

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>EMPLOYEES 401(K) PLAN OF BERT-CO INDUSTRIES, INC.</u>	1b	Three-digit plan number (PN) ► <u>002</u>
		1c	Effective date of plan <u>04/01/1985</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>BERT-CO INDUSTRIES, INC.</u> <u>2150 S. PARCO AVENUE</u> <u>P.O. BOX 4150</u> <u>ONTARIO, CA 91761</u>		2b Employer Identification Number (EIN) <u>95-3947637</u> 2c Plan Sponsor's telephone number <u>323-669-5826</u> 2d Business code (see instructions) <u>323100</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2017	ROSE VAN DER ZANDEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2017	ROSE VAN DER ZANDEN
	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.

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 218
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) 164 6a(2) 158 6b 6 6c 47 6d 211 6e 1 6f 212 6g 177 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H 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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.
For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan EMPLOYEES 401(K) PLAN OF BERT-CO INDUSTRIES, INC.	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BERT-CO INDUSTRIES, INC.	D Employer Identification Number (EIN) 95-3947637	

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

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

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 37 52	NONE	23071	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

A Name of plan <u>EMPLOYEES 401(K) PLAN OF BERT-CO INDUSTRIES, INC.</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BERT-CO INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>95-3947637</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: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>23-2186884-022</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>3486874</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>EMPLOYEES 401(K) PLAN OF BERT-CO INDUSTRIES, INC.</u>	B Three-digit plan number (PN) <u>002</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BERT-CO INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>95-3947637</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	330694	300914
(9) Value of interest in common/collective trusts	1c(9)	3465163	3486874
(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)	8015163	8463547
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	11811020 12251335
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	11811020 12251335

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	
	(B) Participants	2a(1)(B)	468046
	(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)	468046
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	13848
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	13848
(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)	193509
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	193509
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		65080
(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)		461183
c Other income.....	2c		353
d Total income. Add all income amounts in column (b) and enter total.....	2d		1202019

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	738726	
(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)		738726
f Corrective distributions (see instructions)	2f		797
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)	22181	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		22181
j Total expenses. Add all expense amounts in column (b) and enter total	2j		761704

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		440315
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: SMITH, JOANOU & GREGSON, LLP

(2) EIN: 95-3322166

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

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

Part V Trust Information

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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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>EMPLOYEES 401(K) PLAN OF BERT-CO INDUSTRIES, INC.</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BERT-CO INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>95-3947637</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): <u>23-2186884</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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



**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Financial Statements
and
Supplementary Information
Years Ended December 31, 2015 and 2014
(With Independent Auditors' Report Thereon)**

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 <u>Supplementary Information:</u>	
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of the
Employees' 401(k) Plan of Bert-Co Industries, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Employees' 401(k) Plan of Bert-Co Industries, Inc. (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years ended December 31, 2015 and 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Vanguard Fiduciary Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2015 and 2014, that the information provided to the plan administrator by the custodian is complete and accurate.

INDEPENDENT AUDITOR'S REPORT
(Continued)

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule 1 as of December 31, 2015 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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



October 8, 2016

Kushner, Smith, Joanou, and Gregson, LLP
100 Spectrum Center Drive, Suite 1000, Irvine, California 92618

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Statements of Net Assets Available for Benefits
December 31, 2015 and 2014**

ASSETS

	<u>2015</u>	<u>2014</u>
Investments, at fair value (Notes 3, 4, 5 and 6):		
Common/collective trust	\$ 3,523,720	\$ 3,973,741
Registered investment company	<u>8,015,163</u>	<u>8,834,783</u>
Total investments at fair value	<u>11,538,883</u>	<u>12,808,524</u>
Notes receivable from participants	<u>330,694</u>	<u>382,106</u>
Total assets	<u>11,869,577</u>	<u>13,190,630</u>

