

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>AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN</u>		1b Three-digit plan number (PN) ► <u>001</u>
			1c Effective date of plan <u>01/01/1950</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>AAA CLUB ALLIANCE INC</u> <u>ONE RIVER PLACE</u> <u>ONE RIVER PLACE</u> <u>WILMINGTON, DE 19801</u> <u>WILMINGTON, DE 19801</u>		2b Employer Identification Number (EIN) <u>23-0758010</u> 2c Plan Sponsor's telephone number <u>302-299-4000</u> 2d Business code (see instructions) <u>524150</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/16/2017</u>	<u>DEBRA KING</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/16/2017</u>	<u>MICHAEL SUMSKY</u>
	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

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

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3a Plan administrator's name and address ☐ Same as Plan Sponsor AAA CLUB ALLIANCE INC ONE RIVER PLACE WILMINGTON, DE 19801	3b Administrator's EIN 23-0758010 3c Administrator's telephone number 302-299-4000
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 1998
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) 361 6a(2) 332 6b 891 6c 630 6d 1853 6e 95 6f 1948 6g 6h
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 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) ☒ <u>1</u> 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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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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 AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 AAA CLUB ALLIANCE INC	D Employer Identification Number (EIN) 23-0758010

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

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	GAC 300 ASSN 0	9	01/01/2016	12/31/2016

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

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

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

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

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

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

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

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

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

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	(c) Amount	(d) Purpose	

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	
6	Contracts With Allocated Funds:		
a	State the basis of premium rates ▶		
b	Premiums paid to carrier	6b	-4448
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount	6d	
	Specify nature of costs ▶		
e	Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity		
	(3) ☐ other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee		
	(3) ☐ guaranteed investment (4) ☐ other ▶		
b	Balance at the end of the previous year	7b	
c	Additions: (1) Contributions deposited during the year	7c(1)	
	(2) Dividends and credits.....	7c(2)	
	(3) Interest credited during the year.....	7c(3)	
	(4) Transferred from separate account	7c(4)	
	(5) Other (specify below)	7c(5)	
	(6) Total additions	7c(6)	
d	Total of balance and additions (add lines 7b and 7c(6))	7d	
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
	(2) Administration charge made by carrier.....	7e(2)	
	(3) Transferred to separate account	7e(3)	
	(4) Other (specify below)	7e(4)	
	(5) Total deductions	7e(5)	
f	Balance at the end of the current year (subtract line 7e(5) from line 7d).....	7f	

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

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

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

SCHEDULE 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>AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN</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>AAA CLUB ALLIANCE INC</u>	D Employer Identification Number (EIN) <u>23-0758010</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>174804632</u>
b Actuarial value	2b <u>174804632</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>966</u> <u>90575764</u> <u>90575764</u>
b For terminated vested participants.....	<u>668</u> <u>34128576</u> <u>34128576</u>
c For active participants.....	<u>361</u> <u>39372627</u> <u>39726273</u>
d Total.....	<u>1995</u> <u>164076967</u> <u>164430613</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>6.14 %</u>
6 Target normal cost.....	6 <u>1873547</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	
Signature of actuary	<u>09/19/2017</u>
<u>STEPHEN A. CATONE, ASA</u>	Date
Type or print name of actuary	<u>17-05357</u>
<u>KORN FERRY HAY GROUP</u>	Most recent enrollment number
Firm name	<u>215-861-2333</u>
<u>1650 ARCJ STREET, SUITE 2300</u> <u>PHILADELPHIA, PA 19103</u>	Telephone number (including area code)
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 ☐

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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)	5840800	
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	5840800	0
10 Interest on line 9 using prior year's actual return of <u>-0.50</u> %	-29204	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2750084
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>6.32</u> %		173805
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		2923889
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)	5811596	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	102.99%
15 Adjusted funding target attainment percentage	15	106.54%
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	103.09%
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
09/14/2017	1750000				
04/15/2017	1750000				
03/01/2017	1750000				
05/01/2017	1750000				
Totals ►			18(b)	7000000	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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	6425831
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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
b	Applicable month (enter code)	21b	0			
22	Weighted average retirement age	22	65			
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				
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	1873547			
b	Excess assets, if applicable, but not greater than line 31a	31b	1873547			
32	Amortization installments:	Outstanding Balance	Installment			
a	Net shortfall amortization installment	0	0			
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	0			
	Carryover balance	Prefunding balance	Total balance			
35	Balances elected for use to offset funding requirement		0			
36	Additional cash requirement (line 34 minus line 35)	36	0			
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	6425831			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	6425831			
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0			
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				
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 AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 AAA CLUB ALLIANCE INC	D Employer Identification Number (EIN) 23-0758010	

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)

KORN FERRY HAY GROUP, INC

1650 ARCH STREET, SUITE 2300
PHILADELPHIA, PA 19103

(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			Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☐

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

PRICEWATERHOUSECOOPERS LLP

2001 MARKET STREET
PHILADELPHIA, PA 19103

13-4008324

(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			Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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:	JOHNSON LAMPERT LLP	b EIN:	52-1446779
c Position:	ACCOUNTANTS		
d Address:	3110 FAIRVIEW PARK DRIVE SUITE 800 FALLS CHURCH, VA 22042	e Telephone:	877-576-4419

Explanation: ORIGANIZATION CHANGE OF ACCOUNTANTS FOR ENTIRE COMPANY AND ALL RETIREMENT PLANS

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>AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>AAA CLUB ALLIANCE INC</u>	D Employer Identification Number (EIN) <u>23-0758010</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>WELLS FARGO T ROWE PRICE INST LG</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO</u>		
c EIN-PN <u>46-6648614-001</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>6891136</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO T ROWE PRICE INST. EQTY</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO</u>		
c EIN-PN <u>46-6586666-001</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>5171691</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO MULTI-MANAGER SMALL CAP</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO</u>		
c EIN-PN <u>45-6648658-001</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>12139695</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO MFS VALUE</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO</u>		
c EIN-PN <u>45-6648640-001</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>6911601</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO DODGE & COX INTD BOND</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO</u>		
c EIN-PN <u>47-6566265-001</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>12239512</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO CORE BOND</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO</u>		
c EIN-PN <u>94-3222878-001</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>24520752</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO CAUSEWAY INTL</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO</u>		
c EIN-PN <u>47-6375784-001</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>5227031</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: [WELLS FARGO BLACKROCK S&P MIDCAP IN](#)

b Name of sponsor of entity listed in (a): [WELLS FARGO](#)

c EIN-PN 52-2265235-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17319524
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a Name of MTIA, CCT, PSA, or 103-12 IE: [WELLS FARGO BLACKROCK S&P 500 INDEX](#)

b Name of sponsor of entity listed in (a): [WELL FARGO](#)

c EIN-PN 94-3224211-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17240096
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE: [WELLS FARGO LAZARD INTERNATIONAL EQ](#)

b Name of sponsor of entity listed in (a): [WELLS FARGO](#)

c EIN-PN 47-6378625-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7005590
--	--	---

a Name of MTIA, CCT, PSA, or 103-12 IE: [WELLS FARGO FEDERATED TOTAL RETURN](#)

b Name of sponsor of entity listed in (a): [WELLS FARGO](#)

c EIN-PN 46-6584317-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12247634
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

AAA3 MID-ATLANTIC DEFINED BENEFIT PENSION PLAN

a Plan name**b** Name of plan sponsor AAA CLUB ALLIANCE INC**c** EIN-PN 23-0758010-001**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 AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AAA CLUB ALLIANCE INC	D Employer Identification Number (EIN) 23-0758010	

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	706217	776438
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3000000	7000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	397211	843
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	21307038	9785872
(2) U.S. Government securities	1c(2)	7624062	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	36159388	
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	417000	1000
(B) Common.....	1c(4)(B)	105271981	
(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)		126914262
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		38996771
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	174882897	183475186

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	174882897	183475186
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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)	7000000	
(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)		7000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	275635	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		275635
(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)	1238873	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1238873
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	186897065	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	172633594	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		14263471
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-4326197	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-4326197

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		18451782

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9859493	
(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)		9859493
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)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		9859493

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8592289
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: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

Part V Trust Information	
6a Name of trust AAA MID-ATLANTIC PENION TRUST	6b Trust's EIN 236289261
6c Name of trustee or custodian AAA CLUB ALLIANCE INC	6d Trustee's or custodian's telephone number 302-299-4000

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>AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AAA CLUB ALLIANCE INC</u>	D Employer Identification Number (EIN) <u>23-0758010</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
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):		
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>26</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.)
----------------	---

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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>61.3</u> % Investment-Grade Debt: _____% High-Yield Debt: <u>26.7</u> % Real Estate: _____% Other: <u>12.0</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 / /	

AAA Mid-Atlantic Defined Benefit Pension Plan

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

AAA Mid-Atlantic Defined Benefit Pension Plan

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December 31, 2016 and 2015

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* Other supplemental schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosures under ERISA have been omitted because they are not applicable.



