- (b) The common trust funds' primary strategy includes tracking the performance of the Morgan Stanley Capital International European Australia Far East (EAFE) Index.
- (c) The common trust funds' primary strategy includes tracking the performance of the Barclays U.S. Aggregate Index.
- (d) The common trust funds' primary strategy is to seek as high a level of current income as is consistent with the preservation of capital and the maintenance of liquidity.
- (e) The insurance company separate account primary strategy is to seek a high level of current income as is consistent with the preservation of capital and the maintenance of liquidity.
- (f) Except for benefit payments to participants and beneficiaries and related expenses, withdrawals are restricted for substantially all of the assets, in the account as defined in the contract. However, a suspension or transfer can be requested with 30 days' notice. When funds are exhausted either by benefit payments, purchase of annuity contracts or transfer, the related contract terminates.

NOTE D - INSURANCE COMPANY SEPARATE ACCOUNT

The Plan holds a deposit administration group annuity contract with an immediate participation guarantee from Transamerica Financial Life Insurance Company ("TFLIC"). The TFLIC contract unconditionally guarantees benefits to certain salaried plan participants earned through June 30, 1984 in the Plan of a predecessor employer. The assets deposited under the contract are held in a separate custodial account ("TFLIC Assets"). If the TFLIC Assets decrease to the level of the trigger point (as defined in the contract), which represents the guaranteed benefit obligation representing the accumulated plan benefits as of June 30, 1984, TFLIC has the right to cause annuities to be purchased for the individuals covered by these contract agreements. Since the TFLIC Assets have remained in excess of the trigger point, no annuities have been purchased for the individuals covered by these contract arrangements.

NOTE E – INTEREST IN THE WHX PENSION PLAN TRUST

State Street Bank and Trust Company maintained all records of investment transactions and determined the valuation of the investment portfolio for the Plan's interest in the Master Trust. The Master Trust was established for the investment of assets for the WHX Pension Plan and several other retirement plans sponsored by Handy & Harman Ltd. or its subsidiaries. In 2016, the Plan and WHX Pension Plan II, a related plan, became part of the Master Trust. Each participating plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by State Street Bank and Trust Company. The value of the Plan's interest in the Master Trust was

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE E – INTEREST IN THE WHX PENSION PLAN TRUST (CONTINUED)

based on the beginning of year value of the Plan's interest in the Master Trust, which was \$0, plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. At December 31, 2016, the Plan's interest in the net assets of the Master Trust was approximately 19%. Income related to the Master Trust was allocated to the individual plans based upon average monthly balances invested by each plan. . Administrative expenses paid by the Master Trust are allocated to the individual plans based on their interest in the Master Trust or, if the fees were applicable to a particular Plan, allocated directly to such Plan. The Plan's investment in the Master Trust is included in Plan interest in the WHX Pension Plan Trust in the accompanying Statements of Net Assets Available for Benefits.

The following table presents the net assets, of the Master Trust, as of December 31, 2016:

Cash and cash equivalents	\$ 175,434,717
Hedge funds	72,250,612
Equity securities	61,191,030
Fund of funds	8,324,516
Net receivable	<u>782,466</u>
Net assets of the Master Trust	<u>317,983,341</u>
Plan interest in the WHX Pension Plan Trust	<u>\$ 61,843,638</u>

The following are the changes in net assets for the Master Trust for the year ended December 31, 2016.

Changes in Net Assets of the Master Trust:

Net appreciation in fair value of investments	\$ 12,229,297
Interest	328,246
Dividends	282,715
Other income	<u>93,272</u>
Net investment income	12,933,530
Net transfers	<u>37,509,870</u>
Increase in net assets	<u>50,443,400</u>
Net assets of the Master Trust:	
Beginning of year	<u>267,539,941</u>
End of year	<u>\$ 317,983,341</u>

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE E – INTEREST IN THE WHX PENSION PLAN TRUST (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Master Trust assets and liabilities at fair value as of December 31, 2016:

	Level 1	Level 2	Level 3	Total
Investments in the fair value hierarchy:				
Equity securities:				
U.S. mid-cap blend	\$ 22,560,597	\$ -	\$ -	\$ 22,560,597
U.S. large-cap	34,255,888	-	-	34,255,888
Convertible promissory notes	-	-	3,500,000	3,500,000
Stock warrants	-	-	874,545	874,545
Total investment assets in the fair value hierarchy	\$ 56,816,485	\$ -	\$ 4,374,545	\$ 61,191,030
Investments measured at net asset value (1)				
Hedge funds:				
Equity long/short				6,831,932
Event driven				47,770,550
Value driven				17,648,130
Funds of funds – long term capital growth				8,324,516
Total investments measured at net asset value				80,575,128
Investments at fair value				141,766,158
Cash and cash equivalents				175,434,717
Net receivable				782,466
Total Master Trust assets, at fair value				\$ 317,983,341

- (1) Certain investments that are measured at fair value using the NAV per share practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the net assets of the Master Trust.