LIABILITIES

Corrective distributions payable	<u>--</u>	<u>15,650</u>
Net assets available for benefits, at fair value	11,869,577	13,174,980
Adjustments from fair value to contract value for fully benefit-responsive investment contract (Note 6)	<u>(58,557)</u>	<u>(118,350)</u>
Net assets available for benefits, at contract value	<u>\$ 11,811,020</u>	<u>\$ 13,056,630</u>

See accompanying notes to financial statements

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Statements of Changes in Net Assets
Available for Benefits
Years Ended December 31, 2015 and 2014**

	<u>2015</u>	<u>2014</u>
Additions to net assets attributed to:		
Contributions:		
Participants	\$ <u>500,531</u>	\$ <u>555,093</u>
Interest income on notes receivable from participants	<u>17,093</u>	<u>20,660</u>
Investment income:		
Net (depreciation) appreciation in fair value of investments (Note 3)	(213,397)	461,398
Interest and dividends	257,488	259,187
Other	<u>37</u>	<u>14</u>
Total investment income	<u>44,128</u>	<u>720,599</u>
Total additions	<u>561,752</u>	<u>1,296,352</u>
Deductions from net assets attributed to:		
Benefits paid to participants	1,803,854	968,530
Corrective distributions	995	15,650
Administration expenses	<u>2,513</u>	<u>2,500</u>
Total deductions	<u>1,807,362</u>	<u>986,680</u>
Net (decrease) increase in assets	(1,245,610)	309,672
Net assets available for benefits:		
Beginning of year	<u>13,056,630</u>	<u>12,746,958</u>
End of year	\$ <u><u>11,811,020</u></u>	\$ <u><u>13,056,630</u></u>

See accompanying notes to financial statements

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
December 31, 2015 and 2014**

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Employees' 401(k) Plan of Bert-Co Industries, Inc. (the Plan) is provided for general information purposes. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution profit sharing plan for the eligible employees of Bert-Co Industries, Inc. (the "Company"). The Plan has a pre-tax salary reduction provision as defined under Section 401 of the Internal Revenue Code (IRC). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan was established on April 1, 1985 and most recently amended on March 21, 2016.

Participant Eligibility - The Company's employees are eligible to participate in the Plan on their date of hire.

Contributions - Participants may contribute a percentage of their pretax compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions (rollovers) from other qualified benefit plans. Participants direct the investment of all contributions to their account into various investment options offered by the Plan. The Company may also match participant contributions in an amount set by the Company which is determined and allocated at the end of the year. In addition, the Company, at its option, may contribute a portion of its current profits. For the years ended December 31, 2015 and 2014, the Company elected not to contribute any matching contributions or profit sharing contributions.

Automatic Enrollment - The Plan as amended on January 1, 2009 allows automatic enrollment of eligible participants. Automatic Enrollment provides that, in the absence of an employee election to the contrary, the employer automatically withholds a 3.0% 401(k) deferral from employee's paycheck. In addition, on an annual basis, each participant with a deemed deferral rate of less than 6% will have his or her elective deferral rate increased by 1% up to a maximum deemed elective deferral rate of 6%. This amendment applies to all employees meeting the eligibility requirement including those employees who were eligible prior to the amendment. Participants may elect to opt out of the automatic enrollment feature.

Participant Accounts - Participant accounts are credited with the participants' contributions and allocations of (a) the Company's profit sharing contributions, (b) the Company's matching contributions, and (c) Plan earnings. Allocations are based on participant earnings, participant contributions, or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(Note 1 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Vesting - Participants are immediately 100 percent vested in their own contributions plus actual earnings thereon. Vesting in the portion of their account from the Company's contributions is based on years of continuous service. A participant is 100% vested after six years of credited service. In addition, participants will become 100% vested upon attaining the age of 59 ½, death, or disability.

Notes Receivable from Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance. The notes receivable are secured by the vested balance in the participant's account, and bear interest at rates that are commensurate with local prevailing rates, as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

Benefit Payments - On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, an annuity, or periodic installments over a period not to exceed certain prescribed life expectancy limits.

