Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 02/01/2016 and ending 01/31/2017

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
S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1998

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)

S.R. FREEMAN, INC.

2380 S BASCOM AVENUE, SUITE 200
CAMPBELL, CA 95008

2b Employer Identification Number (EIN) 77-0489144

2c Plan Sponsor's telephone number 408-364-2200

2d Business code (see instructions) 236110

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.	11/15/2017	SHAYNE FREEMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] 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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5 Total number of participants at the beginning of the plan year	**5**	189
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	123
a(2) Total number of active participants at the end of the plan year	**6a(2)**	108
b Retired or separated participants receiving benefits	**6b**	
c Other retired or separated participants entitled to future benefits	**6c**	50
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	158
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	
f Total. Add lines **6d** and **6e**.	**6f**	158
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	158
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	15
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:

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 02/01/2016 and ending 01/31/2017

A Name of plan
S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
S.R. FREEMAN, INC.

D Employer Identification Number (EIN)
77-0489144

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

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A)

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	121944	165	02/01/2016	01/31/2017

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
33844	18973

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

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
SECURIAN FINANCIAL SERVICES, INC.
400 ROBERT STREET NORTH
ST. PAUL, MN 55101

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
33844			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
NICHOLAS PENSION CONSULTANT
10933 TRADE CENTER DRIVE
SUITE 100
CORDOVA, CA 95670

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
	4942	TPA FEES	5

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

NICHOLAS PENSION CONSULTANTS

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	14016	TPA COMPENSATION	5

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

NICHOLAS PENSION CONSULTANTS

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	15	OTHER ALLOWANCES	5

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6)Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**)			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs.

Part IV Provision of Information

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

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

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

For calendar plan year 2016 or fiscal plan year beginning 02/01/2016 and ending 01/31/2017

A Name of plan S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST	**B** Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 S.R. FREEMAN, INC.	**D** Employer Identification Number (EIN) 77-0489144

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

JOHN HANCOCK LIFE INSURANCE COMPANY

01-0233346

(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	RECORDKEEPER	526	Yes [ ] No [X]	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 [ ]

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.

For calendar plan year 2016 or fiscal plan year beginning 02/01/2016 and ending 01/31/2017

A Name of plan
S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
77-0489144

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

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

b Name of sponsor of entity listed in (a): T. ROWE PRICE RETIREMENT 2045

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)
01-0233346-000	P	1454

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

b Name of sponsor of entity listed in (a): T. ROWE PRICE RETIREMENT 2010

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)
01-0233346-000	P	1030

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

b Name of sponsor of entity listed in (a): DFA EMERGING MARKETS VALUE

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)
01-0233346-000	P	95630

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

b Name of sponsor of entity listed in (a): FRANKLIN SMALL-MID GROWTH

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)
01-0233346-000	P	154317

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

b Name of sponsor of entity listed in (a): INVESCO SMALL CAP GROWTH

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)
01-0233346-000	P	148949

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

b Name of sponsor of entity listed in (a): NEW WORLD FUND

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)
01-0233346-000	P	102344

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

b Name of sponsor of entity listed in (a): REAL EST. SECURITIES FUND

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)
01-0233346-000	P	119463

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): SMALL CAP INDEX FUND		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 142775
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): BLUE CHIP GROWTH FUND		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 488433
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): CAPITAL WORLD GROWTH & INCOME		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 153655
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): DIAMOND HILL SMALL-MID CAP		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 152577
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): EUROPACIFIC GROWTH FUND		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 169549
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): FUNDAMENTAL INVESTORS		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 260958
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): JOHN HANCOCK INTL GROWTH		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135801
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): JPMORGAN INTREPID MID CAP		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 143851
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): SMALLCAP WORLD FUND		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 163039
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK		
b Name of sponsor of entity listed in (a): TOTAL STOCK MARKET INDEX FUND		
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 242738

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

b Name of sponsor of entity listed in (a): WASHINGTON MUTUAL INVESTORS

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 507390

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

b Name of sponsor of entity listed in (a): ACTIVE BOND FUND

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 236804

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

b Name of sponsor of entity listed in (a): FEDERATED HIGH YIELD BOND

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65862

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

b Name of sponsor of entity listed in (a): PIMCO REAL RETURN

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 108216

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

b Name of sponsor of entity listed in (a): TEMPLETON GLOBAL BOND FUND

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57003

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK STABLE VAL

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13799

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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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 02/01/2016 and ending 01/31/2017

A Name of plan
S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
S.R. FREEMAN, INC.