The following table sets forth a summary of changes in fair value of the Master Trust's Level 3 assets for the year ended December 31, 2016.

	Convertible Promissory Notes	Stock Warrants	Total
Beginning balance as of January 1, 2016	\$ -	\$ -	\$ -
Purchases	3,500,000	874,545	4,374,545
Ending balance as of December 31, 2016	\$ 3,500,000	\$ 874,545	\$ 4,374,545

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE E – INTEREST IN THE WHX PENSION PLAN TRUST (CONTINUED)

Valuation Processes Used in Level 3 Measurements

The Plan administrator discusses and assesses fair value measurements with internally responsible personnel as well as with State Street Bank and Trust Company, investment managers of separately managed funds, and an independent investment advisor. The principal valuation technique employed in determining the fair value of the Level 3 assets held as of December 31, 2016 was the market approach. The level 3 assets consist of promissory notes that are convertible into preferred shares of stock, as well as stock warrants that are exercisable into preferred shares of stock in a privately-held company. The significant unobservable input used in the valuation was the estimated fair value of \$249.87 per preferred share, which reflected the value attributed to each such preferred share in the last round of financing for the privately-held company.

Changes in Fair Value Levels

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in Plan interest in the WHX Pension Plan Trust net investment income in the Statement of Changes in Net Assets Available for Benefits.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

For the year ended December 31, 2016, there were no transfers into or out of Levels 1, 2 or 3.

Fair Value of Investments that are Measured at Net Asset Value

The following table presents the category, fair value, unfunded commitments redemption frequency, and redemption notice period for those Master Trust investments whose fair value was estimated using the NAV per share, as well as other Master Trust Plan investments which have redemption notice periods, as of December 31, 2016:

Class Name	Description	Fair Value December 31, 2016	Unfunded Commitments	Redemption frequency	Redemption Notice Period
Hedge funds	Value driven hedge funds	\$ 17,648,130	\$ -	(1)	6 months
Fund of funds	Long term capital growth	8,324,516	27,021,703	(2)	95 days
Hedge funds	Equity long/short hedge funds	6,831,932	6,250,000	(3)	60 days
Hedge funds	Event driven hedge funds	47,770,550	-	Monthly	90 days
Private equity	Asset-based lending – maritime	-	10,000,000	(4)	(4)
Private equity	Value driven private equity	-	12,500,000	(5)	(5)

- (1) 5 year staggered lockup period. One-third of the investment on each of December 31, 2020, 2021, and 2022.
- (2) Each capital commitment is subject to a commitment period of three years during which capital may be drawn-down, subject to two, one-year extensions. During the commitment period, no withdrawals are permitted. Once permitted, withdrawals of available liquidity in underlying investment vehicles is permitted quarterly. The fund-of-funds will not invest in any fund or investment vehicle that has an initial lock-up period of more than five years. Upon complete redemption, a holdback of up to 10% is withheld and paid after the fund's financial statement audit.

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE E – INTEREST IN THE WHX PENSION PLAN TRUST (CONTINUED)

- (3) Redeemable annually subject to three year rolling, staggered lock up period. Upon complete redemption, a holdback of up to 10% is withheld and paid after the fund's financial statement audit.
- (4) Entered into an agreement effective December 15, 2016 with a commitment of \$10,000,000. Capital has not been called as of December 31, 2016. The agreement contains a commitment period of 3 years, subject to an extension for up to 1 additional year. Voluntary withdrawals are not permitted. Complete distributions will be made after 8 years, subject to an extension of an additional 2 years.
- (5) Entered into an agreement effective September 8, 2016 with a commitment of \$12,500,000. Capital has not been called as of December 31, 2016. Voluntary withdrawals are not permitted. Complete distributions will be made after 10 years, subject to an extension of an additional 1 year.