Forfeitures - At December 31, 2015 and 2014, the Plan had forfeited non-vested accounts of \$303 and \$2,122, respectively. During the years ended December 31, 2015 and 2014, there were no forfeitures reallocated among the remaining participants.

Administrative Expenses - Administrative expenses are paid by the Plan sponsor.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Presentation - The financial statements have been prepared in compliance with the Department of Labor Rules and Regulations for reporting and disclosure under ERISA.

Basis of Accounting - The financial statements have been prepared on the accrual basis of accounting.

(Note 2 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (Continued)

Valuation of Investments - The Plan's investments are carried at fair value, as reported by the custodian and have been certified complete and accurate by the Plan's custodian. Fair values are based primarily on quotations obtained from active markets. The change in investments during the period is the difference between current fair value and the cost of the investments and is reflected in the Statements of Changes in Net Assets Available for Benefits as appreciation or depreciation in the aggregate fair value of investments. Purchases and sales of investments are recorded on a trade-date basis.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis (Note 6).

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Risks and Uncertainties - The Plan provides for various investment options in any combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investments securities, it is possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events - The Plan evaluated subsequent events through October 8, 2016, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 3 - INVESTMENTS

The following Plan investments as of December 31, 2015 and 2014 are summarized as follows:

		<u>2015</u>	<u>2014</u>
Investments greater than five percent of the Plan's net assets:			
Vanguard	500 Index Investment Fund	\$ 1,368,692	\$ 1,678,172
Vanguard	Mid-Cap Index Fund	858,308	874,947
Vanguard	Retirement Savings Trust	3,523,720	3,973,741
Vanguard	Total Bond Market Index Fund	<u>728,145</u>	<u>675,208</u>
		6,478,865	7,202,068
Aggregate of investments less than five percent of the Plan's net assets			
		<u>5,060,018</u>	<u>5,606,456</u>
		<u>\$ 11,538,883</u>	<u>\$ 12,808,524</u>

During the years ended 2015 and 2014, the Plan's investments (including, gains and losses on investments bought, sold, and held during the year) (depreciated) appreciated in value as follows:

	<u>2015</u>	<u>2014</u>
Common/collective trusts	\$ 68,557	\$ 75,259
Registered investment companies	<u>(281,954)</u>	<u>386,139</u>
	<u>\$ (213,397)</u>	<u>\$ 461,398</u>

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 4 - FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

(Note 4 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered investment companies (Mutual funds): Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trust: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, 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.

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

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015 and 2014:

<i>Assets at Fair Value as of December 31, 2015</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Balanced funds	\$ 1,944,898	\$ --	\$ --	\$ 1,944,898
Fixed income funds	1,203,933	--	--	1,203,933
Domestic funds	4,019,430	--	--	4,019,430
International funds	<u>846,902</u>	<u>--</u>	<u>--</u>	<u>846,902</u>
	8,015,163	--	--	8,015,163
Common/collective trust	<u>--</u>	<u>3,523,720</u>	<u>--</u>	<u>3,523,720</u>
Total assets at fair value	\$ <u>8,015,163</u>	\$ <u>3,523,720</u>	\$ <u>--</u>	\$ <u>11,538,883</u>

<i>Assets at Fair Value as of December 31, 2014</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Balanced funds	\$ 2,176,888	\$ --	\$ --	\$ 2,176,888
Fixed income funds	1,142,993	--	--	1,142,993
Domestic funds	4,587,366	--	--	4,587,366
International funds	<u>927,536</u>	<u>--</u>	<u>--</u>	<u>927,536</u>
	8,834,783	--	--	8,834,783
Common/collective trust	<u>--</u>	<u>3,973,741</u>	<u>--</u>	<u>3,973,741</u>
Total assets at fair value	\$ <u>8,834,783</u>	\$ <u>3,973,741</u>	\$ <u>--</u>	\$ <u>12,808,524</u>

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 5 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Vanguard Fiduciary Trust Company, the custodian of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014.
- Net (depreciation) appreciation in fair value of investments, interest and dividends reflected on the accompanying Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2015 and 2014.