D Employer Identification Number (EIN)
77-0489144

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reported 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	2700140	21864
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	389051	3172
(2) Participant contributions	1b(2)	10172	31158
(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)	192230	181936
(9) Value of interest in common/collective trusts	1c(9)		20546
(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)		3935143
(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	3291593	4193819
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3291593	4193819

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	205464	
	(B) Participants	2a(1)(B)	187318	
	(C) Others (including rollovers)	2a(1)(C)	133551	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		526333
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)	8332	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8332
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		602118
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1136783
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	193912	
(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)		193912
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	32337	
(3) Investment advisory and management fees	2i(3)	4942	
(4) Other	2i(4)	3366	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		40645
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		234557
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		902226
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: PETRINOVICH PUGH & COMPANY, LLP **(2)** EIN: 94-1668792

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		300000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

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

Part V Trust Information

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 02/01/2016 and ending 01/31/2017

A Name of plan
S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
S.R. FREEMAN, INC.

D Employer Identification Number (EIN)
77-0489144

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): 01-0233346

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

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

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

JANUARY 31, 2017 AND 2016

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

JANUARY 31, 2017 AND 2016

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PP&CO | PETRINOVICH PUGH & CO LLP
Certified Public Accountants and Consultants
333 W SANTA CLARA STREET SUITE 800 SAN JOSE CA 95113
408.287.7911 PHONE 408.297.7836 FAX WWW.PPANDCO.COM

INDEPENDENT AUDITORS' REPORT

To the 401(k) Plan Administrative Committee
S.R. Freeman, Inc. Profit Sharing Plan & Trust
Campbell, California

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of S.R. Freeman, Inc. Profit Sharing Plan & Trust (the Plan), which comprise the statements of net assets available for benefits as of January 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended January 31, 2017, and the related notes to the financial statements.

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

Auditors' Responsibility
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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note G, which were certified by a combination of the trustees of the Plan - Transamerica Life Insurance Company, through January 28, 2016, and John Hancock Life Insurance Company (U.S.A) as of, and for the year then ended January 31, 2017, and as of January 31, 2016, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold (or held) the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of, and for the years ended January 31, 2017 and 2016, that the information provided to the plan administrator by the trustees are complete and accurate.

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

Other Matter - Supplemental Schedule
The supplemental schedule of assets held for investment purposes at year end is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

Petrinovich Pugh & Company, LLP

Petrinovich Pugh & Company, LLP

San Jose, California
November 14, 2017

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

JANUARY 31, 2017 AND 2016

ASSETS:	2017	2016
Non-interest bearing cash	$ 21,864	$ 2,700,140
Investments at fair value:		
Mutual funds	3,935,143	-
Common/collective trust	20,546	-
Total investments at fair value	3,955,689	-
Receivables:		
Employer contributions receivable	3,172	389,051
Participant contributions receivable	31,158	10,172
Notes receivable from participants	181,936	192,230
Total receivables	216,266	591,453
Net assets available for benefits	$ 4,193,819	$ 3,291,593

See independent auditors' report and
accompanying notes to financial statements.

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED JANUARY 31, 2017

ADDITIONS:

Additions to net assets attributed to:		
Net appreciation in fair value of investments	$	602,118
Interest income on notes receivable from participants		8,332
Contributions:		
Employer contributions		205,464
Participant contributions		187,318
Rollover contributions		133,551
Total contributions		526,333
Total additions		1,136,783

DEDUCTIONS:

Deductions from net assets attributed to:		
Distributions to participants		193,912
Administrative expenses		37,278
Other expense		3,367
Total deductions		234,557
Net increase		902,226
Net assets available for benefits:		
Beginning of year		3,291,593
End of year	$	4,193,819

See independent auditors' report and
accompanying notes to financial statements.

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

NOTES TO THE FINANCIAL STATEMENTS

JANUARY 31, 2017 AND 2016

NOTE A - DESCRIPTION OF THE PLAN

The following description of the S.R. Freeman, Inc. Profit Sharing Plan & Trust (the Plan) provides only general information. Participants should refer to the Plan's adoption agreement and amendments for a more complete description of the Plan's provisions. The Plan year end is January 31, 2017.