In addition to those on the table above, the Master Trust has an additional unfunded commitment at December 31, 2016 totaling \$20,000,000 for a separately managed account, which will have a US mid/large-cap equity strategy.

NOTE F – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable, under the Plan's provisions, to the service employees have rendered to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are accumulated based on employees' compensation during each year of credited service. The accumulated plan benefits for active employees will equal the accumulation, with interest, of the annual benefit accruals as of the benefit information date. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date. The actuarial present value of accumulated plan benefits is determined by the Plan's actuary, October Three Consulting LLC, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, or retirement) between the valuation date and the expected date of payment. Accumulated plan benefits are valued net of benefits to be paid from other sources such as the Pension Benefit Guaranty Corporation ("PBGC").

The effect of plan amendments on accumulated plan benefits is recognized during the year in which such amendments become effective. The actuarial present value of accumulated Plan benefits as of December 31, 2016 and 2015 are as follows:

	Year Ended December 31,	
	2016	2015
Actuarial present value of accumulated Plan benefits:		
Vested benefits:		
Active participants	\$ 719,342	\$ 1,812,208
Retired participants currently receiving benefits	78,846,544	71,483,469
Terminated vested participants	<u>13,621,726</u>	<u>11,856,456</u>
Total vested benefits	93,187,612	85,152,133
Nonvested benefits	<u>17,502</u>	<u>35,751</u>
Total actuarial present value of accumulated Plan benefits	<u>\$ 93,205,114</u>	<u>\$ 85,187,884</u>

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE F – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (CONTINUED)

Reconciliation of changes in the actuarial present value of accumulated Plan benefits for the year ended December 31, 2016 is as follows:

Actuarial present value of accumulated Plan benefits	
as of beginning of the year	\$ 85,187,884
Increase for interest	6,442,220
Benefits accumulated and actuarial experience	23,017
Changes in actuarial assumptions	11,055,087
Benefit payments	<u>(9,503,094)</u>
Total actuarial present value of accumulated Plan benefits	<u>\$ 93,205,114</u>

The actuarial present value of accumulated plan benefits increased by \$11,055,087 due to the change in assumed rate of return as noted below.

Significant actuarial assumptions used or significant changes in the valuation of the actuarial present value of accumulated plan benefits as of December 31, 2016 and 2015 were:

- Interest (discount rate): 6.5% for 2016; 8.0% for 2015.
- Mortality table: Fully Generational RP-2014 Mortality Tables for Annuitants and Non-Annuitants with Blue Collar Adjustment, projected linearly from MP-2014 to a long-term rate of 0.8% from 2014-2019. The long-term mortality improvement rate declines linearly from 0.8% to 0.0% from ages 85-95.
- Expected retirement age: Ranges from age 55-65

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The computations of the actuarial present value of accumulated plan benefits were made as of January 1, 2017 and 2016. Had the valuations been performed as of the respective December 31, there would be no material differences.

NOTE G - RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan, or an employer whose employees are covered by the Plan. Certain Plan investments are managed by the Trustees. Bank of New York Mellon is the Trustee of the Plan's investments held outside of the Master Trust and investments held in the Master Trust are managed by State Street Bank and Trust Company or affiliates. Transactions related to those investments qualify as party-in-interest transactions. The Plan pays fees for investment management services and other exempt services provided by the Trustees. For the year ended December 31, 2016, the amount of administrative fees incurred and paid by the Plan to Bank of New York Mellon was approximately \$337,414. Certain investments in the Master Trust are managed by State Street Bank and Trust Company or affiliates, and are therefore considered exempt party-in-interest transactions.

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE H - RISKS AND UNCERTAINTIES

Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported on the basis of certain assumptions pertaining to interest rates, investment return, inflation rates and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

The Plan invests in various investment securities as well as in a Master Trust, which in turn invests in various equity and debt securities, mutual funds, derivatives, and hedge funds. These investments are exposed to various risks such as interest rate, market, and credit risks, as well as the financial strength of the insurance company. 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 possible that changes in risks in the near term could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE I - TAX STATUS

The IRS has determined and informed the Company by a letter dated November 22, 2016 that the Plan is qualified under the Internal Revenue Code ("IRC") and therefore the related trust is exempt from taxation. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

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

NOTE J - PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, to discontinue or adjust its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, the group annuity contract, and the Plan document. Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit. The statutory ceiling is adjusted periodically. For plan terminations occurring during 2016, the ceiling was \$5,011 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For older annuitants or for those who elect to receive their benefits in some form less valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted upward. Conversely, for younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Notes to Financial Statements December 31, 2016 and 2015