NOTE 6 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan entered into a benefit-responsive investment contract with Vanguard Fiduciary Trust Company (Vanguard). Vanguard maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by Vanguard. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2015 and 2014 was \$3,523,720 and \$3,973,741, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a semi-annual basis for resetting.

(Note 6 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 6 - INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

NOTE 7 - PLAN TERMINATION

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

NOTE 8 - TAX STATUS

The Plan has been notified by the Internal Revenue Service that it constitutes a qualified employee benefit plan under the Internal Revenue Code and, as such, is exempt from income taxes. The Plan has been amended since the notification; however, the Plan Administrator does not anticipate that changes in the Plan after the date of the notification by the Internal Revenue Service will affect the qualified and tax-exempt status of the Plan.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2012.

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 9 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds and units of a common collective trust managed by Vanguard Fiduciary Trust Company. Vanguard Fiduciary Trust Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Additionally, notes receivable from participants are considered exempt party-in-interest transactions.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>2015</u>	<u>2014</u>
Net assets available for benefits per the financial statements	\$ 11,869,577	\$ 13,174,980
Add: Corrective distributions payable not recorded on Form 5500	--	15,650
Less: Current year fair value adjustment for fully benefit responsive investment contract	<u>(58,557)</u>	<u>(118,350)</u>
Net assets available for benefits per the Form 5500	<u>\$ 11,811,020</u>	<u>\$ 13,072,280</u>

The following is a reconciliation of the beginning net assets per the financial statements to the Form 5500:

	<u>2015</u>	<u>2014</u>
Total beginning net assets per the financial statements	\$ 13,056,630	\$ 12,746,958
Add: Prior year corrective distributions payable not recorded on Form 5500	15,650	--
Add: Prior year fair value adjustment for fully benefit responsive investment contract	<u>--</u>	<u>127,399</u>
Total beginning net assets per the Form 5500	<u>\$ 13,072,280</u>	<u>\$ 12,874,357</u>

(Note 10 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

**NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500
(Continued)**

The following is a reconciliation of the net appreciation in fair value of investments per the financial statements to the Form 5500:

	<u>2014</u>
Net appreciation in fair value of investments per the financial statements	\$ 461,398
Less: Prior year fair value adjustment for fully benefit responsive investment contract	<u>(127,399)</u>
Net appreciation in fair value of investments per the Form 5500	\$ <u><u>333,999</u></u>

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Supplementary Information
December 31, 2015**

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

EIN # 95-3947637

PN #002

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value	
* Vanguard	500 Index Investment Fund	N/A	\$	1,368,692
* Vanguard	Balanced Index Investment Fund	N/A		256,093
* Vanguard	Explorer Fund	N/A		304,427
* Vanguard	Inflation Protected Secs Fund	N/A		24,115
* Vanguard	International Value Fund	N/A		499,353
* Vanguard	Mid-Cap Index Fund	N/A		858,308
* Vanguard	Prime Money Market Fund	N/A		451,673
* Vanguard	REIT Index Fund	N/A		260,930
* Vanguard	Small-Cap Index Investment Fund	N/A		366,872
* Vanguard	Small-Cap Value Index Fund	N/A		67,625
* Vanguard	Target Retirement 2010 Fund	N/A		13,233
* Vanguard	Target Retirement 2015 Fund	N/A		54,306
* Vanguard	Target Retirement 2020 Fund	N/A		369,807
* Vanguard	Target Retirement 2025 Fund	N/A		123,583
* Vanguard	Target Retirement 2030 Fund	N/A		292,696
* Vanguard	Target Retirement 2035 Fund	N/A		379,028
* Vanguard	Target Retirement 2040 Fund	N/A		255,947
* Vanguard	Target Retirement 2045 Fund	N/A		40,456
* Vanguard	Target Retirement 2050 Fund	N/A		64,342
* Vanguard	Target Retirement 2055 Fund	N/A		1,123
* Vanguard	Target Retirement Income Fund	N/A		94,285
* Vanguard	Total Bond Market Index Fund	N/A		728,145
* Vanguard	Total International Stock Index Fund	N/A		347,549
* Vanguard	U.S. Growth Fund	N/A		542,484
* Vanguard	Windsor II Fund Investment Fund	N/A		250,091
* Vanguard	Retirement Savings Trust	N/A		3,465,163
Total investments				11,480,326
Interest rates are 5% on all notes receivable				
* Notes receivable from participants	from participants with maturity dates through May 2020.	--		330,694
Total assets held for investment purposes at end of year				\$ 11,811,020