Report of Independent Auditors

To the Administrator of AAA Mid-Atlantic Defined Benefit Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AAA Mid-Atlantic Defined Benefit Pension Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2016, and the related statement of changes in net assets available for benefits for the year then ended, 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 the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility for the 2016 Financial Statements

Our responsibility is to express an opinion on the 2016 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph; however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2016 financial statements.

Basis for Disclaimer of Opinion on the 2016 Financial Statements

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 9, which was certified by PNC Bank, N.A. and Wells Fargo Bank, N.A., the custodians 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 Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2016 and for the period from February 1, 2016 to December 31, 2016, and that PNC Bank, N.A. held the Plan's investment assets and executed investment transactions for the period from January 1, 2016 to September 7, 2016. The plan administrator has obtained certifications from the custodians as of December 31, 2016 and for the year then ended, that the information provided to the plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion on the 2016 Financial Statements

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 on the 2016 financial statements. Accordingly, we do not express an opinion on the 2016 financial statements as a whole.



Other Matters

2015 Financial Statements

The financial statements of the Plan as of December 31, 2015 were audited by other auditors whose report, dated September 28, 2016, expressed an unmodified opinion on those statements.

Supplementary Information

The supplemental schedule of assets (held at year end) as of December 31, 2016 and 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 2016

The form and content of the information included in the 2016 financial statements and supplemental schedules, other than that derived from the information certified by the custodians, 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.

PricewaterhouseCoopers LLP

Philadelphia, Pennsylvania
October 16, 2017

AAA Mid-Atlantic Defined Benefit Pension Plan
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	2016	2015
Assets		
Investments		
Mutual Funds	\$ 38,996,771	\$ -
Common/collective trusts	126,914,262	-
U.S. Government securities	-	7,624,062
Corporate bonds	-	14,119,232
Mortgage-backed securities	-	17,128,501
Municipal bonds	-	4,911,655
Preferred and common stocks	1,000	105,688,981
Short-term money market funds	9,785,872	21,307,038
	<u>175,697,905</u>	<u>170,779,469</u>
Cash on deposit	776,438	706,217
Receivables		
Contribution receivable	7,000,000	-
Accrued income	843	397,211
	<u>7,777,281</u>	<u>1,103,428</u>
Net assets available for benefits	<u>\$ 183,475,186</u>	<u>\$ 171,882,897</u>

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

AAA Mid-Atlantic Defined Benefit Pension Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2016 and 2015

	2016	2015
Additions		
Investment income (loss)		
Interest	\$ 275,635	\$ 1,612,160
Dividends	1,238,873	3,013,973
Net appreciation (depreciation) in fair value of investments	9,937,274	(5,549,680)
Net investment income (loss)	11,451,782	(923,547)
Contributions		
Employer	10,000,000	-
Net additions (deductions)	21,451,782	(923,547)
Deductions		
Pension payments to participants or their beneficiaries	9,859,493	13,368,872
Total deductions	9,859,493	13,368,872
Net increase (decrease)	11,592,289	(14,292,419)
Net assets available for benefits		
Beginning of year	171,882,897	186,175,316
End of year	\$ 183,475,186	\$ 171,882,897

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

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

1. Description of the Plan

The following brief description of the AAA Mid-Atlantic Defined Benefit Pension Plan (the “Plan”) is provided for general information purposes only. Information about the Plan agreement, the vesting and benefit provisions, and the Pension Benefit Guaranty Corporation’s (“PBGC”) benefit guarantee is contained in the Plan Document. Copies of the Plan Document are available from the Pension Committee. Participants should refer to the Plan Document for more complete information.

The Plan is a defined benefit plan that provides pension benefits to certain employees of AAA Club Alliance, Inc. and subsidiaries (“ACA”) or (the “Company”). Employees hired or rehired on or after September 1, 2004 are ineligible to participate in the Plan and have the opportunity to participate in the AAA Mid-Atlantic 401(k) and Defined Contribution Retirement Plan (DC Plan).

Employees become vested in the Plan after completing at least five (5) years of continuous service.

On August 31, 2015, a Plan amendment was executed that allows for certain terminated, vested Plan participants to take elective distributions through an annuity or lump sum payment for balances between \$5,000 and \$40,000. The Plan paid out \$4.7 million in elective distributions in 2015.

On January 1, 2016 the Company executed a merger agreement with Allied, a fully accredited member of AAA National. Allied is a Delaware nonstock, not-for-profit (income tax paying) corporation with territorial jurisdiction in Southwestern Ohio, Northwestern Ohio, Central and Eastern Kentucky, Southeastern Indiana, Southern West Virginia, Eastern Connecticut, and a majority of the counties in Kansas. The Company will be the surviving legal entity and has registered to rename the merger organization to operate under the name of AAA Club Alliance, Inc.

The Plan is administered by the Company’s Pension Committee (“Committee”), which is a committee of the board of directors of the Company. The Committee has overall responsibility for the operation and administration of the Plan. The Committee determines the appropriateness of the Plan’s investment diversification, monitors investment performance and reports to the Plan’s Board of Trustees.

Effective February 1, 2016, Wells Fargo Bank, N.A. (the “Custodian”) is the Plan’s custodian. From January 1, 2016 to September 7, 2016, the Plan’s custodian was PNC Bank, N.A. Additionally, the Plan has Custodian accounts with both Discover and PNC. Vanguard Fiduciary Trust Company (“Vanguard”) is a paying agent for benefit payments.

Funding Policy

The Company agreed to contribute amounts that are necessary to provide sufficient assets to meet the Plan participant and beneficiary payment requirements. Contributions to the Plan are based upon the actuarial determination of normal cost subject to a “full funding limitation” as defined by the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan has no unfunded prior service cost. The Plan has met the ERISA minimum funding requirements. Pension benefits upon retirement are based on the participant’s final average annual earnings and years of service.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

Plan Termination

The Company has the right under the Plan to discontinue contributions at any time and terminate the Plan. In the event of termination of the Plan, the net assets of the Plan will be allocated for payment to the participants in an order of priority as described by ERISA and its regulations and the Plan document. However, in the event of termination of the Plan, the PBGC guarantees the payment of non-forfeitable basic benefits subject to certain limitations prescribed by ERISA. Some benefits may be fully or partially provided for by the then existing net assets, and may depend on the financial condition of the Plan sponsor and the level of the PBGC guarantee, while other benefits may not be provided at all.

Administrative Expenses

The Plan sponsor pays administrative expenses on behalf of the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Payment of Benefits

Benefits are paid at the end of the month prior to being due and recorded as cash on deposits. Benefits are recorded as benefits paid when the paying agent pays the retiree or beneficiary.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as 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 (an exit price). The Plan's Pension Committee determines the Plan's valuation policies utilizing information provided by its investment advisers and custodians. See Note 4 for further discussion and disclosures related to fair value measurements.

The common/collective trust (CCT) fund is valued at fair value at NAV practical expedient. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. There are no unfunded commitments with respect to these investments, however, they may be subject to redemption restrictions, at the custodian's discretion, to the extent that it is determined such actions would disrupt management of the fund.

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

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (Note 3) represent the actuarial present value of estimated future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, and (b) present employees or their beneficiaries.

Benefits for retired or terminated participants or their beneficiaries are based on participants' compensation during their five highest compensated consecutive years of credited service. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding the valuation date. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee services rendered to the valuation date. For funding purposes, the Unit Credit Actuarial Cost Method was used to determine the accumulated present value of benefits (both vested and nonvested) as of the valuation date.

New Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board issued ASU 2015-07, *Fair Value Measurement (Topic 820) Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)* (the "Update"), which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The reporting entity should continue to disclose information on investments for which fair value is measured at net asset value (or its equivalent) as a practical expedient to help users understand the nature and risks of the investments and whether the investments, if sold, are probable of being sold at amounts different from net asset value. The Update is effective for public entities for fiscal years beginning after December 31, 2015. For all other entities the Update is effective for fiscal years beginning after December 31, 2016. Early adoption is allowed and the reporting entity should apply the Update retrospectively to all periods presented. The Plan elected to early adopt the ASU and determined it did not have a material impact on the financial statements.

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient. This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures, and provides for a measurement-date practical expedient. Part II is effective for fiscal years beginning after December 15, 2015 and should be applied retrospectively, with early application permitted. Part III is effective for fiscal years beginning after December 15, 2015 and should be applied prospectively, with early application permitted. The adoption of ASU 2015-12, Part II did not have material effect on the Plan's financial condition and results of operations. Parts I and III are not applicable to this Plan.

3. Accumulated Plan Benefits

The Plan's independent actuary estimated the actuarial present value of accumulated plan benefits, which is the 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 death or withdrawal) between the valuation date and the expected date of payment.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

The actuarial present value of accumulated plan benefits as of December 31, 2015 is as follows:

	2015
Vested benefits	
Participants currently receiving payments	\$ 124,845,889
Other participants	<u>141,617,082</u>
	266,462,971
 Nonvested benefits	
	<u>-</u>
	<u>\$ 266,462,971</u>

The change in actuarial present value of accumulated plan benefits as of December 31, 2015 is as follows:

	2015
Actuarial present value of accumulated plan benefits as of December 31, 2014	<u>\$ 265,719,058</u>
Increase (decrease) during the year attributable to	
Passage of time	7,124,351
Actuarial assumption changes	5,684,961
Benefit accrual and actuarial experience	1,303,473
Benefits paid	<u>(13,368,872)</u>
	<u>743,913</u>
Actuarial present value of accumulated plan benefits as of December 31, 2015	<u>\$ 266,462,971</u>

Significant assumptions underlying the actuarial valuation as of December 31, 2015 and 2014 are as follows:

	2015	2014
Interest rate	2.75%	2.75%
Mortality basis	MRP-2006 base table projected with Scale MMP-2016	RP 2014 SP Table
Retirement age	Age 65	Age 65

These 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 Statement of Accumulated Plan Benefits is presented at December 31, 2015 and the Statement of Changes in Accumulated Plan Benefits is presented for the year ended December 31, 2015. However, these financial statements use actuarial data as of and for the year ended January 1, 2016. There is not a significant difference between the actuarial data as of December 31, 2015 and January 1, 2016.

4. Fair Value Measurements

Fair value is defined under ASC 820 as 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

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

(i.e., an exit price). To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy in ASC 820 are described below:

- | | |
|---------|---|
| Level 1 | Unadjusted quoted prices in active markets that are accessible to the reporting entity. |
| Level 2 | Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following: <ul style="list-style-type: none">• Quoted prices for similar assets and liabilities in active markets.• Quoted prices for identical or similar assets or liabilities in markets that are not active.• Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals).• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. |
| Level 3 | Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk). |

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in entirety.

Mutual Funds and Money Market Fund

Shares held in mutual funds and the money market fund are valued at quoted market prices that represent the net asset value ("NAV") of shares held by the Plan at year-end and are classified as Level 1. The NAV is based on the value of the underlying assets owned by each fund, less its liabilities then divided by the number of shares outstanding. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common Stock

Valued using the closing price from the appropriate stock exchange.

Preferred Stock

Valued using unobservable inputs supported by little or no market activity.

Debt Securities

Valued at either the closing price reported in the active market in which the security is traded or valued using models based on yield currently available on comparable securities of issuers with similar credit ratings.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There have been no transfers between levels and no changes in the methodologies from 2015 to 2016.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

Investments at Fair Value as of December 31, 2016				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 38,996,771	\$ -	\$ -	\$ 38,996,771
Preferred stocks	-	-	1,000	1,000
Short-term money market funds	9,785,872	-	-	9,785,872
	<u>\$ 48,782,643</u>	<u>\$ -</u>	<u>\$ 1,000</u>	<u>\$ 48,783,643</u>
Common/collective trusts ^(a)				126,914,262
Total investments at fair value				<u>\$ 175,697,905</u>

Investments at Fair Value as of December 31, 2015				
	Level 1	Level 2	Level 3	Total
Debt securities	\$ -	\$ 43,783,450	\$ -	\$ 43,783,450
Preferred and common stocks	105,271,981	417,000	-	105,688,981
Short-term money market funds	21,307,038	-	-	21,307,038
Total investments at fair value	<u>\$ 126,579,019</u>	<u>\$ 44,200,450</u>	<u>\$ -</u>	<u>\$ 170,779,469</u>

(a) In accordance with ASU 2015-07 certain investments reported at fair value using the net asset value practical expedient have been excluded from the fair value hierarchy. The fair value amounts presented in this table are intended to act as a reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits. See Note 2 for further information. The Plan reports the common collective trust investments using the net asset value per share as determined by investment managers.

5. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated March 5, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Sponsor has indicated it will take necessary steps to maintain the Plan's qualified tax status. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended, is qualified and the related trust is tax-exempt.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Company 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. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

6. Plan Termination

ACA has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to certain provisions set forth in ERISA. In the event the Plan terminates, the net assets of the Plan would be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC", a U.S. government agency) up to the applicable limitations (discussed below).
- c. All other vested benefits (that is, vested benefits not insured by the PBGC).
- d. All nonvested benefits.

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.

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 for accumulated benefit obligations, and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

7. Party-in-Interest and Related Party Transactions

Certain Plan investments, comprising the short-term money market funds and certain common/collective trust funds, are managed by Wells Fargo Bank, PNC Bank, and Discover Bank. Wells Fargo Bank, PNC Bank and Discover Bank are the custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Fees for these services are paid by the Company.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

8. Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

9. Information Certified by Custodian

The plan administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Certain Plan assets at December 31, 2016 were held by Wells Fargo Bank, N.A., the Custodian of the Plan. PNC Bank, N.A. held the Plan's investment assets and executed investment transactions for the period from January 1, 2016 to September 7, 2016. Accordingly, investment amounts on the statement of net assets available for benefits at December 31, 2016, investment income (including net appreciation in fair value of investments and interest and dividends) on the statement of changes in net assets available for benefits for the year ended December 31, 2016, and information included in the accompanying supplemental schedules have been compiled from statements certified as complete and accurate by the Custodian and previous custodian of the Plan in accordance with DOL Regulations Section 2520.103-8.

- Investments, at fair value; in the amount of \$174,613,842, as shown in the statement of net assets available for benefits as of December 31, 2016.
- Interest income of \$238,273; and dividend income and net appreciation (depreciation) in fair value of investments as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2016.
- Schedule H Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016.
- Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2016.

The Plan's independent certified public accountants 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 schedule.

AAA Mid-Atlantic Defined Benefit Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

10. Subsequent Events

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

In August 2017, the Plan was amended to allow an elective cash out or immediate annuity of the actuarial equivalent of their accrued benefit for employees who have terminated employment and have not commenced receiving benefits if this amount is greater than \$40,000 and less than or equal to \$100,000.