General: The Plan, a defined contribution plan qualified under Section 401(k) and related provisions of the Internal Revenue Code, was established effective February 1, 1998. The Plan was designed to provide participants with a means to defer a portion of their compensation for retirement funds and to provide benefits in the event of disability, death or financial hardship. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan administrator: S.R. Freeman, Inc., (the Company) is the administrator of the Plan, and as such, carries out the duties imposed under ERISA. For the Plan year ended, January 31, 2017, and as of January 31, 2016, the Company has delegated the responsibility for the operation and administration of the Plan to Farmer and Betts and custodianship of the Plan assets to John Hancock Life Insurance Company (U.S.A.) (see Notes F and G). Prior to and through January 28th, 2016, the Company had delegated the responsibility for operation and administration of the Plan to Nicolas Pension, and custodianship of the Plan assets to Transamerica Life Insurance Company. Certain expenses of the Plan are paid by the Company. Administrative costs, including annual audit fees, paid by the Company amounted to $40,625 and $9,015 for the years ended January 31, 2017 and 2016, respectively. Administrative costs paid by the Plan were $37,278 and $12,400 for the years ended January 31, 2017 and 2016, respectively. In addition, during 2017 and 2016, certain administrative expenses reduced the net appreciation in fair value of investments.

Eligibility: All employees who are 18 years of age or older and have at least one year of service, and 1,000 hours, since the first day of employment are eligible to participate in the Plan. Employees are eligible to be entered into the Plan on February 1st or August 1st, of each plan year, once eligibility requirements have been met. Participants are automatically enrolled in the safe harbor employer contribution deferrals and the discretionary profit sharing contribution when eligibility requirements have been met.

Contributions: Contributions to a qualified plan are tax deferred and therefore are not included in a participant's compensation for federal income tax purposes until distributed to the participant. Under the Plan, participants may elect to contribute annually 100% of their annual compensation on a pretax basis up to a maximum of $18,000 for the years ended December 31, 2016 and 2015, respectively. The maximum contribution is normally adjusted annually by an inflation index. Eligible participants age 50 or older are permitted to make catch-up contributions. The maximum catch-up contributions were $6,000 for the years ended December 31, 2016 and 2015. The maximum catch-up contribution for each year is determined by the Internal Revenue Service. Participants are also allowed to rollover contributions from other qualified employer sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participants' directives.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Contributions (continued): The Plan includes employer safe harbor contributions equal to 3% of eligible wages and are paid to all participants automatically once eligibility requirements have been met. Safe harbor employer contributions of $205,464 and $239,074 were made for the years ended January 31, 2017 and 2016, respectively.

The Plan also allows for discretionary profit sharing contributions. There was no discretionary profit sharing contribution awarded by the Company for the year ended January 31, 2017. A discretionary profit sharing contribution of $379,906 was awarded by the Company for the year ended January 31, 2016. This discretionary profit sharing contribution was included in employer contributions receivable as of January 31, 2016 and was funded by the Company in September 2016.

Participant accounts: Each participant's account is credited with employer safe harbor contributions, any discretionary profit sharing contributions, and if applicable, the participants' contribution. In addition, an allocation of Plan earnings and administrative expenses are allocated based on the ratio of the participant's balance to all participants' account balances.

Vesting: The value of each participant's account is fully vested and non-forfeitable for salary deferrals, employer safe harbor contributions and rollover contributions as well as the interest earned on those dollars. The value of the employer discretionary profit sharing contributions vests at a rate of 20% per year based on the number of years of service, employees begin vesting after 2 years of service, and employees are 100% vested after 6 years of service.

Forfeitures: Forfeitures are created when participants terminate employment before they become 100% vested. Forfeitures can be applied to reduce employer contributions or pay administrative expenses incurred by the Plan. Forfeited unapplied non-vested accounts totaled $22,778 and $4,164 at January 31, 2017 and 2016, respectively.