* - Party-in-interest as defined by ERISA for which a statutory exemption exists.

N/A - Information not required for participant-directed investments.



**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Financial Statements
and
Supplementary Information
Years Ended December 31, 2015 and 2014
(With Independent Auditors' Report Thereon)**

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of the
Employees' 401(k) Plan of Bert-Co Industries, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Employees' 401(k) Plan of Bert-Co Industries, Inc. (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years ended December 31, 2015 and 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Vanguard Fiduciary Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2015 and 2014, that the information provided to the plan administrator by the custodian is complete and accurate.

INDEPENDENT AUDITOR'S REPORT
(Continued)

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule 1 as of December 31, 2015 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

: *Kushner, Smith, Joanou, and Gregson, LLP*

October 8, 2016

Kushner, Smith, Joanou, and Gregson, LLP
100 Spectrum Center Drive, Suite 1000, Irvine, California 92618

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Statements of Net Assets Available for Benefits
December 31, 2015 and 2014**

ASSETS

	<u>2015</u>	<u>2014</u>
Investments, at fair value (Notes 3, 4, 5 and 6):		
Common/collective trust	\$ 3,523,720	\$ 3,973,741
Registered investment company	<u>8,015,163</u>	<u>8,834,783</u>
Total investments at fair value	<u>11,538,883</u>	<u>12,808,524</u>
Notes receivable from participants	<u>330,694</u>	<u>382,106</u>
Total assets	<u>11,869,577</u>	<u>13,190,630</u>

LIABILITIES

Corrective distributions payable	<u>--</u>	<u>15,650</u>
Net assets available for benefits, at fair value	11,869,577	13,174,980
Adjustments from fair value to contract value for fully benefit-responsive investment contract (Note 6)	<u>(58,557)</u>	<u>(118,350)</u>
Net assets available for benefits, at contract value	<u>\$ 11,811,020</u>	<u>\$ 13,056,630</u>

See accompanying notes to financial statements

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Statements of Changes in Net Assets
Available for Benefits
Years Ended December 31, 2015 and 2014**

	<u>2015</u>	<u>2014</u>
Additions to net assets attributed to:		
Contributions:		
Participants	\$ <u>500,531</u>	\$ <u>555,093</u>
Interest income on notes receivable from participants	<u>17,093</u>	<u>20,660</u>
Investment income:		
Net (depreciation) appreciation in fair value of investments (Note 3)	(213,397)	461,398
Interest and dividends	257,488	259,187
Other	<u>37</u>	<u>14</u>
Total investment income	<u>44,128</u>	<u>720,599</u>
Total additions	<u>561,752</u>	<u>1,296,352</u>
Deductions from net assets attributed to:		
Benefits paid to participants	1,803,854	968,530
Corrective distributions	995	15,650
Administration expenses	<u>2,513</u>	<u>2,500</u>
Total deductions	<u>1,807,362</u>	<u>986,680</u>
Net (decrease) increase in assets	(1,245,610)	309,672
Net assets available for benefits:		
Beginning of year	<u>13,056,630</u>	<u>12,746,958</u>
End of year	\$ <u>11,811,020</u>	\$ <u>13,056,630</u>

See accompanying notes to financial statements

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
December 31, 2015 and 2014**

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Employees' 401(k) Plan of Bert-Co Industries, Inc. (the Plan) is provided for general information purposes. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution profit sharing plan for the eligible employees of Bert-Co Industries, Inc. (the "Company"). The Plan has a pre-tax salary reduction provision as defined under Section 401 of the Internal Revenue Code (IRC). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan was established on April 1, 1985 and most recently amended on March 21, 2016.