NOTE J - PLAN TERMINATION (CONTINUED)

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the financial condition of the Plan sponsor, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at the time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

NOTE K – CERTIFIED FINANCIAL DATA

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Bank of New York Mellon and State Street Bank and Trust Company, the Trustees of the Plan, have certified to the completeness and accuracy of all investments and related investment activity in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015, the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2016, notes to the financial statements, the accompanying Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2016 and Supplemental Schedule of Reportable Transactions for the year ended December 31, 2016 as follows: Bank of New York Mellon as of December 31, 2016 and 2015 and for the Year Ended December 31, 2016, and State Street Bank and Trust Company as of December 31, 2016 and for the period October 1, 2016 to December 31, 2016.

The Plan's independent certified public accountant did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

Retirement Pension Plan for Employees of JPS Industries Holdings LLC

EIN / PN 47-4722905 / 001

Schedule SB, Line 26 - Schedule of Active Participant Data

Attained age	Completed years of credited service as of January 1, 2016								Total
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 & over	
Under 25	-	5	-	-	-	-	-	-	5
25 to 29	-	14	-	-	-	-	-	-	14
30 to 34	-	24	-	-	-	-	-	-	24
35 to 39	-	23	1	1	-	-	-	-	25
40 to 44	-	44	2	3	-	-	-	-	49
45 to 49	-	47	1	-	3	6	-	-	57
50 to 54	-	41	1	2	5	3	1	1	54
55 to 59	-	76	2	9	4	2	2	13	108
60 to 64	-	60	1	2	2	1	-	6	72
65 to 69	-	23	2	2	1	-	1	4	33
70 & over	-	3	-	-	-	-	-	1	4
Total	-	360	10	19	15	12	4	25	445

Retirement Pension Plan for Employees of JPS Industries Holdings LLC
EIN / PN 47-4722905 / 001
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Plan Sponsor Elections

Yield curve election: The plan sponsor did not elect to use the full yield curve under IRC section 430(h)(2)(D)(ii).

Applicable month: The plan sponsor elected to base the segment rates on the rates published in the September immediately preceding the valuation year.

Economic Assumptions

First segment rate (years 0 to 4):	4.43%
Second segment rate (years 5 to 19):	5.91%
Third segment rate (years 20 and after):	6.65%
Effective interest rate (current year):	5.88%
First segment rate (years 0 to 4), without stabilization:	1.34%
Second segment rate (years 5 to 19), without stabilization:	4.03%
Third segment rate (years 20 and after), without stabilization:	5.06%
Effective interest rate, without stabilization (current year):	4.01%
Long-term rate of return on assets:	8.00%

The interest rates listed above are compounded annually.

Demographic Assumptions

Retirement

The retirement decrement assumptions for active participants are described in Exhibit A. Terminated vested participants are assumed to commence receiving benefits at age 62.

Withdrawal

The withdrawal decrement assumptions are summarized in Exhibit B.

Disability

The disability decrement assumptions are summarized in Exhibit C.

Mortality and mortality improvement

The mortality follows the IRS 2016 Static Mortality Table with separate tables for annuitants and non-annuitants, as prescribed by Treasury regulation section 1.430(h)(3)-1(b).

Marital status

80% of male employees and 50% of female employees are assumed to be married; husbands are assumed to be three years older than wives.

Decrement timing

Decrements are assumed to occur as of the middle of the year.

Retirement Pension Plan for Employees of JPS Industries Holdings LLC
EIN / PN 47-4722905 / 001
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Other Assumptions

Form of payment

50% of future retirees are assumed to elect a single life annuity, 40% are assumed to elect a 100% joint & survivor life annuity, and 10% are assumed to elect a 50% joint & survivor life annuity.

Maximum earnings

The maximum compensation limit under IRC section 401(a)(17) is \$265,000 for 2015, when benefits were frozen.

Maximum benefit

The maximum benefit payable under IRC section 415 is \$210,000 for 2015, when benefits were frozen.

Expenses

For funding, assumed expenses are \$1,500,000 for 2016, based on actual historical plan experience. In accordance with our understanding of the available guidance, the expense assumption reflects administrative expenses and does not include investment-related expenses or any other non-administrative expense.

Actuarial Methods

Valuation date

The valuation date is January 1, 2016.