Distributions to participants: Distributions from the Plan are available upon any of the following situations: termination of employment at the Company, retirement, total disability, death, or employee's reaching age 59-1/2. The Plan does not allow distributions for qualified financial hardship. All distributions from the Plan will be taxed as ordinary income for federal income tax purposes unless the participant elects to directly roll his or her distribution into an Individual Retirement Account (IRA) or the distribution qualifies for special tax treatment.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Notes receivable from participants: A participant may borrow an amount not to exceed the lesser of $50,000 (reduced by the highest outstanding loan balance incurred in the previous one-year period) or one-half the vested interest in the participant's account. The minimum loan amount is $1,000. The term of the loan shall not exceed five years except in the case of a loan for the purpose of purchasing the principal residence of the participant, in which case the term of a loan may not exceed 30 years. A participant may have no more than three loans outstanding at any one time.

Repayment of loans is accomplished through payroll deductions of both principal and interest. The interest rate is based upon a rate reasonable at the time of application, considering the purpose of the loan, credit worthiness and terms of the loan, and the rate being charged by representative commercial banks in the local area for a similar loan. The existing loans have an interest rate of 4.25%-4.50%. Loans are considered in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a loan is initially considered past due. In the event of default, death, disability or termination of employment, the entire outstanding principal and accrued interest shall be immediately due and payable. Foreclosure on the note and attachment of security will not occur until a distributable event occurs for the participant.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Investment valuation and income recognition: Investments are stated at fair value. For more information on valuation methods and inputs, please refer to Note F - Fair Value Measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when received. Dividends are recorded on the ex-dividend date interest income is recorded on the accrual basis. Net appreciation includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Payment of benefits: Benefits are recorded when paid.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New accounting pronouncements: In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient. This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures, and provides for a measurement-date practical expedient. Parts I and II are effective for fiscal years beginning after December 15, 2015 and should be applied retrospectively, with early application permitted. Part III is effective for fiscal years beginning after December 15, 2015 and should be applied prospectively, with early application permitted. Management has elected to adopt Parts I and II early. Parts (I) and (II) have been applied. Part (III) is not applicable to this Plan.

Subsequent events: Accounting Standards Codification (ASC) 855-10 *Subsequent Events* requires additional disclosure for events or transactions that occur after the statement of net assets available for benefits date. The Plan has no significant subsequent events as of November 14, 2017. The Plan has not evaluated subsequent events after this date, which is the date the financial statements were available to be issued.

NOTE C - INCOME TAX STATUS

The Company received a determination letter from the Internal Revenue Service on March 31, 2008 that the Plan qualifies under Sections 401(a) and 401(k) of the Internal Revenue Code and is therefore exempt from federal income taxes under Section 501(a) of the Code. The Plan is also exempt from state income taxes. The Plan has been amended since receiving the determination letter, however, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the various taxing authorities and government agencies. The plan administrator has analyzed the tax position taken by the Plan, and has concluded that as of January 31,2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes that the Plan is no longer subject to income tax examinations for tax years prior to 2013.

NOTE D - RELATED-PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds and common/collective trusts are managed by John Hancock Life Insurance Company (U.S.A.). John Hancock Life Insurance Company (U.S.A.) is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE E - PLAN TERMINATION

While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time subject to the provisions of ERISA. In the event of termination, the employees' accounts will be paid in accordance with the provisions of the Plan as soon as practicable.

NOTE F - FAIR VALUE MEASUREMENTS

ASC 820-10, *Fair Value Measurements and Disclosures*, 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 ASC 820-10 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 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 specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset 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.

NOTE F - FAIR VALUE MEASUREMENTS (CONTINUED)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at January 31, 2017 and 2016.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds and money market 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 and money market 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 adviser 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. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of January 31, 2017.

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,935,143	$ -	$ -	$ 3,935,143
Common/collective trust	-	20,546	-	20,546
	$ 3,935,143	$ 20,546	$ -	$ 3,955,689

NOTE G - INFORMATION PREPARED AND CERTIFIED BY CUSTODIANS

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the custodian as of, and for the years ended January 31, 2017 and 2016.

