

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>06/01/2016</u> and ending <u>05/31/2017</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____	
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☒		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470</u>	1b	Three-digit plan number (PN) ▶ <u>004</u>
		1c	Effective date of plan <u>05/30/1960</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>HOPES WINDOWS, INC.</u> <u>P.O. BOX 580</u> <u>JAMESTOWN, NY 14702-0580</u>	2b	Employer Identification Number (EIN) <u>16-1184041</u>
		2c	Plan Sponsor's telephone number <u>716-665-5124</u>
		2d	Business code (see instructions) <u>332300</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>03/13/2018</u>	<u>PETER MORGANTE</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN
	3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 290
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) 153
a(2) Total number of active participants at the end of the plan year	6a(2) 151
b Retired or separated participants receiving benefits.....	6b 75
c Other retired or separated participants entitled to future benefits	6c 27
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 253
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 21
f Total. Add lines 6d and 6e	6f 274
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 12
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 06/01/2016 and ending 05/31/2017

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

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

A Name of plan <u>HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HOPES WINDOWS, INC.</u>	D Employer Identification Number (EIN) <u>16-1184041</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>06</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>4442615</u>
b Actuarial value	2b <u>4442615</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>96</u> <u>2365868</u> <u>2365868</u>
b For terminated vested participants.....	<u>41</u> <u>498723</u> <u>498723</u>
c For active participants.....	<u>153</u> <u>1836080</u> <u>1875051</u>
d Total.....	<u>290</u> <u>4700671</u> <u>4739642</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.15 %</u>
6 Target normal cost.....	6 <u>99118</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>03/13/2018</u>
Signature of actuary		Date
<u>DON J. BOETGER, EA MAAA</u>		<u>17-03998</u>
Type or print name of actuary		Most recent enrollment number
<u>BOETGER RETIREMENT PLAN SERVICES</u>		<u>814-455-4550</u>
Firm name		Telephone number (including area code)
<u>3 HOLLAND STREET</u> <u>ERIE, PA 16507</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	266311
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	266311
10	Interest on line 9 using prior year's actual return of <u>0.61</u> %	0	1624
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		58092
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.34</u> %		3683
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c	Total available at beginning of current plan year to add to prefunding balance		61775
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	267935

Part III Funding Percentages			
14	Funding target attainment percentage	14	88.08%
15	Adjusted funding target attainment percentage	15	88.08%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.47%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/16/2016	50000	0			
09/16/2016	50000	0			
12/15/2016	50000	0			
03/15/2017	50000	0			
12/28/2017	500000	0			
			Totals ►	18(b)	700000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 650265
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
b	Applicable month (enter code)	21b	0			
22	Weighted average retirement age	22	65			
23	Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute					
Part VI	Miscellaneous Items					
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No					
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27				
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years					
28	Unpaid minimum required contributions for all prior years	28	0			
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0			
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0			
Part VIII	Minimum Required Contribution For Current Year					
31	Target normal cost and excess assets (see instructions):					
a	Target normal cost (line 6)	31a	99118			
b	Excess assets, if applicable, but not greater than line 31a	31b	0			
32	Amortization installments:	Outstanding Balance	Installment			
a	Net shortfall amortization installment	564962	97449			
b	Waiver amortization installment	0	0			
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33				
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	196567			
		Carryover balance	Prefunding balance			
35	Balances elected for use to offset funding requirement	0	1434			
36	Additional cash requirement (line 34 minus line 35)	36	195133			
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	650265			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	455132			
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0			
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0			
40	Unpaid minimum required contributions for all years	40	0			
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)					
41	If an election was made to use PRA 2010 funding relief for this plan:					
a	Schedule elected	☐ 2 plus 7 years ☐ 15 years				
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011				
42	Amount of acceleration adjustment	42				
43	Excess installment acceleration amount to be carried over to future plan years	43				

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.
For calendar plan year 2016 or fiscal plan year beginning 06/01/2016 and ending 05/31/2017		
A Name of plan HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 HOPES WINDOWS, INC.	D Employer Identification Number (EIN) 16-1184041	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

MANNING & NAPIER ADVISORS, INC.

16-0995736

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	24289	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHWEST BANK

25-6402875

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	16515	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 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 06/01/2016 and ending 05/31/2017		
A Name of plan HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 HOPES WINDOWS, INC.	D Employer Identification Number (EIN) 16-1184041	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	500000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	7078	5746
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	112218	182584
(2) U.S. Government securities	1c(2)	658654	1011759
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	276546	120634
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	1702253	1740657
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)	1685866	1256366
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4442615	4817746

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4442615	4817746
---	-----------	---------	---------

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)	700000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		700000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5746	
(B) U.S. Government securities	2b(1)(B)	23148	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		28894
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	56065	
(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)		56065
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	4317746	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4023960	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		293786
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	26832	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		26832

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1105577

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	689642	
(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)		689642
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	40804	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		40804
j Total expenses. Add all expense amounts in column (b) and enter total	2j		730446

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		375131
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: **BUFFAMANTE WHIPPLE BUTTAFARO, P.C.**

(2) EIN: **16-1117932**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		444262
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 3970122. (See instructions.)