Actuarial value of assets

The actuarial value of assets is determined by recognizing asset gains and losses over a period of three years. Asset gains and losses are defined as the difference between the expected return on the market value of assets, using a return assumption not to exceed the third segment rate, and the actual return on the market value of assets. This gain or loss is recognized over a period of three years at 33% per year, beginning in the current year. The actuarial value of assets must be within 10% of the market value of assets.

Minimum funding method

The funding target and target normal cost for minimum funding calculations are determined using the traditional unit credit cost method as prescribed by Treasury regulation section 1.430(d)-1. The liability under the unit credit cost method is the value of the accrued pension benefit using service and pay as of the valuation date. The sum of the present value of the accrued benefits for all participants is the ERISA funding target. The normal cost is the present value of the benefits earned during the year. The target normal cost is the sum of the normal costs for all participants and the assumed administrative expenses.

Retirement Pension Plan for Employees of JPS Industries Holdings LLC
EIN / PN 47-4722905 / 001
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Exhibit A - Retirement Rates

<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>
55	2.0%	60	7.5%
56	2.0%	61	10.0%
57	2.0%	62	25.0%
58	5.0%	63	20.0%
59	5.0%	64	25.0%
		65	100.0%

Exhibit B - Sample Withdrawal Rates

Assumed withdrawal rates vary by service and attained age. The assumed rate is 35% during the first year of service, 30% during the second year of service, 25% during the third year of service, and 20% during the fourth year of service. For all remaining years of service, the following table applies:

<u>Age</u>	<u>Rate</u>
20 - 24	20.0%
25 - 29	18.0%
30 - 34	16.0%
35 - 39	14.0%
40 - 44	12.0%
45 - 49	10.0%
50 - 54	5.0%

Exhibit C - Disability Rates

<u>Age</u>	<u>Rate</u>
20	0.000452
25	0.000640
30	0.000825
35	0.001106
40	0.001651
45	0.002696
50	0.004544
55	0.007567
60	0.012202

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Form 5500, Schedule H, Part IV, Line 4j-Schedule of Reportable Transactions

Plan #001, EIN 57-0868166

Year Ended December 31, 2016

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction date	(i) Net Gain (Loss)
SINGLE TRANSACTION						
BNY Mellon	EB DV INTERNATIONAL SIF	\$ 374	\$ -	\$ 4,110,000	\$ 4,110,000	\$ -
BNY Mellon	EB DV INTERNATIONAL SIF	-	380	4,443,852	4,557,743	113,891
BNY Mellon	EB DV ENH LGE CAP CORE FUND	-	328	5,737,134	8,523,796	2,786,662
BNY Mellon	EB ENH MID CAP CORE FUND	-	362	5,418,152	8,905,468	3,487,316
BNY Mellon	EB DV NSL AGG BIF	-	143	5,490,662	5,986,160	495,498
BNY Mellon	BNY MELLON CASH RESERVE	1	-	4,357,292	4,357,292	-
BNY Mellon	BNY MELLON CASH RESERVE	-	1	4,357,292	4,357,292	-
BNY Mellon	EB TEMP INV FD	1	-	4,357,859	4,357,859	-
BNY Mellon	EB TEMP INV FD	-	1	4,109,948	4,109,948	-
BNY Mellon	EB TEMP INV FD	1	-	46,975,698	46,975,698	-
BNY Mellon	EB TEMP INV FD	-	1	46,798,050	46,798,050	-
BNY Mellon	EB DV STOCK INDEX FUND	-	2,997	11,150,021	17,023,045	5,873,024
BNY Mellon	BNY MELLON NEWTON INTERNATIONAL EQUITY FUND	-	13	4,069,951	4,471,897	401,946
BNY Mellon	BNY MELLON U.S. LARGE CAP EQUITY MULTI-STRATEGY FUND	-	14	7,574,234	8,502,313	928,079

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Form 5500, Schedule H, Part IV, Line 4j-Schedule of Reportable Transactions