Participant Eligibility - The Company's employees are eligible to participate in the Plan on their date of hire.

Contributions - Participants may contribute a percentage of their pretax compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions (rollovers) from other qualified benefit plans. Participants direct the investment of all contributions to their account into various investment options offered by the Plan. The Company may also match participant contributions in an amount set by the Company which is determined and allocated at the end of the year. In addition, the Company, at its option, may contribute a portion of its current profits. For the years ended December 31, 2015 and 2014, the Company elected not to contribute any matching contributions or profit sharing contributions.

Automatic Enrollment - The Plan as amended on January 1, 2009 allows automatic enrollment of eligible participants. Automatic Enrollment provides that, in the absence of an employee election to the contrary, the employer automatically withholds a 3.0% 401(k) deferral from employee's paycheck. In addition, on an annual basis, each participant with a deemed deferral rate of less than 6% will have his or her elective deferral rate increased by 1% up to a maximum deemed elective deferral rate of 6%. This amendment applies to all employees meeting the eligibility requirement including those employees who were eligible prior to the amendment. Participants may elect to opt out of the automatic enrollment feature.

Participant Accounts - Participant accounts are credited with the participants' contributions and allocations of (a) the Company's profit sharing contributions, (b) the Company's matching contributions, and (c) Plan earnings. Allocations are based on participant earnings, participant contributions, or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(Note 1 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Vesting - Participants are immediately 100 percent vested in their own contributions plus actual earnings thereon. Vesting in the portion of their account from the Company's contributions is based on years of continuous service. A participant is 100% vested after six years of credited service. In addition, participants will become 100% vested upon attaining the age of 59 ½, death, or disability.

Notes Receivable from Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance. The notes receivable are secured by the vested balance in the participant's account, and bear interest at rates that are commensurate with local prevailing rates, as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

Benefit Payments - On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, an annuity, or periodic installments over a period not to exceed certain prescribed life expectancy limits.

Forfeitures - At December 31, 2015 and 2014, the Plan had forfeited non-vested accounts of \$303 and \$2,122, respectively. During the years ended December 31, 2015 and 2014, there were no forfeitures reallocated among the remaining participants.

Administrative Expenses - Administrative expenses are paid by the Plan sponsor.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Presentation - The financial statements have been prepared in compliance with the Department of Labor Rules and Regulations for reporting and disclosure under ERISA.

Basis of Accounting - The financial statements have been prepared on the accrual basis of accounting.

(Note 2 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (Continued)

Valuation of Investments - The Plan's investments are carried at fair value, as reported by the custodian and have been certified complete and accurate by the Plan's custodian. Fair values are based primarily on quotations obtained from active markets. The change in investments during the period is the difference between current fair value and the cost of the investments and is reflected in the Statements of Changes in Net Assets Available for Benefits as appreciation or depreciation in the aggregate fair value of investments. Purchases and sales of investments are recorded on a trade-date basis.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis (Note 6).

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Risks and Uncertainties - The Plan provides for various investment options in any combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investments securities, it is possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events - The Plan evaluated subsequent events through October 8, 2016, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 3 - INVESTMENTS

The following Plan investments as of December 31, 2015 and 2014 are summarized as follows:

		<u>2015</u>	<u>2014</u>
Investments greater than five percent of the Plan's net assets:			
Vanguard	500 Index Investment Fund	\$ 1,368,692	\$ 1,678,172
Vanguard	Mid-Cap Index Fund	858,308	874,947
Vanguard	Retirement Savings Trust	3,523,720	3,973,741
Vanguard	Total Bond Market Index Fund	<u>728,145</u>	<u>675,208</u>
		6,478,865	7,202,068
Aggregate of investments less than five percent of the Plan's net assets			
		<u>5,060,018</u>	<u>5,606,456</u>
		<u>\$ 11,538,883</u>	<u>\$ 12,808,524</u>

During the years ended 2015 and 2014, the Plan's investments (including, gains and losses on investments bought, sold, and held during the year) (depreciated) appreciated in value as follows:

	<u>2015</u>	<u>2014</u>
Common/collective trusts	\$ 68,557	\$ 75,259
Registered investment companies	<u>(281,954)</u>	<u>386,139</u>
	<u>\$ (213,397)</u>	<u>\$ 461,398</u>

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 4 - FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

(Note 4 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered investment companies (Mutual funds): Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trust: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, 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.