11. Reconciliation of Financial Statements to Form 5500

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

	2016	2015
Net assets available for benefits per the financial statements	\$ 183,475,186	\$ 171,882,897
Adjustment for contribution receivable reported on Form 5500	<u>-</u>	<u>3,000,000</u>
Net assets available for plan benefits per the Form 5500	<u>\$ 183,475,186</u>	<u>\$ 174,882,897</u>

The following is a reconciliation of the change in net assets available for plan benefits per the financial statements to Form 5500 for the year ended December 31, 2016:

Change in net assets available for plan benefits per the financial statements	\$ 11,592,289
Less: Contribution receivable reported on 2015 Form 5500	<u>\$ (3,000,000)</u>
Change in net assets available for plan benefits per Form 5500	<u>\$ 8,592,289</u>

Supplemental Schedules

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 Plan: 001
Schedule H, Line 4i – Schedule of Assets (Held at Year End)
December 31, 2016

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Shares Held, Collateral, Par or Maturity Value	Cost	Current Value
Short-term money market funds			
* Wells Fargo Blackrock – Institutional Fund	Money Market	\$ 8,701,809	\$ 8,701,809
* Discover Money Market	Money Market	1,083,723	1,083,723 **
* PNC Money Market	Money Market	340	340 **
* Total short-term money market funds		<u>9,785,872</u>	<u>9,785,872</u>
Common/collective funds			
* Wells Fargo/Federated Total Return Bond	1,172,404 shares	11,988,220	12,247,634
* Wells Fargo/Lazard International Equity	749,349 shares	6,924,658	7,005,590
* Wells Fargo Blackrock S&P 500 Index	979,095 shares	15,198,134	17,240,096
* Wells Fargo Blackrock S&P Midcap Index	962,057 shares	14,326,089	17,319,524
* Wells Fargo Causeway International Value	475,868 shares	4,835,186	5,227,031
* Wells Fargo Core Bond	2,263,294 shares	24,407,651	24,520,752
* Wells Fargo Dodge & Cox Intermediate Bond	1,161,266 shares	11,761,620	12,239,512
* Wells Fargo MFS Value	359,908 shares	5,981,228	6,911,601
* Wells Fargo Multi-Manager Small Cap.	625,248 shares	9,862,182	12,139,695
* Wells Fargo T Rowe Price Inst. Equity Mgd.	387,143 shares	4,304,072	5,171,691
* Wells Fargo T Rowe Price Inst. LCG Mgd.	348,467 shares	6,144,044	6,891,136
Total common/collective funds		<u>115,733,084</u>	<u>126,914,262</u>
Mutual funds			
Advisors Inner Circle Fund	158,120 shares	2,330,468	2,605,812
Alps/Core Commodity Management Comp	577,809 shares	3,864,446	4,391,352
Delaware US Growth Fund Inst.	326,895 shares	7,808,642	7,387,831
Harbor Fund	89,802 shares	5,181,217	5,245,338
Metropolitan West Funds	163,566 shares	12,546,197	12,252,347
Oppenheimer Developing Markets Fund	83,377 shares	2,483,939	2,664,718
Vanguard REIT Index Fund - Inst.	245,958 shares	4,346,388	4,449,373
Total mutual funds		<u>38,561,297</u>	<u>38,996,771</u>
Preferred stocks			
Washington Mutual Inc.	1,000 shares	1	1,000
Total preferred stocks		<u>1</u>	<u>1,000</u>
Total investments		<u>\$ 164,080,254</u>	<u>\$ 175,697,905</u>

*Party-in-interest

**Not included within the Wells Fargo Bank N.A. certification

Except as noted above, the remaining information has been certified as complete and accurate by Wells Fargo Bank N.A., the Custodian of the Plan.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 Plan: 001
Schedule H, Line 4j – Schedule of Reportable Transactions
Year Ended December 31, 2016

Identity of Party Involved	Description of Investment	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (3) – A Series of transactions in excess of 5% of plan assets						
Discover Money Market	Money Market	\$ 24,750,403	\$ -	\$ 24,750,403	\$ 24,750,403	\$ -
Wells Fargo Core Bond Fund	Common, and collective funds	\$ 25,526,310	\$ -	\$ 25,526,310	\$ 25,526,310	\$ -
Wells Fargo Blackrock S&P Midcap Index	Common, and collective funds	\$ 17,177,529	\$ -	\$ 17,177,529	\$ 17,177,529	\$ -
Wells Fargo Blackrock S&P 500 Index	Common, and collective funds	\$ 23,707,358	\$ -	\$ 23,707,358	\$ 23,707,358	\$ -
Wells Fargo Dodge & Cox Intermediate Bond	Common, and collective funds	\$ 12,588,270	\$ -	\$ 12,588,270	\$ 12,588,270	\$ -
Wells Fargo Total Return Bond	Common, and collective funds	\$ 12,689,090	\$ -	\$ 12,689,090	\$ 12,689,090	\$ -
Wells Fargo Multi-Manager Small Cap	Common, and collective funds	\$ 13,067,510	\$ -	\$ 13,067,510	\$ 13,067,510	\$ -
Wells Fargo ISHARES Russell Mid Cap	Common, and collective funds	\$ -	\$ 12,059,489	\$ 9,182,630	\$ 12,059,489	\$ 2,876,859
Metropolitan West Total Return Bond	Common, and collective funds	\$ 13,314,278	\$ -	\$ 13,314,278	\$ 13,314,278	\$ -

There were no category (1), (2), or (4) reportable transactions during 2016.

Columns for “Lease Rental” and “Expense Incurred with Transaction” are not applicable.

The information has been certified as complete and accurate by Wells Fargo Bank N.A, the Custodian of the Plan.

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 AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">B Three-digit plan number (PN) ▶</td> <td style="width:40%; text-align: center;">001</td> </tr> </table>	B Three-digit plan number (PN) ▶	001
B Three-digit plan number (PN) ▶	001		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF AAA MID-ATLANTIC INC.	D Employer Identification Number (EIN) 23-0758010		

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500
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Part I Basic Information			
1 Enter the valuation date:	Month <u>1</u> Day <u>1</u> Year <u>2016</u>		
2 Assets:			
a Market value.....	2a	174,804,632	
b Actuarial value.....	2b	174,804,632	
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.....	966	90,575,764	90,575,764
b For terminated vested participants.....	668	34,128,576	34,128,576
c For active participants.....	361	39,372,627	39,372,627
d Total.....	1,995	164,076,967	164,076,967
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	6.14 %	
6 Target normal cost.....	6	1,873,547	

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	 Signature of actuary	<u>9/14/17</u> Date
	<u>STEPHEN A. CATONE, ASA</u> Type or print name of actuary	<u>17-05357</u> Most recent enrollment number
	<u>Korn Ferry Hay Group</u> Firm name	<u>(215) 861-2333</u> Telephone number (including area code)
	<u>1650 Arch St, Suite 2300</u> <u>PHILADELPHIA PA 19103-2029</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).....	5,840,800	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8).....	5,840,800	0
10	Interest on line 9 using prior year's actual return of <u>-0.50</u> %	-29204	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year).....		2750084
	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>6.32</u> %		173805
	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.....		2923889
	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).....	5,811,596	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	102.99%
15	Adjusted funding target attainment percentage.....	15	106.54%
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	113.09%
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
03/01/2017	1,750,000				
05/01/2017	1,750,000				
07/15/2017	1,750,000				
09/14/2017	1,750,000				
Totals ►			18(b)	7,000,000	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
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 6,425,831
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

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 0
22 Weighted average retirement age				22 65
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	1,873,547	
b Excess assets, if applicable, but not greater than line 31a	31b	1,873,547	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
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	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	6,425,831	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	6,425,831	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Actuarial Assumptions and Methods

This schedule summarizes the actuarial assumptions and cost methods used for the valuation.

I. Actuarial Assumptions for Cost Calculations

Interest

Funding: Funding Segment Rates under MAP-21/HATFA of 4.43%, 5.91%, 6.65%

(In the prior valuation, the rates were 4.72%, 6.11%, 6.81%.)

Maximum Contribution (Pre-Map21): IRC 430(h) Funding Segment Rates of 1.41%, 3.96%, 4.97% (Last year's were 1.22%, 4.11%, 5.20%.)

ASC 960: 2.75% (Prior interest rate was 2.75%.)

PBGC Segment Rates under the Standard Method: 1.82%, 4.12%, 5.01%

(Last year's rates were 1.48%, 3.77%, 4.79%.)

Salary Increases

3.0% per annum, compounded annually.

Social Security Taxable Wage Base

Assumed to increase by 3.0% per year, compounded annually.

Cost of Living Increases

Annual cost of living adjustment no greater than 3.0% per annum, compounded annually; applicable only to the frozen December 31, 1992 Maryland benefit and the frozen December 31, 2001 Central-West Jersey benefit.