Plan #001, EIN 57-0868166

Year Ended December 31, 2016

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction date	(i) Net Gain (Loss)
SERIES TRANSACTIONS (continued)						
BNY Mellon	EB DV INTERNATIONAL SIF	\$ 370	\$ -	\$ 4,566,000	\$ 4,566,000	\$ -
BNY Mellon	EB DV INTERNATIONAL SIF	-	380	4,566,000	4,677,743	111,743
BNY Mellon	EB DIV ENH LGE CAP CORE FUND	-	327	6,229,463	9,223,796	2,994,333
BNY Mellon	EB DV ENH MD CAP CORE FUND	-	361	5,944,849	9,735,469	3,790,620
BNY Mellon	EB DV NSL AGG BIF	-	142	6,309,406	6,841,161	531,755
BNY Mellon	BNY MELLON CASH RESERVE	1	-	4,627,145	4,627,145	-
	BNY MELLON CASH RESERVE		1	4,627,145	4,627,145	-
BNY Mellon	EB TEMP INV FD	1	-	56,472,746	56,472,746	-
BNY Mellon	EB TEMP INV FD	-	1	57,056,235	57,056,235	-
BNY Mellon	EB DV STOCK INDEX FUND	-	2,978	12,402,494	18,813,054	6,410,560
BNY Mellon	BNY MELLON NEWTON INTERNATIONAL EQUITY FUND	-	13	4,212,361	4,621,897	409,536
BNY Mellon	BNY MELLON U.S. LARGE CAP EQUITY MULTI-STRATEGY FUND	-	14	8,356,805	9,347,313	990,508

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF JPS INDUSTRIES HOLDINGS LLC	D Employer Identification Number (EIN) 47-4722905	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>			
2 Assets:			
a Market value.....	2a	80,381,176	
b Actuarial value.....	2b	86,490,307	
3 Funding target/participant count breakdown			
	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	3,920	79,439,065	79,439,065
b For terminated vested participants.....	1,026	14,537,130	14,537,130
c For active participants.....	445	2,229,544	2,276,075
d Total.....	5,391	96,205,739	96,252,270
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	5.88%	
6 Target normal cost.....	6	1,500,000	

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	SCOTT A. HITTNER <i>SAH</i> Signature of actuary SCOTT A. HITTNER, FSA, EA, MAAA Type or print name of actuary OCTOBER THREE CONSULTING LLC Firm name 7951 E MAPLEWOOD AVENUE, SUITE 330 GREENWOOD VILLAGE CO 80111 Address of the firm	<div style="text-align: right; margin-bottom: 10px;"> <i>9-20-2017</i> Date 1705421 </div> <div style="text-align: right;"> Most recent enrollment number 303-351-5083 Telephone number (including area code) </div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	7,278,421
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	4,420,424
9	Amount remaining (line 7 minus line 8).....	0	2,857,997
10	Interest on line 9 using prior year's actual return of <u>-4.42%</u>	0	-126,323
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year).....		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.09%</u>		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
	c Total available at beginning of current plan year to add to prefunding balance.....		0
	d Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	2,731,674

Part III		Funding Percentages	
14	Funding target attainment percentage	14	87.01%
15	Adjusted funding target attainment percentage.....	15	87.01%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	85.24%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV		Contributions and Liquidity Shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/13/2016	506,039	0			
01/12/2017	1,105,106	0			
07/13/2017	3,250,547	0			
09/14/2017	2,917,034	0			
Totals ▶			18(b)	7,778,726	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	7,151,363

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?..... ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?..... ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1,500,000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	12,493,637	4,384,419	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....	34	5,884,419	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	2,731,674	2,731,674
36 Additional cash requirement (line 34 minus line 35).....	36	3,152,745	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	7,151,363	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3,998,618	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	2,731,674	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:		
a Schedule elected	☒ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011	
42 Amount of acceleration adjustment	42	0
43 Excess installment acceleration amount to be carried over to future plan years	43	

Retirement Pension Plan for Employees of JPS Industries Holdings LLC
EIN / PN 47-4722905 / 001
Schedule SB, Line 22 - Description of Weighted Average Retirement Age

Description of weighted average retirement age

The weighted average retirement age for the population during the current year, rounded to the nearest whole number, is 62.

Assumed retirement age (a)	Percent assumed to retire (b)	Weight (c)	(a) * (b) * (c)
55	2.0%	1.0000	1.10
56	2.0%	0.9800	1.10
57	2.0%	0.9604	1.09
58	5.0%	0.9412	2.73
59	5.0%	0.8941	2.64
60	7.5%	0.8494	3.82
61	10.0%	0.7857	4.79
62	25.0%	0.7071	10.96
63	20.0%	0.5304	6.68
64	25.0%	0.4243	6.79
65	100.0%	0.3182	20.68
Weighted Average Retirement Age:			62

Retirement Pension Plan for Employees of JPS Industries Holdings LLC
EIN / PN 47-4722905 / 001
Schedule SB, Part V - Summary of Plan Provisions

Effective Date

November 1, 1988. The plan was last restated effective January 1, 2012, and last amended on October 29, 2015.