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

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015 and 2014:

<i>Assets at Fair Value as of December 31, 2015</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Balanced funds	\$ 1,944,898	\$ --	\$ --	\$ 1,944,898
Fixed income funds	1,203,933	--	--	1,203,933
Domestic funds	4,019,430	--	--	4,019,430
International funds	<u>846,902</u>	<u>--</u>	<u>--</u>	<u>846,902</u>
	8,015,163	--	--	8,015,163
Common/collective trust	<u>--</u>	<u>3,523,720</u>	<u>--</u>	<u>3,523,720</u>
Total assets at fair value	\$ <u>8,015,163</u>	\$ <u>3,523,720</u>	\$ <u>--</u>	\$ <u>11,538,883</u>

<i>Assets at Fair Value as of December 31, 2014</i>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Balanced funds	\$ 2,176,888	\$ --	\$ --	\$ 2,176,888
Fixed income funds	1,142,993	--	--	1,142,993
Domestic funds	4,587,366	--	--	4,587,366
International funds	<u>927,536</u>	<u>--</u>	<u>--</u>	<u>927,536</u>
	8,834,783	--	--	8,834,783
Common/collective trust	<u>--</u>	<u>3,973,741</u>	<u>--</u>	<u>3,973,741</u>
Total assets at fair value	\$ <u>8,834,783</u>	\$ <u>3,973,741</u>	\$ <u>--</u>	\$ <u>12,808,524</u>

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 5 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Vanguard Fiduciary Trust Company, the custodian of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014.
- Net (depreciation) appreciation in fair value of investments, interest and dividends reflected on the accompanying Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2015 and 2014.

NOTE 6 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan entered into a benefit-responsive investment contract with Vanguard Fiduciary Trust Company (Vanguard). Vanguard maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by Vanguard. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2015 and 2014 was \$3,523,720 and \$3,973,741, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a semi-annual basis for resetting.

(Note 6 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 6 - INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

NOTE 7 - PLAN TERMINATION

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

NOTE 8 - TAX STATUS

The Plan has been notified by the Internal Revenue Service that it constitutes a qualified employee benefit plan under the Internal Revenue Code and, as such, is exempt from income taxes. The Plan has been amended since the notification; however, the Plan Administrator does not anticipate that changes in the Plan after the date of the notification by the Internal Revenue Service will affect the qualified and tax-exempt status of the Plan.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2012.

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

NOTE 9 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds and units of a common collective trust managed by Vanguard Fiduciary Trust Company. Vanguard Fiduciary Trust Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Additionally, notes receivable from participants are considered exempt party-in-interest transactions.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	<u>2015</u>	<u>2014</u>
Net assets available for benefits per the financial statements	\$ 11,869,577	\$ 13,174,980
Add: Corrective distributions payable not recorded on Form 5500	--	15,650
Less: Current year fair value adjustment for fully benefit responsive investment contract	<u>(58,557)</u>	<u>(118,350)</u>
Net assets available for benefits per the Form 5500	<u>\$ 11,811,020</u>	<u>\$ 13,072,280</u>

The following is a reconciliation of the beginning net assets per the financial statements to the Form 5500:

	<u>2015</u>	<u>2014</u>
Total beginning net assets per the financial statements	\$ 13,056,630	\$ 12,746,958
Add: Prior year corrective distributions payable not recorded on Form 5500	15,650	--
Add: Prior year fair value adjustment for fully benefit responsive investment contract	<u>--</u>	<u>127,399</u>
Total beginning net assets per the Form 5500	<u>\$ 13,072,280</u>	<u>\$ 12,874,357</u>