	2017	2016
Non-interest bearing cash	$ 21,864	$ 2,700,140
Investment in mutual funds	3,935,143	-
Investment in common/collective trust	20,546	-
Notes receivable from participants	181,936	N/A
Net appreciation (depreciation) in fair value of investments	602,118	(176,614)
Interest earned on notes receivable from participants	8,332	8,206
Participant and rollover contributions	320,869	169,453
Employer contributions	205,464	618,980
Distributions to participants	193,912	78,458
Administrative expenses	37,278	12,400

NOTE H - RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR

JANUARY 31, 2017

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	John Hancock Life Insurance Company	Washington Mutual Investors	$ 532,801
	John Hancock Life Insurance Company	Blue Chip Growth Fund	531,143
	John Hancock Life Insurance Company	Fundamental Investors	277,911
	John Hancock Life Insurance Company	Active Bond Fund	268,039
	John Hancock Life Insurance Company	Total Stock Market Index Fund	256,572
	John Hancock Life Insurance Company	Euro Pacific Growth Fund	183,321
	John Hancock Life Insurance Company	Small Cap World Fund	175,563
	John Hancock Life Insurance Company	Franklin Small Mid Growth	166,905
	John Hancock Life Insurance Company	Capital World Growth & Income	164,209
	John Hancock Life Insurance Company	Diamond Hill Small-Mid Cap	160,402
	John Hancock Life Insurance Company	Invesco Small Cap Growth	157,746
	John Hancock Life Insurance Company	JPMorgan Intrepid Mid Cap	151,581
*	John Hancock Life Insurance Company	John Hancock Intl Growth	149,392
	John Hancock Life Insurance Company	Small Cap Index Fund	146,925
	John Hancock Life Insurance Company	Real Estate Securities Fund	123,446
	John Hancock Life Insurance Company	Pimco Real Return	122,950
	John Hancock Life Insurance Company	New World Fund	111,715
	John Hancock Life Insurance Company	DFA Emerging Markets Value	103,996
	John Hancock Life Insurance Company	Federated High Yield Bond	71,497
	John Hancock Life Insurance Company	Templeton Global Bond Fund	61,523
*	John Hancock Life Insurance Company	John Hancock Stable Value	20,546
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2055	4,663
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2045	4,636
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2040	3,331
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2050	2,711
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2010	1,043
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2035	583
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2060	539
	Total Investments		3,955,689
*	Notes Receivable from Participants	Interest at 4.25% - 4.50%	181,936
	Total		$ 4,137,625

* Denotes related party

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

► **Complete all entries in accordance with the Instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 02/01/2016 and ending 01/31/2017

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.)
- [x] 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:
- [x] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information --- enter all requested information

1a Name of plan
S.R. Freeman, Inc. Profit Sharing Plan & Trust

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 02/01/1998

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)

S.R. Freeman, Inc.

2380 S Bascom Avenue, Suite 200

US Campbell CA 95008

2b Employer Identification Number (EIN)
77-0489144

2c Plan Sponsor's telephone number
(408) 364-2200

2d Business code (see instructions)
236110

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		11/15/17	SHAYNE FREEMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		11/15/17	SHAYNE FREEMAN
	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)
Skip this question

Preparer's telephone number
Skip this question

3a Plan administrator's name and address [X] 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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	189
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	123
a(2) Total number of active participants at the end of the plan year	**6a(2)**	108
b Retired or separated participants receiving benefits	**6b**	
c Other retired or separated participants entitled to future benefits	**6c**	50
d Subtotal. Add lines **6a(2), 6b,** and **6c**	**6d**	158
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f Total. Add lines **6d** and **6e**	**6f**	158
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	158
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	15
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:

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

11b Is the plan currently in compliance with the Form M-1 filling 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 _____

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

JANUARY 31, 2017 AND 2016

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

JANUARY 31, 2017 AND 2016

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PP&CO | PETRINOVICH PUGH & CO LLP
Certified Public Accountants and Consultants
333 W SANTA CLARA STREET SUITE 800 SAN JOSE CA 95113
408.287.7911 PHONE 408.297.7836 FAX WWW.PPANDCO.COM

INDEPENDENT AUDITORS' REPORT

To the 401(k) Plan Administrative Committee
S.R. Freeman, Inc. Profit Sharing Plan & Trust
Campbell, California

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of S.R. Freeman, Inc. Profit Sharing Plan & Trust (the Plan), which comprise the statements of net assets available for benefits as of January 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended January 31, 2017, and the related notes to the financial statements.

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

Auditors' Responsibility
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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note G, which were certified by a combination of the trustees of the Plan - Transamerica Life Insurance Company, through January 28, 2016, and John Hancock Life Insurance Company (U.S.A) as of, and for the year then ended January 31, 2017, and as of January 31, 2016, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold (or held) the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of, and for the years ended January 31, 2017 and 2016, that the information provided to the plan administrator by the trustees are complete and accurate.