Mortality

(a) RP 2014 Table for ASC 960 (FAS 35) purposes

(b) RP 2000 for annuitants and non-annuitants, projected to 2016, for ASC 715-30, funding and PBGC purposes

Withdrawal

Withdrawal rates which vary by age were assumed. Sample rates are illustrated below:

<i>Age</i>	<i>Male</i>	<i>Female</i>
25	5.0%	10.0%
30	5.0	10.0
35	5.0	5.0
40	5.0	5.0
45	5.0	5.0
50	5.0	5.0
55	2.5	2.5
60	0.0	0.0

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 **PN: 001**

A loading factor based on service was applied to the above age-based rates. The factors are as illustrated below:

<i>Service</i>	<i>Factor</i>
1 year	2.00
2 years	1.50
3 years	1.25
4 years and later	1.05

Retirement

All active participants were assumed to retire at Normal Retirement Age or immediately if currently older than Normal Retirement Age.

Disability

No disability rates were assumed.

Spouses

85% of the active participants were assumed to be married with wives 3 years younger than husbands.

Expenses

None assumed. Expenses were assumed to be paid directly by the employer.

Asset Valuation Method

Market value.

II. Actuarial Assumptions for Calculation of Actuarial Present Value of Accumulated Plan Benefits

Same as above except no future salary or taxable wage base increases were assumed.

III. Actuarial Cost Methods

For funding and ASC 960 (FAS 35) purposes, the Unit Credit Actuarial Cost Method was used to determine the actuarial present value of accumulated plan benefits (both vested and non-vested) as of the valuation date.

Summary of Plan Provisions as of January 1, 2016

This schedule contains a summary of the principal provisions of the plan in effect as of January 1, 2016.

1. Type of Plan

The Plan is a non-contributory, defined benefit plan.

2. Effective Date

The Plan became effective January 1, 1950.

3. Eligibility for Participation

Attainment of age 21 and one Year of Employment. Effective in 2005, new hires are not eligible to enter the Plan.

4. Definitions

(a) **Plan Year:** A Plan Year is a 12-month period beginning on January 1 and ending on December 31.

(b) **Hours of Service:** An hour for which an employee is paid, or entitled to payment for the performance of duties as well as any periods of vacation, holidays, sickness or disability.

(c) **Year of Employment:** A 12-month period beginning on the employment commencement date during which the Employee completes at least 1,000 Hours of Service. If an Employee fails to complete 1,000 Hours of Service in the first 12-month period, a Year of Employment shall mean the first Plan Year in which 1,000 Hours of Service is completed

(d) **Continuous Service:** The completion of 1,000 Hours of Service in a Plan Year shall constitute one year of Continuous Service for determining the vested percentage under the Plan.

(e) **Credited Service:** The completion of 1,000 Hours of Service in a Plan Year shall constitute one year of Credited Service subsequent to January 1, 1976. Prior to that date, completed years and months shall be used in calculating Credited Service. Credit shall be given in both the first and final Plan Years of employment for fractions of years completed. The denominator of said fraction shall be 12 and the numerator shall be the actual number of completed months in the Plan Year of reference.

(f) **Cancellation and Restoration of Credits:** Fewer than 500 Hours of Service in a Plan Year constitutes a one-year break in service for purposes of vesting and benefit accrual. Vesting and benefit years and the Accrued Benefit will be restored (a) if the Participant completes one year of Credited Service following re-employment and (b) if the Participant's previous period of service exceeds his or her period of absence.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 PN: 001

4. Definitions (cont'd)

- (g) **Earnings:** Annual earnings including bonuses and overtime not in excess of \$265,000 (for 2016). This limit is subject to an indexed cost-of-living adjustment where adjustments are made in \$5,000 increments.
- (h) **Final Average Annual Earnings:** The Participant's earnings received in the highest five consecutive twelve month periods of service. NOTE: Final Average Annual Earnings are frozen at December 31, 2009 for benefits accrued prior to December 31, 2009.
- (i) **Covered Compensation:** The average of the taxable wage bases in effect for each year during the 35-year period ending with the year the Participant attains Social Security Retirement Age, assuming no increases in such wage base for years after the current year and before the Participant actually attains Social Security Retirement Age.

5. Retirement Benefits

Normal Retirement

- **Normal Retirement Date.** The first day of the month coincident with or next following the later of a Participant's 65th birthday or 5 years of Continuous Service.
- **Normal Retirement Benefit.**
 - **For service prior to January 1, 2010:** 1.5% of Final Average Annual Earnings at December 31, 2009 plus .5% of Final Average Annual Earnings at December 31, 2009 in excess of the Participant's Covered Compensation for 2009, the sum multiplied by the Participant's Credited Service at December 31, 2009 not in excess of 35 years; plus 2% of Final Average Annual Earnings times Credited Service in excess of 35 years.
 - **For service after December 31, 2009:** 1.0% of Final Average Annual Earnings plus .5% of Final Average Annual Earnings in excess of the Participant's Covered Compensation, the sum multiplied by the Participant's Credited Service after January 1, 2010, not in excess of 35 total years; plus 1.5% of Final Average Annual Earnings times Credited Service after January 1, 2010. For purposes of service after December 31, 2009, Final Average Annual Earnings only uses earnings after December 31, 2009.

The total benefit shall not exceed 60% of Final Average Annual Earnings.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 **PN: 001**

5. Retirement Benefits (cont'd)

Effective for plan years beginning in 1994, the maximum compensation limit for calculating plan benefits was decreased to \$150,000 (the limit was \$235,840 for 1993). For any participant affected by this change, a December 31, 1993 benefit is calculated under the old limit, and preserved as of that date. Future service accrual is calculated using the new, lower compensation limit and is added to the December 31, 1993 accrued benefit. In the future, as the current compensation limit (which is inflated for cost of living increases in \$10,000 increments) exceeds the old compensation limit under which the December 31, 1993 accrued benefit has been calculated, that accrued benefit shall then be adjusted upward proportionately to preserve its value.

Former participants of the following groups shall have their plan benefits calculated in accordance with their respective merger/acquisition agreements:

Automobile Club of Virginia: For service prior to December 31, 1994, benefits are calculated under, and paid from the Automobile Club of Virginia Retirement Plan. Effective in 1999, the Virginia Plan was merged into this plan. Service beginning as of January 1, 1995 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Automobile Club of Maryland: For service prior to December 31, 1992, benefits are calculated under, and paid from the Automobile Club of Maryland Plan. Effective in 1993, the Maryland Plan was merged into this plan. An annual cost of living factor, no greater than 3%, is applied to the frozen Maryland benefit while employed at AAA. Service beginning as of January 1, 1993 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Anthracite Motor Club: Service beginning as of January 1, 1995 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

The Valley Automobile Club, Inc.: Service beginning as of January 1, 1997 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Potomac Division: Service beginning as of January 1, 1998 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

South Jersey Sales Group: Service beginning as of January 1, 1998 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 **PN: 001**

5. Retirement Benefits (cont'd)

AAA Central-West Jersey, Inc.: Benefits are calculated under the CWJ plan formula for service prior to December 31, 2001. An annual cost of living factor, no greater than 3%, is applied to the CWJ portion of the benefit while employed at AAA. Service beginning as of January 1, 2002 shall be used to calculate a benefit under the AAA plan formula.

Early Retirement

- **Early Retirement Date:** The first day of any month after the Participant has both attained age 55 and completed at least 5 years of Continuous Service.
- **Early Retirement Benefit:** Calculated in the same manner as the Normal Retirement Benefit giving credit for service to the Early Retirement Date and reduced by 1/3 of 1% for each month by which the Early Retirement Date precedes the Normal Retirement Date.

Late Retirement

- **Late Retirement Date:** The first day of any month after the Participant's Normal Retirement Date.
- **Late Retirement Benefit:** The benefit accrued on the actual retirement date, considering earnings and service to that date.

6. Vested Benefit

- **Eligibility:** Completion of 5 or more years of Continuous Service.
- **Vested Benefit:** Calculated in the same manner as the Normal Retirement Benefit giving credit for service to the date of reference. If the value of the Vested Benefit is less than \$5,000, the Participant will receive a lump sum amount in lieu of a deferred annuity.