Effective December 31, 2015, the accrued benefit was frozen and the plan was closed to new entrants.

Eligibility

Each employee shall become a participant in the plan on the later of (i) the date on which the employee completes one Year of Eligibility Service and (ii) the date on which the employee attains age 21. However, no individual who is not a participant in the plan on December 31, 2015 may become a participant in the plan after such date.

Definitions

Accrued Benefit

For salaried employees, one-twelfth of the greatest of (A), (B), and (C):

- (A) 0.6% of Final Average Compensation multiplied by Years of Benefit Service plus 0.6% of Final Average Compensation in excess of Covered Compensation multiplied by Years of Benefit service up to 35 years;
- (B) 0.6% of Final Average Compensation multiplied by Years of Benefit Service earned after June 30, 1989 up to 35 years plus 0.6% of Final Average Compensation in excess of Covered Compensation multiplied by Years of Benefit service earned after June 30, 1989 up to 35 years plus the participant's Accrued Benefit as of June 30, 1989;
- (C) 0.6% of Final Average Compensation multiplied by Years of Benefit Service earned after October 31, 1994 up to 35 years plus 0.6% of Final Average Compensation in excess of Covered Compensation multiplied by Years of Benefit service earned after October 31, 1994 up to 35 years plus the participant's Accrued Benefit as of October 31, 1994.

For Hourly Employees, one-twelfth of the greater of:

- (A) 0.42% of Final Average Compensation multiplied by Years of Benefit Service;
- (B) the participant's Accrued Benefit as of June 30, 1989.

January 1, 2012 through December 31, 2015:

The sum of the (a) participant's Accrued Benefit as of December 31, 2005 and (b) 0.08% of annual Compensation.

December 31, 2015 and thereafter:

The Accrued Benefit of each participant who is employed on December 31, 2015 will be the participant's Accrued Benefit on December 31, 2015.

Actuarial Equivalent

A benefit of equivalent value when computed using the 1983 Group Annuity Mortality Table for males and an interest rate of 8%.

Retirement Pension Plan for Employees of JPS Industries Holdings LLC
EIN / PN 47-4722905 / 001
Schedule SB, Part V - Summary of Plan Provisions

Definitions (continued)

Benefit Service

A participant receives one year of benefit service for each plan year in which he completes 1,000 hours of service.

Compensation

The amount of compensation reported as taxable income on the participant's W-2 Form as limited by IRC §401(a)(17). After 2011, bonuses are excluded and compensation is limited to \$50,000 per year.

Covered Compensation

The average of Social Security taxable wage bases during the 35-years ending with the calendar year in which the participant attains Social Security Retirement Age.

Final Average Compensation

The average of a participant's compensation for the five consecutive calendar years out of the final ten calendar years of participation in which the average is the highest.

Plan Year

January 1 to December 31.

Normal Retirement Date

The first day of the month coincident with or next following the date on which the participant attains age 65.

Vesting Service

One year for each year (measured from date of hire) in which the employee earns at least 1,000 hours of service with the company. A participant may continue to earn Years of Vesting Service after December 31, 2015.

Year of Eligibility Service

The 12 consecutive month period beginning on the employee's date of hire, provided he completes 1,000 hours of service during such period.

Normal Retirement

Eligibility

Termination of employment on or after attainment of age 65.

Benefit

Accrued Benefit determined as of the termination date. Payments commence on the first day of the month on or after date of termination.

Retirement Pension Plan for Employees of JPS Industries Holdings LLC
EIN / PN 47-4722905 / 001
Schedule SB, Part V - Summary of Plan Provisions

Early Retirement

Eligibility

Termination of employment on or after attainment of age 55.

Benefit

Accrued benefit determined as of the termination date, payable commencing at the participant's Normal Retirement Date.

At the option of the participant, the benefit can become payable earlier on the first day of any month, but is reduced to reflect early commencement. The reduction is one-third of one percent for each of the first 60 months and one-half of one percent for each of the next 60 months that commencement of benefit payments commence precedes the participant's Normal Retirement Date.

Deferred Vested Retirement

Eligibility

Termination of employment after the completion of five years of vesting service.