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

Other Matter - Supplemental Schedule
The supplemental schedule of assets held for investment purposes at year end is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

Petrinovich Pugh & Company, LLP

Petrinovich Pugh & Company, LLP

San Jose, California
November 14, 2017

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

JANUARY 31, 2017 AND 2016

ASSETS:	2017	2016
Non-interest bearing cash	$ 21,864	$ 2,700,140
Investments at fair value:		
Mutual funds	3,935,143	-
Common/collective trust	20,546	-
Total investments at fair value	3,955,689	-
Receivables:		
Employer contributions receivable	3,172	389,051
Participant contributions receivable	31,158	10,172
Notes receivable from participants	181,936	192,230
Total receivables	216,266	591,453
Net assets available for benefits	$ 4,193,819	$ 3,291,593

See independent auditors' report and
accompanying notes to financial statements.

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED JANUARY 31, 2017

ADDITIONS:

Additions to net assets attributed to:		
Net appreciation in fair value of investments	$	602,118
Interest income on notes receivable from participants		8,332
Contributions:		
Employer contributions		205,464
Participant contributions		187,318
Rollover contributions		133,551
Total contributions		526,333
Total additions		1,136,783

DEDUCTIONS:

Deductions from net assets attributed to:		
Distributions to participants		193,912
Administrative expenses		37,278
Other expense		3,367
Total deductions		234,557
Net increase		902,226
Net assets available for benefits:		
Beginning of year		3,291,593
End of year	$	4,193,819

See independent auditors' report and
accompanying notes to financial statements.

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

NOTES TO THE FINANCIAL STATEMENTS

JANUARY 31, 2017 AND 2016

NOTE A - DESCRIPTION OF THE PLAN

The following description of the S.R. Freeman, Inc. Profit Sharing Plan & Trust (the Plan) provides only general information. Participants should refer to the Plan's adoption agreement and amendments for a more complete description of the Plan's provisions. The Plan year end is January 31, 2017.

General: The Plan, a defined contribution plan qualified under Section 401(k) and related provisions of the Internal Revenue Code, was established effective February 1, 1998. The Plan was designed to provide participants with a means to defer a portion of their compensation for retirement funds and to provide benefits in the event of disability, death or financial hardship. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan administrator: S.R. Freeman, Inc., (the Company) is the administrator of the Plan, and as such, carries out the duties imposed under ERISA. For the Plan year ended, January 31, 2017, and as of January 31, 2016, the Company has delegated the responsibility for the operation and administration of the Plan to Farmer and Betts and custodianship of the Plan assets to John Hancock Life Insurance Company (U.S.A.) (see Notes F and G). Prior to and through January 28th, 2016, the Company had delegated the responsibility for operation and administration of the Plan to Nicolas Pension, and custodianship of the Plan assets to Transamerica Life Insurance Company. Certain expenses of the Plan are paid by the Company. Administrative costs, including annual audit fees, paid by the Company amounted to $40,625 and $9,015 for the years ended January 31, 2017 and 2016, respectively. Administrative costs paid by the Plan were $37,278 and $12,400 for the years ended January 31, 2017 and 2016, respectively. In addition, during 2017 and 2016, certain administrative expenses reduced the net appreciation in fair value of investments.

Eligibility: All employees who are 18 years of age or older and have at least one year of service, and 1,000 hours, since the first day of employment are eligible to participate in the Plan. Employees are eligible to be entered into the Plan on February 1st or August 1st, of each plan year, once eligibility requirements have been met. Participants are automatically enrolled in the safe harbor employer contribution deferrals and the discretionary profit sharing contribution when eligibility requirements have been met.

Contributions: Contributions to a qualified plan are tax deferred and therefore are not included in a participant's compensation for federal income tax purposes until distributed to the participant. Under the Plan, participants may elect to contribute annually 100% of their annual compensation on a pretax basis up to a maximum of $18,000 for the years ended December 31, 2016 and 2015, respectively. The maximum contribution is normally adjusted annually by an inflation index. Eligible participants age 50 or older are permitted to make catch-up contributions. The maximum catch-up contributions were $6,000 for the years ended December 31, 2016 and 2015. The maximum catch-up contribution for each year is determined by the Internal Revenue Service. Participants are also allowed to rollover contributions from other qualified employer sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participants' directives.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Contributions (continued): The Plan includes employer safe harbor contributions equal to 3% of eligible wages and are paid to all participants automatically once eligibility requirements have been met. Safe harbor employer contributions of $205,464 and $239,074 were made for the years ended January 31, 2017 and 2016, respectively.