7. Death Benefits

Pre-Retirement Spouse's Benefit

- **Eligibility:** The death of a married Participant in active employment who has completed 5 years of Continuous Service or the death of a former married Participant entitled to a deferred Vested Benefit.
- **Spouse's Benefit:** An immediate benefit payable to the spouse calculated as if the Participant had terminated immediately before death, survived to the earliest retirement age, and retired on that date electing a joint and 50% survivor annuity with the spouse as the contingent annuitant.

Post-Retirement Spouse's Benefit: None, except as provided by the election of an optional form of payment.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 **PN: 001**

8. Disability Benefit

- **Eligibility:** Attainment of age 40 and the completion of 10 years of Continuous Service.
- **Disability Benefit:** Calculated in the same manner as the Normal Retirement Benefit assuming that annual earnings shall continue in the same amount as paid for the 12 months immediately preceding the date from which a 6-month waiting period is determined, and allowing Credited Service to continue accruing during the time of the disability.

9. Form of Benefit Payment

Married Participant: If a Participant is married at the time of retirement, the pension will be paid in the form of an actuarially reduced joint and survivor monthly annuity with 50% of the payment continuing to the spouse for life, if surviving at the Participant's death.

Unmarried Participant: If a Participant is unmarried at the time of retirement, the pension will be paid in the form of a single life annuity, with payments to be made in equal monthly installments until the Participant's death.

10. Optional Payment Forms

At any time prior to the commencement of benefit payments, a Participant may elect to receive pension payments in some other form, which is the actuarial equivalent of the payment form prescribed subject to the approval of the pension plan committee.

Participants of the former Maryland plan may be eligible for a lump sum payment of their benefit, even if the amount is in excess of \$5,000. A Maryland participant may receive the Maryland portion of their benefit in lump sum form, as long as they meet the eligibility for that benefit under the old Maryland plan.

All CWJ participants are eligible to receive their CWJ accrued benefit in a lump sum, even if it is over \$5,000.

In 2015, the Plan was amended to allow for vested termination participants to take their benefit in a lump sum, assuming the lump sum was less than \$40,000. This became an ongoing feature of the Plan.

11. Employee Mandatory Contributions

Participants of the former Maryland plan who die or terminate prior to becoming vested and have made contributions to the plan shall have all of the contributions refunded with interest. Any retirement pension calculated under the Maryland benefit formula cannot be less than the Accrued Benefit derived from Employee Mandatory Contributions.

12. Virginia Merger

Effective October 31, 1998, the assets and liabilities from the Automobile Club of Virginia Retirement Plan were merged into the Plan.

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010

PN: 001

13. Central-West Jersey Merger

Effective December 31, 2001, the assets and liabilities from the AAA Central-West Jersey, Inc. Pension Plan were merged into the Plan.

14. Pension Choice

Effective December 31, 2004, all participants had the option to move from this DB plan to a newly created DC plan. If a participant chose the DC plan, the participant's DB benefit became frozen at December 31, 2004 and the corresponding lump sum was transferred from this DB plan to the DC plan.

15. Plan Benefit Formula Change

Effective December 31, 2009, the benefit formula was modified as discussed in #5 of this Section.

16. KIC

Effective December 31, 2010, the KIC (Insurance) group was sold; all active participants became vested terminations.

17. ACP Transfer

Effective March 31, 2012, approximately 75 participants from this plan were transferred to ACP Services.

II. Changes in Plan Provisions Since Prior Valuation

Lump sum option was added, as described above (see #10).

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 PN: 001

Shortfall Amortization Charges for 2016

This schedule shows the Shortfall Amortization Charge (SAC), which is the Funding Shortfall (FS) amortized over a period of seven years.

To determine the Plan Funding Percentage for the Shortfall Amortization Base Exemption, plan assets are reduced by the Prefunding Balance, as shown below.

$$\begin{aligned} & \bullet \text{ (Assets – Prefunding Balance)/Funding Target} \\ & \quad = \\ & \quad (174,804,032 - 0)/164,076,967 = 106.54\% \end{aligned}$$

Since the funding percentage of 106.54% (also shown in Schedule C, #6) is greater than 100% for plan year 2016, a SAC is not needed for 2016.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 PN: 001

Line 19 – Discounted Employer Contributions

for 2016 Plan Year

<u>Minimum Funding Contribution assuming paid on 1/1/2017</u>	<u>Effective Interest Rate</u>	<u>Actual Payment (w/Date made)</u>
\$1,632,472	6.14%	\$ 1,750,000 (03/01/2017)
1,616,340		1,750,000 (05/01/2017)
1,596,398		1,750,000 (07/15/2017)
<u>1,580,622</u>		<u>1,750,000</u> (09/14/2017)
\$6,425,831		\$7,000,000

AAA MID-ATLANTIC DEFINED BENEFIT PENSION PLAN

EIN: 23-0758010

PN: 001

2016 Schedule B (Form 5500) - Line 26 - Schedule of Active Participant Data

Years of Credited Service															
Attained Age	0 - 4		5 - 9		10 - 14		15 - 19		20 - 24		25 - 29		30 +		TOTAL
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	
Under 25	0	-	0		0		0		0		0		0		0
25-29	0	-	0		0		0		0		0		0		0
30-34	0	-	0		6		1		0		0		0		7
35-39	0	-	0		10		12		0		0		0		22
40-44	0	-	0		14		18		8		2		0		42
45-49	0	-	0		21		18		13		6		0		58
50-54	0	-	0		9		17		19		7		10		62
55-59	0	-	0		22		16		16		2		16		72
60-64	0	-	0		17		17		22		2		9		67
65+	0	-	0		10		12		6		1		2		31
TOTAL	0		0		109		111		84		20		37		361

Summary of Plan Provisions as of January 1, 2016

This schedule contains a summary of the principal provisions of the plan in effect as of January 1, 2016.

1. Type of Plan

The Plan is a non-contributory, defined benefit plan.

2. Effective Date

The Plan became effective January 1, 1950.

3. Eligibility for Participation

Attainment of age 21 and one Year of Employment. Effective in 2005, new hires are not eligible to enter the Plan.

4. Definitions

(a) **Plan Year:** A Plan Year is a 12-month period beginning on January 1 and ending on December 31.

(b) **Hours of Service:** An hour for which an employee is paid, or entitled to payment for the performance of duties as well as any periods of vacation, holidays, sickness or disability.

(c) **Year of Employment:** A 12-month period beginning on the employment commencement date during which the Employee completes at least 1,000 Hours of Service. If an Employee fails to complete 1,000 Hours of Service in the first 12-month period, a Year of Employment shall mean the first Plan Year in which 1,000 Hours of Service is completed

(d) **Continuous Service:** The completion of 1,000 Hours of Service in a Plan Year shall constitute one year of Continuous Service for determining the vested percentage under the Plan.

(e) **Credited Service:** The completion of 1,000 Hours of Service in a Plan Year shall constitute one year of Credited Service subsequent to January 1, 1976. Prior to that date, completed years and months shall be used in calculating Credited Service. Credit shall be given in both the first and final Plan Years of employment for fractions of years completed. The denominator of said fraction shall be 12 and the numerator shall be the actual number of completed months in the Plan Year of reference.

(f) **Cancellation and Restoration of Credits:** Fewer than 500 Hours of Service in a Plan Year constitutes a one-year break in service for purposes of vesting and benefit accrual. Vesting and benefit years and the Accrued Benefit will be restored (a) if the Participant completes one year of Credited Service following re-employment and (b) if the Participant's previous period of service exceeds his or her period of absence.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 PN: 001

4. Definitions (cont'd)

- (g) **Earnings:** Annual earnings including bonuses and overtime not in excess of \$265,000 (for 2016). This limit is subject to an indexed cost-of-living adjustment where adjustments are made in \$5,000 increments.
- (h) **Final Average Annual Earnings:** The Participant's earnings received in the highest five consecutive twelve month periods of service. NOTE: Final Average Annual Earnings are frozen at December 31, 2009 for benefits accrued prior to December 31, 2009.
- (i) **Covered Compensation:** The average of the taxable wage bases in effect for each year during the 35-year period ending with the year the Participant attains Social Security Retirement Age, assuming no increases in such wage base for years after the current year and before the Participant actually attains Social Security Retirement Age.