Benefit

Accrued benefit determined as of the termination date, commencing at the participant's Normal Retirement Date.

At the option of the participant, the benefit can become payable at the participant's early retirement date or the first day of any month thereafter. The amount of the benefit payable before the participant's Normal Retirement Date is the Actuarial Equivalent of the participant's Normal Retirement Benefit.

Death Benefit

Eligibility

Death after the attainment of age 55 or the age plus service greater than or equal to 70.

Benefit

50% of the participant's accrued benefit, not reduced for early commencement.

Pre-retirement Survivor Benefit

Eligibility

Death after completion of five years of vesting service and not eligible for the Death Benefit.

Benefit

Participant's spouse receives the benefit that would have been payable to the spouse if the participant had terminated employment prior to death, survived to age 55, elected a 50% Joint & Survivor annuity, and then died. If the benefit commences prior to the participant's Normal Retirement Date, the benefit shall be actuarially reduced to reflect early commencement.

Retirement Pension Plan for Employees of JPS Industries Holdings LLC
EIN / PN 47-4722905 / 001
Schedule SB, Part V - Summary of Plan Provisions

Disability Benefit

Eligibility

Total and permanent disability after the completion of five years of vesting service.

Benefit

Accrued benefit determined as of the date of disability, commencing at the participant's Normal Retirement Date.

At the option of the participant, the benefit can become payable at the participant's early retirement date or the first day of any month thereafter. The amount of the benefit payable before the participant's Normal Retirement Date is the Actuarial Equivalent of the participant's Normal Retirement Benefit.

Benefit Payment Forms

The normal form of payment for a single participant is a single life annuity and for a married participant is a reduced qualified joint and survivor annuity, with 50% of the benefit continuing to the surviving spouse upon the earlier death of the participant.

In lieu of the normal form of payment, a participant may elect a single life annuity, or a 50%, 75%, or 100% Joint & Survivor Annuity. Benefit accruals on or after January 1, 2012 may be paid as a single lump sum payment.

RETIREMENT PENSION PLAN FOR EMPLOYEES OF JPS INDUSTRIES HOLDINGS LLC

Form 5500, Schedule H, Part IV, Line 4i-Schedule of Assets (Held at End of Year)

PLAN #001, EIN 57-0868166

As of December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Transamerica Financial Life Insurance Company	Insurance Company Separate Account	\$ 14,729,031	\$ 14,390,631
*	BNY Mellon	EB Temporary Investment Fund	<u>97,321</u>	<u>97,321</u>
			<u>\$ 14,826,352</u>	<u>\$ 14,487,952</u>

* Party-in-interest, as defined by ERISA.

Retirement Pension Plan for Employees of JPS Industries Holdings LLC

EIN / PN 47-4722905 / 001

Schedule SB, Line 32 - Schedule of Amortization Bases

Shortfall amortization installments	Present Value of	Years	Amortization
<u>Valuation Date</u>	<u>Future Installments</u>	<u>Remaining</u>	<u>Installments</u>
i. January 1, 2010	\$8,107,742	3	\$2,820,538
ii. January 1, 2011	5,095,359	3	1,871,132
iii. January 1, 2012	(2,998,780)	3	(1,043,222)
iv. January 1, 2013	5,072,292	4	1,351,675
v. January 1, 2014	(2,356,263)	5	(512,966)
vi. January 1, 2015	(1,471,425)	6	(275,349)
vii. January 1, 2016	<u>1,044,713</u>	7	<u>172,611</u>
viii. Total, not less than zero	\$12,493,637		\$4,384,419
Waiver amortization installments	\$0	0	\$0

An election has been made under PRA 2010 to use the alternative 2 plus 7-year amortization period for the bases established in 2010 and 2011. Under 2 plus 7-year amortization, the required installments for the first 2 years of the amortization period equal interest on the base at the plan's effective interest rate for the plan year of the election. The balance is then amortized over the following 7 years in level installments determined using the discount rates for the plan year of the election.

The installments for the shortfall amortization base established January 1, 2011 will be \$1,871,132 through 2017 with a final installment of \$1,562,198 in 2018.

Retirement Pension Plan for Employees of JPS Industries Holdings LLC

EIN / PN 47-4722905 / 001

Schedule SB, Line 24 - Change in Actuarial Assumptions

Expenses

The assumed plan administration expenses added to the target normal cost increased from \$850,000 for 2015 to \$1,500,000 for 2016 to better reflect anticipated plan experience.