The Plan also allows for discretionary profit sharing contributions. There was no discretionary profit sharing contribution awarded by the Company for the year ended January 31, 2017. A discretionary profit sharing contribution of $379,906 was awarded by the Company for the year ended January 31, 2016. This discretionary profit sharing contribution was included in employer contributions receivable as of January 31, 2016 and was funded by the Company in September 2016.

Participant accounts: Each participant's account is credited with employer safe harbor contributions, any discretionary profit sharing contributions, and if applicable, the participants' contribution. In addition, an allocation of Plan earnings and administrative expenses are allocated based on the ratio of the participant's balance to all participants' account balances.

Vesting: The value of each participant's account is fully vested and non-forfeitable for salary deferrals, employer safe harbor contributions and rollover contributions as well as the interest earned on those dollars. The value of the employer discretionary profit sharing contributions vests at a rate of 20% per year based on the number of years of service, employees begin vesting after 2 years of service, and employees are 100% vested after 6 years of service.

Forfeitures: Forfeitures are created when participants terminate employment before they become 100% vested. Forfeitures can be applied to reduce employer contributions or pay administrative expenses incurred by the Plan. Forfeited unapplied non-vested accounts totaled $22,778 and $4,164 at January 31, 2017 and 2016, respectively.

Distributions to participants: Distributions from the Plan are available upon any of the following situations: termination of employment at the Company, retirement, total disability, death, or employee's reaching age 59-1/2. The Plan does not allow distributions for qualified financial hardship. All distributions from the Plan will be taxed as ordinary income for federal income tax purposes unless the participant elects to directly roll his or her distribution into an Individual Retirement Account (IRA) or the distribution qualifies for special tax treatment.

NOTE A - DESCRIPTION OF THE PLAN (CONTINUED)

Notes receivable from participants: A participant may borrow an amount not to exceed the lesser of $50,000 (reduced by the highest outstanding loan balance incurred in the previous one-year period) or one-half the vested interest in the participant's account. The minimum loan amount is $1,000. The term of the loan shall not exceed five years except in the case of a loan for the purpose of purchasing the principal residence of the participant, in which case the term of a loan may not exceed 30 years. A participant may have no more than three loans outstanding at any one time.

Repayment of loans is accomplished through payroll deductions of both principal and interest. The interest rate is based upon a rate reasonable at the time of application, considering the purpose of the loan, credit worthiness and terms of the loan, and the rate being charged by representative commercial banks in the local area for a similar loan. The existing loans have an interest rate of 4.25%-4.50%. Loans are considered in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a loan is initially considered past due. In the event of default, death, disability or termination of employment, the entire outstanding principal and accrued interest shall be immediately due and payable. Foreclosure on the note and attachment of security will not occur until a distributable event occurs for the participant.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Investment valuation and income recognition: Investments are stated at fair value. For more information on valuation methods and inputs, please refer to Note F - Fair Value Measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when received. Dividends are recorded on the ex-dividend date interest income is recorded on the accrual basis. Net appreciation includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Payment of benefits: Benefits are recorded when paid.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New accounting pronouncements: In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient. This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures, and provides for a measurement-date practical expedient. Parts I and II are effective for fiscal years beginning after December 15, 2015 and should be applied retrospectively, with early application permitted. Part III is effective for fiscal years beginning after December 15, 2015 and should be applied prospectively, with early application permitted. Management has elected to adopt Parts I and II early. Parts (I) and (II) have been applied. Part (III) is not applicable to this Plan.

Subsequent events: Accounting Standards Codification (ASC) 855-10 *Subsequent Events* requires additional disclosure for events or transactions that occur after the statement of net assets available for benefits date. The Plan has no significant subsequent events as of November 14, 2017. The Plan has not evaluated subsequent events after this date, which is the date the financial statements were available to be issued.