5. Retirement Benefits

Normal Retirement

- **Normal Retirement Date.** The first day of the month coincident with or next following the later of a Participant's 65th birthday or 5 years of Continuous Service.
- **Normal Retirement Benefit.**
 - **For service prior to January 1, 2010:** 1.5% of Final Average Annual Earnings at December 31, 2009 plus .5% of Final Average Annual Earnings at December 31, 2009 in excess of the Participant's Covered Compensation for 2009, the sum multiplied by the Participant's Credited Service at December 31, 2009 not in excess of 35 years; plus 2% of Final Average Annual Earnings times Credited Service in excess of 35 years.
 - **For service after December 31, 2009:** 1.0% of Final Average Annual Earnings plus .5% of Final Average Annual Earnings in excess of the Participant's Covered Compensation, the sum multiplied by the Participant's Credited Service after January 1, 2010, not in excess of 35 total years; plus 1.5% of Final Average Annual Earnings times Credited Service after January 1, 2010. For purposes of service after December 31, 2009, Final Average Annual Earnings only uses earnings after December 31, 2009.

The total benefit shall not exceed 60% of Final Average Annual Earnings.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 **PN: 001**

5. Retirement Benefits (cont'd)

Effective for plan years beginning in 1994, the maximum compensation limit for calculating plan benefits was decreased to \$150,000 (the limit was \$235,840 for 1993). For any participant affected by this change, a December 31, 1993 benefit is calculated under the old limit, and preserved as of that date. Future service accrual is calculated using the new, lower compensation limit and is added to the December 31, 1993 accrued benefit. In the future, as the current compensation limit (which is inflated for cost of living increases in \$10,000 increments) exceeds the old compensation limit under which the December 31, 1993 accrued benefit has been calculated, that accrued benefit shall then be adjusted upward proportionately to preserve its value.

Former participants of the following groups shall have their plan benefits calculated in accordance with their respective merger/acquisition agreements:

Automobile Club of Virginia: For service prior to December 31, 1994, benefits are calculated under, and paid from the Automobile Club of Virginia Retirement Plan. Effective in 1999, the Virginia Plan was merged into this plan. Service beginning as of January 1, 1995 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Automobile Club of Maryland: For service prior to December 31, 1992, benefits are calculated under, and paid from the Automobile Club of Maryland Plan. Effective in 1993, the Maryland Plan was merged into this plan. An annual cost of living factor, no greater than 3%, is applied to the frozen Maryland benefit while employed at AAA. Service beginning as of January 1, 1993 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Anthracite Motor Club: Service beginning as of January 1, 1995 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

The Valley Automobile Club, Inc.: Service beginning as of January 1, 1997 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

Potomac Division: Service beginning as of January 1, 1998 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

South Jersey Sales Group: Service beginning as of January 1, 1998 shall be used to calculate a benefit under the AAA plan formula. Determination of vesting status shall be based on original date of hire.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 **PN: 001**

5. Retirement Benefits (cont'd)

AAA Central-West Jersey, Inc.: Benefits are calculated under the CWJ plan formula for service prior to December 31, 2001. An annual cost of living factor, no greater than 3%, is applied to the CWJ portion of the benefit while employed at AAA. Service beginning as of January 1, 2002 shall be used to calculate a benefit under the AAA plan formula.

Early Retirement

- ***Early Retirement Date:*** The first day of any month after the Participant has both attained age 55 and completed at least 5 years of Continuous Service.
- ***Early Retirement Benefit:*** Calculated in the same manner as the Normal Retirement Benefit giving credit for service to the Early Retirement Date and reduced by 1/3 of 1% for each month by which the Early Retirement Date precedes the Normal Retirement Date.

Late Retirement

- ***Late Retirement Date:*** The first day of any month after the Participant's Normal Retirement Date.
- ***Late Retirement Benefit:*** The benefit accrued on the actual retirement date, considering earnings and service to that date.

6. Vested Benefit

- ***Eligibility:*** Completion of 5 or more years of Continuous Service.
- ***Vested Benefit:*** Calculated in the same manner as the Normal Retirement Benefit giving credit for service to the date of reference. If the value of the Vested Benefit is less than \$5,000, the Participant will receive a lump sum amount in lieu of a deferred annuity.

7. Death Benefits

Pre-Retirement Spouse's Benefit

- ***Eligibility:*** The death of a married Participant in active employment who has completed 5 years of Continuous Service or the death of a former married Participant entitled to a deferred Vested Benefit.
- ***Spouse's Benefit:*** An immediate benefit payable to the spouse calculated as if the Participant had terminated immediately before death, survived to the earliest retirement age, and retired on that date electing a joint and 50% survivor annuity with the spouse as the contingent annuitant.

Post-Retirement Spouse's Benefit: None, except as provided by the election of an optional form of payment.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 **PN: 001**

8. Disability Benefit

- **Eligibility:** Attainment of age 40 and the completion of 10 years of Continuous Service.
- **Disability Benefit:** Calculated in the same manner as the Normal Retirement Benefit assuming that annual earnings shall continue in the same amount as paid for the 12 months immediately preceding the date from which a 6-month waiting period is determined, and allowing Credited Service to continue accruing during the time of the disability.

9. Form of Benefit Payment

Married Participant: If a Participant is married at the time of retirement, the pension will be paid in the form of an actuarially reduced joint and survivor monthly annuity with 50% of the payment continuing to the spouse for life, if surviving at the Participant's death.

Unmarried Participant: If a Participant is unmarried at the time of retirement, the pension will be paid in the form of a single life annuity, with payments to be made in equal monthly installments until the Participant's death.

10. Optional Payment Forms

At any time prior to the commencement of benefit payments, a Participant may elect to receive pension payments in some other form, which is the actuarial equivalent of the payment form prescribed subject to the approval of the pension plan committee.

Participants of the former Maryland plan may be eligible for a lump sum payment of their benefit, even if the amount is in excess of \$5,000. A Maryland participant may receive the Maryland portion of their benefit in lump sum form, as long as they meet the eligibility for that benefit under the old Maryland plan.

All CWJ participants are eligible to receive their CWJ accrued benefit in a lump sum, even if it is over \$5,000.

In 2015, the Plan was amended to allow for vested termination participants to take their benefit in a lump sum, assuming the lump sum was less than \$40,000. This became an ongoing feature of the Plan.

11. Employee Mandatory Contributions

Participants of the former Maryland plan who die or terminate prior to becoming vested and have made contributions to the plan shall have all of the contributions refunded with interest. Any retirement pension calculated under the Maryland benefit formula cannot be less than the Accrued Benefit derived from Employee Mandatory Contributions.

12. Virginia Merger

Effective October 31, 1998, the assets and liabilities from the Automobile Club of Virginia Retirement Plan were merged into the Plan.

AAA Mid-Atlantic Defined Benefit Pension Plan

EIN: 23-0758010

PN: 001

13. Central-West Jersey Merger

Effective December 31, 2001, the assets and liabilities from the AAA Central-West Jersey, Inc. Pension Plan were merged into the Plan.

14. Pension Choice

Effective December 31, 2004, all participants had the option to move from this DB plan to a newly created DC plan. If a participant chose the DC plan, the participant's DB benefit became frozen at December 31, 2004 and the corresponding lump sum was transferred from this DB plan to the DC plan.

15. Plan Benefit Formula Change

Effective December 31, 2009, the benefit formula was modified as discussed in #5 of this Section.

16. KIC

Effective December 31, 2010, the KIC (Insurance) group was sold; all active participants became vested terminations.

17. ACP Transfer

Effective March 31, 2012, approximately 75 participants from this plan were transferred to ACP Services.

II. Changes in Plan Provisions Since Prior Valuation

Lump sum option was added, as described above (see #10).

PN: 001

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Shortfall Amortization Charges for 2016

This schedule shows the Shortfall Amortization Charge (SAC), which is the Funding Shortfall (FS) amortized over a period of seven years.

To determine the Plan Funding Percentage for the Shortfall Amortization Base Exemption, plan assets are reduced by the Prefunding Balance, as shown below.

- $$\begin{aligned} & (\text{Assets} - \text{Prefunding Balance}) / \text{Funding Target} \\ & = \\ & (174,804,032 - 0) / 164,076,967 = 106.54\% \end{aligned}$$

Since the funding percentage of 106.54% (also shown in Schedule C, #6) is greater than 100% for plan year 2016, a SAC is not needed for 2016.