(Note 10 continued on the following page)

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Notes to Financial Statements
(Continued)
December 31, 2015 and 2014**

**NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500
(Continued)**

The following is a reconciliation of the net appreciation in fair value of investments per the financial statements to the Form 5500:

	<u>2014</u>
Net appreciation in fair value of investments per the financial statements	\$ 461,398
Less: Prior year fair value adjustment for fully benefit responsive investment contract	<u>(127,399)</u>
Net appreciation in fair value of investments per the Form 5500	\$ <u><u>333,999</u></u>

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Supplementary Information
December 31, 2015**

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

EIN # 95-3947637

PN #002

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value	
* Vanguard	500 Index Investment Fund	N/A	\$ 1,368,692	
* Vanguard	Balanced Index Investment Fund	N/A	256,093	
* Vanguard	Explorer Fund	N/A	304,427	
* Vanguard	Inflation Protected Secs Fund	N/A	24,115	
* Vanguard	International Value Fund	N/A	499,353	
* Vanguard	Mid-Cap Index Fund	N/A	858,308	
* Vanguard	Prime Money Market Fund	N/A	451,673	
* Vanguard	REIT Index Fund	N/A	260,930	
* Vanguard	Small-Cap Index Investment Fund	N/A	366,872	
* Vanguard	Small-Cap Value Index Fund	N/A	67,625	
* Vanguard	Target Retirement 2010 Fund	N/A	13,233	
* Vanguard	Target Retirement 2015 Fund	N/A	54,306	
* Vanguard	Target Retirement 2020 Fund	N/A	369,807	
* Vanguard	Target Retirement 2025 Fund	N/A	123,583	
* Vanguard	Target Retirement 2030 Fund	N/A	292,696	
* Vanguard	Target Retirement 2035 Fund	N/A	379,028	
* Vanguard	Target Retirement 2040 Fund	N/A	255,947	
* Vanguard	Target Retirement 2045 Fund	N/A	40,456	
* Vanguard	Target Retirement 2050 Fund	N/A	64,342	
* Vanguard	Target Retirement 2055 Fund	N/A	1,123	
* Vanguard	Target Retirement Income Fund	N/A	94,285	
* Vanguard	Total Bond Market Index Fund	N/A	728,145	
* Vanguard	Total International Stock Index Fund	N/A	347,549	
* Vanguard	U.S. Growth Fund	N/A	542,484	
* Vanguard	Windsor II Fund Investment Fund	N/A	250,091	
* Vanguard	Retirement Savings Trust	N/A	<u>3,465,163</u>	
Total investments			11,480,326	
Interest rates are 5% on all notes receivable				
* Notes receivable from participants	from participants with maturity dates through May 2020.	--	<u>330,694</u>	
Total assets held for investment purposes at end of year			\$ <u><u>11,811,020</u></u>	

* - Party-in-interest as defined by ERISA for which a statutory exemption exists.

N/A - Information not required for participant-directed investments.

**EMPLOYEES' 401(k) PLAN OF
BERT-CO INDUSTRIES, INC.**

**Supplementary Information
December 31, 2015**

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

EIN # 95-3947637

PN #002

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
*	Vanguard	500 Index Investment Fund	N/A	\$ 1,368,692
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*	Vanguard	Target Retirement 2040 Fund	N/A	255,947
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*	Vanguard	Windsor II Fund Investment Fund	N/A	250,091
*	Vanguard	Retirement Savings Trust	N/A	3,465,163
	Total investments			11,480,326
		Interest rates are 5% on all notes receivable		
*	Notes receivable from participants	from participants with maturity dates through May 2020.	--	330,694
	Total assets held for investment purposes at end of year			\$ 11,811,020

* - Party-in-interest as defined by ERISA for which a statutory exemption exists.

N/A - Information not required for participant-directed investments.