NOTE C - INCOME TAX STATUS

The Company received a determination letter from the Internal Revenue Service on March 31, 2008 that the Plan qualifies under Sections 401(a) and 401(k) of the Internal Revenue Code and is therefore exempt from federal income taxes under Section 501(a) of the Code. The Plan is also exempt from state income taxes. The Plan has been amended since receiving the determination letter, however, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the various taxing authorities and government agencies. The plan administrator has analyzed the tax position taken by the Plan, and has concluded that as of January 31,2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes that the Plan is no longer subject to income tax examinations for tax years prior to 2013.

NOTE D - RELATED-PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds and common/collective trusts are managed by John Hancock Life Insurance Company (U.S.A.). John Hancock Life Insurance Company (U.S.A.) is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE E - PLAN TERMINATION

While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time subject to the provisions of ERISA. In the event of termination, the employees' accounts will be paid in accordance with the provisions of the Plan as soon as practicable.

NOTE F - FAIR VALUE MEASUREMENTS

ASC 820-10, *Fair Value Measurements and Disclosures*, 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 ASC 820-10 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 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 specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset 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.

NOTE F - FAIR VALUE MEASUREMENTS (CONTINUED)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at January 31, 2017 and 2016.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds and money market 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 and money market 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 adviser 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. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of January 31, 2017.

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,935,143	$ -	$ -	$ 3,935,143
Common/collective trust	-	20,546	-	20,546
	$ 3,935,143	$ 20,546	$ -	$ 3,955,689

NOTE G - INFORMATION PREPARED AND CERTIFIED BY CUSTODIANS

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the custodian as of, and for the years ended January 31, 2017 and 2016.

	2017	2016
Non-interest bearing cash	$ 21,864	$ 2,700,140
Investment in mutual funds	3,935,143	-
Investment in common/collective trust	20,546	-
Notes receivable from participants	181,936	N/A
Net appreciation (depreciation) in fair value of investments	602,118	(176,614)
Interest earned on notes receivable from participants	8,332	8,206
Participant and rollover contributions	320,869	169,453
Employer contributions	205,464	618,980
Distributions to participants	193,912	78,458
Administrative expenses	37,278	12,400

NOTE H - RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

S.R. FREEMAN, INC. PROFIT SHARING PLAN & TRUST

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR

JANUARY 31, 2017

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	John Hancock Life Insurance Company	Washington Mutual Investors	$ 532,801
	John Hancock Life Insurance Company	Blue Chip Growth Fund	531,143
	John Hancock Life Insurance Company	Fundamental Investors	277,911
	John Hancock Life Insurance Company	Active Bond Fund	268,039
	John Hancock Life Insurance Company	Total Stock Market Index Fund	256,572
	John Hancock Life Insurance Company	Euro Pacific Growth Fund	183,321
	John Hancock Life Insurance Company	Small Cap World Fund	175,563
	John Hancock Life Insurance Company	Franklin Small Mid Growth	166,905
	John Hancock Life Insurance Company	Capital World Growth & Income	164,209
	John Hancock Life Insurance Company	Diamond Hill Small-Mid Cap	160,402
	John Hancock Life Insurance Company	Invesco Small Cap Growth	157,746
	John Hancock Life Insurance Company	JPMorgan Intrepid Mid Cap	151,581
*	John Hancock Life Insurance Company	John Hancock Intl Growth	149,392
	John Hancock Life Insurance Company	Small Cap Index Fund	146,925
	John Hancock Life Insurance Company	Real Estate Securities Fund	123,446
	John Hancock Life Insurance Company	Pimco Real Return	122,950
	John Hancock Life Insurance Company	New World Fund	111,715
	John Hancock Life Insurance Company	DFA Emerging Markets Value	103,996
	John Hancock Life Insurance Company	Federated High Yield Bond	71,497
	John Hancock Life Insurance Company	Templeton Global Bond Fund	61,523
*	John Hancock Life Insurance Company	John Hancock Stable Value	20,546
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2055	4,663
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2045	4,636
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2040	3,331
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2050	2,711
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2010	1,043
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2035	583
	John Hancock Life Insurance Company	T.Rowe Price Retirement 2060	539
	Total Investments		3,955,689
*	Notes Receivable from Participants	Interest at 4.25% - 4.50%	181,936
	Total		$ 4,137,625

* Denotes related party