Actuarial Assumptions and Methods

This schedule summarizes the actuarial assumptions and cost methods used for the valuation.

I. Actuarial Assumptions for Cost Calculations

Interest

Funding: Funding Segment Rates under MAP-21/HATFA of 4.43%, 5.91%, 6.65%

(In the prior valuation, the rates were 4.72%, 6.11%, 6.81%.)

Maximum Contribution (Pre-Map21): IRC 430(h) Funding Segment Rates of 1.41%, 3.96%, 4.97% (Last year's were 1.22%, 4.11%, 5.20%.)

ASC 960: 2.75% (Prior interest rate was 2.75%.)

PBGC Segment Rates under the Standard Method: 1.82%, 4.12%, 5.01%

(Last year's rates were 1.48%, 3.77%, 4.79%.)

Salary Increases

3.0% per annum, compounded annually.

Social Security Taxable Wage Base

Assumed to increase by 3.0% per year, compounded annually.

Cost of Living Increases

Annual cost of living adjustment no greater than 3.0% per annum, compounded annually; applicable only to the frozen December 31, 1992 Maryland benefit and the frozen December 31, 2001 Central-West Jersey benefit.

Mortality

(a) RP 2014 Table for ASC 960 (FAS 35) purposes

(b) RP 2000 for annuitants and non-annuitants, projected to 2016, for ASC 715-30, funding and PBGC purposes

Withdrawal

Withdrawal rates which vary by age were assumed. Sample rates are illustrated below:

<i>Age</i>	<i>Male</i>	<i>Female</i>
25	5.0%	10.0%
30	5.0	10.0
35	5.0	5.0
40	5.0	5.0
45	5.0	5.0
50	5.0	5.0
55	2.5	2.5
60	0.0	0.0

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 **PN: 001**

A loading factor based on service was applied to the above age-based rates. The factors are as illustrated below:

<i>Service</i>	<i>Factor</i>
1 year	2.00
2 years	1.50
3 years	1.25
4 years and later	1.05

Retirement

All active participants were assumed to retire at Normal Retirement Age or immediately if currently older than Normal Retirement Age.

Disability

No disability rates were assumed.

Spouses

85% of the active participants were assumed to be married with wives 3 years younger than husbands.

Expenses

None assumed. Expenses were assumed to be paid directly by the employer.

Asset Valuation Method

Market value.

II. Actuarial Assumptions for Calculation of Actuarial Present Value of Accumulated Plan Benefits

Same as above except no future salary or taxable wage base increases were assumed.

III. Actuarial Cost Methods

For funding and ASC 960 (FAS 35) purposes, the Unit Credit Actuarial Cost Method was used to determine the actuarial present value of accumulated plan benefits (both vested and non-vested) as of the valuation date.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 PN: 001

Line 19 – Discounted Employer Contributions

for 2016 Plan Year

<u>Minimum Funding Contribution assuming paid on 1/1/2017</u>	<u>Effective Interest Rate</u>	<u>Actual Payment (w/Date made)</u>
\$1,632,472	6.14%	\$ 1,750,000 (03/01/2017)
1,616,340		1,750,000 (05/01/2017)
1,596,398		1,750,000 (07/15/2017)
<u>1,580,622</u>		<u>1,750,000</u> (09/14/2017)
\$6,425,831		\$7,000,000

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 Plan: 001
Schedule H, Line 4i – Schedule of Assets (Held at Year End)
December 31, 2016

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Shares Held, Collateral, Par or Maturity Value	Cost	Current Value
Short-term money market funds			
* Wells Fargo Blackrock – Institutional Fund	Money Market	\$ 8,701,809	\$ 8,701,809
* Discover Money Market	Money Market	1,083,723	1,083,723 **
* PNC Money Market	Money Market	340	340 **
* Total short-term money market funds		<u>9,785,872</u>	<u>9,785,872</u>
Common/collective funds			
* Wells Fargo/Federated Total Return Bond	1,172,404 shares	11,988,220	12,247,634
* Wells Fargo/Lazard International Equity	749,349 shares	6,924,658	7,005,590
* Wells Fargo Blackrock S&P 500 Index	979,095 shares	15,198,134	17,240,096
* Wells Fargo Blackrock S&P Midcap Index	962,057 shares	14,326,089	17,319,524
* Wells Fargo Causeway International Value	475,868 shares	4,835,186	5,227,031
* Wells Fargo Core Bond	2,263,294 shares	24,407,651	24,520,752
* Wells Fargo Dodge & Cox Intermediate Bond	1,161,266 shares	11,761,620	12,239,512
* Wells Fargo MFS Value	359,908 shares	5,981,228	6,911,601
* Wells Fargo Multi-Manager Small Cap.	625,248 shares	9,862,182	12,139,695
* Wells Fargo T Rowe Price Inst. Equity Mgd.	387,143 shares	4,304,072	5,171,691
* Wells Fargo T Rowe Price Inst. LCG Mgd.	348,467 shares	6,144,044	6,891,136
Total common/collective funds		<u>115,733,084</u>	<u>126,914,262</u>
Mutual funds			
Advisors Inner Circle Fund	158,120 shares	2,330,468	2,605,812
Alps/Core Commodity Management Comp	577,809 shares	3,864,446	4,391,352
Delaware US Growth Fund Inst.	326,895 shares	7,808,642	7,387,831
Harbor Fund	89,802 shares	5,181,217	5,245,338
Metropolitan West Funds	163,566 shares	12,546,197	12,252,347
Oppenheimer Developing Markets Fund	83,377 shares	2,483,939	2,664,718
Vanguard REIT Index Fund - Inst.	245,958 shares	4,346,388	4,449,373
Total mutual funds		<u>38,561,297</u>	<u>38,996,771</u>
Preferred stocks			
Washington Mutual Inc.	1,000 shares	1	1,000
Total preferred stocks		<u>1</u>	<u>1,000</u>
Total investments		<u>\$ 164,080,254</u>	<u>\$ 175,697,905</u>

*Party-in-interest

**Not included within the Wells Fargo Bank N.A. certification

Except as noted above, the remaining information has been certified as complete and accurate by Wells Fargo Bank N.A, the Custodian of the Plan.

AAA Mid-Atlantic Defined Benefit Pension Plan
EIN: 23-0758010 Plan: 001
Schedule H, Line 4j – Schedule of Reportable Transactions
Year Ended December 31, 2016

Identity of Party Involved	Description of Investment	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (3) – A Series of transactions in excess of 5% of plan assets						
Discover Money Market	Money Market	\$ 24,750,403	\$ -	\$ 24,750,403	\$ 24,750,403	\$ -
Wells Fargo Core Bond Fund	Common, and collective funds	\$ 25,526,310	\$ -	\$ 25,526,310	\$ 25,526,310	\$ -
Wells Fargo Blackrock S&P Midcap Index	Common, and collective funds	\$ 17,177,529	\$ -	\$ 17,177,529	\$ 17,177,529	\$ -
Wells Fargo Blackrock S&P 500 Index	Common, and collective funds	\$ 23,707,358	\$ -	\$ 23,707,358	\$ 23,707,358	\$ -
Wells Fargo Dodge & Cox Intermediate Bond	Common, and collective funds	\$ 12,588,270	\$ -	\$ 12,588,270	\$ 12,588,270	\$ -
Wells Fargo Total Return Bond	Common, and collective funds	\$ 12,689,090	\$ -	\$ 12,689,090	\$ 12,689,090	\$ -
Wells Fargo Multi-Manager Small Cap	Common, and collective funds	\$ 13,067,510	\$ -	\$ 13,067,510	\$ 13,067,510	\$ -
Wells Fargo ISHARES Russell Mid Cap	Common, and collective funds	\$ -	\$ 12,059,489	\$ 9,182,630	\$ 12,059,489	\$ 2,876,859
Metropolitan West Total Return Bond	Common, and collective funds	\$ 13,314,278	\$ -	\$ 13,314,278	\$ 13,314,278	\$ -

There were no category (1), (2), or (4) reportable transactions during 2016.

Columns for "Lease Rental" and "Expense Incurred with Transaction" are not applicable.

The information has been certified as complete and accurate by Wells Fargo Bank N.A, the Custodian of the Plan.