Part V Trust Information

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 06/01/2016 and ending 05/31/2017

A Name of plan <u>HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HOPES WINDOWS, INC.</u>	D Employer Identification Number (EIN) <u>16-1184041</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-6402875</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>20</u>

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

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

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO**

REPORT ON AUDITED FINANCIAL STATEMENTS

**YEARS ENDED
MAY 31, 2017 AND 2016**

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO**

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BUFFAMANTE WHIPPLE BUTTAFARO, P.C.

Certified Public Accountants • Business Advisors

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
***The Hope's Windows Pension Plan for
Employees Within the Bargaining Units
Represented by Shopmen's
Local No. 470, AFL, CIO***
Jamestown, New York

We were engaged to audit the accompanying financial statements of ***The Hope's Windows Pension Plan for Employees Within the Bargaining Units Represented by Shopmen's Local No. 470, AFL, CIO***, which comprise the statements of net assets available for benefits as of May 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years then ended, the statements of accumulated plan benefits as of June 1, 2017 and 2016 and the related statements of changes in accumulated plan benefits for the years ended June 1, 2017 and 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Northwest Bank, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended May 31, 2017 and 2016, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Change in Accounting Principle

As discussed in Note 8 to the financial statements, the Plan adopted new accounting guidance related to investments. Prior year disclosures have been revised to reflect the retrospective application of adopting these changes in accounting. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedules of assets held for investment purposes and reportable transactions are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules 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 schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Buffamante Whipple Buttafaro

BUFFAMANTE WHIPPLE BUTTAFARO, P.C.

**Jamestown, New York
March 7, 2018**

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

Page 3

As of May 31,	2017	2016
Assets		
Investments, at fair value:		
Cash management fund	\$ 182,584	\$ 112,218
U.S. government and federal agencies	1,011,759	658,654
Common stocks	1,740,657	1,702,253
Mutual funds	1,256,366	1,685,866
Corporate bonds	120,634	276,546
	4,312,000	4,435,537
Other:		
Contribution receivable	500,000	--
Accrued income	5,746	7,078
	505,746	7,078
Net assets available for benefits	\$ 4,817,746	\$ 4,442,615

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

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

Page 4

Years ended May 31,	2017	2016
Additions to net assets:		
Investment income:		
Net realized and unrealized gains on investments	\$ 320,618	\$ --
Dividends and interest	84,959	104,335
Contributions from Hope's Windows, Inc.	700,000	200,000
Total additions to net assets	1,105,577	304,335
Deductions from net assets:		
Net realized and unrealized losses on investments	--	24,008
Benefits paid to participants	689,642	496,401
Custodian fees	40,804	52,274
Total deductions from net assets	730,446	572,683
Total change in net assets	375,131	(268,348)
Net assets available for benefits, at beginning of year	4,442,615	4,710,963
Net assets available for benefits, at end of year	\$ 4,817,746	\$ 4,442,615

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

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
STATEMENTS OF ACCUMULATED PLAN BENEFITS**

Page 5

As of June 1,

2017

2016

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving payments

\$ 2,276,215 \$ 2,292,262

Other participants

2,039,851 2,132,749

Total vested benefits

4,316,066 4,425,011

Nonvested benefits

20,641 35,792

Total actuarial present value of accumulated plan benefits

\$ 4,336,707 \$ 4,460,803

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

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO**

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

Page 6

Years ended June 1,	2017	2016
Valuation Date	June 1, 2017	June 1, 2016
Actuarial present value of accumulated plan benefits at beginning of year	\$ 4,460,803	\$ 4,314,362
Increase (decrease) during the year attributable to:		
Additional benefits accumulated	279,439	194,386
Increase for interest due to the decrease in discount period	286,107	283,183
Benefits paid	(689,642)	(496,401)
Assumption change	--	159,019
Plan changes - change in benefit multiplier	--	6,254
Net increase (decrease)	(124,096)	146,441
Actuarial present value of accumulated plan benefits at end of year	\$ 4,336,707	\$ 4,460,803

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

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
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LOCAL NO. 470, AFL, CIO
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MAY 31, 2017 AND 2016**

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**NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF
SIGNIFICANT ACCOUNTING POLICIES**

The following brief description of the *The Hope's Windows Pension Plan for Employees Within the Bargaining Units Represented by Shopmen's Local No. 470, AFL, CIO* is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General - The Plan is a defined benefit pension plan covering substantially all members covered by a collective bargaining agreement between Hope's Windows, Inc. and the Shopmen's Local Union No. 470. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan provides for retirement, disability and death benefits. The provisions of the Plan provide for 100% vesting at the end of 5 years of service. Pension benefit payments are made from Plan assets by the Plan Sponsor upon the direction of the Plan's Administrative Committee.

Contributions - The Company has agreed to voluntarily contribute such amounts as are necessary to provide assets sufficient to meet the benefits to be paid to Plan participants. The Company makes sufficient contributions to at least meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (ERISA) and to fund the Plan's current service costs on a current and past service costs plus interest thereon.

Pension Benefits - At normal retirement age (65), an eligible employee of Hope's Windows, Inc. will begin to receive monthly benefit payments equal to the benefit rate currently in effect at the termination of his employment, or the date on which he ceased to qualify as an eligible employee, if earlier, multiplied by the number of years of credited service (between 30 to 40 years based on respective union contract). The plan permits early retirement at ages 55-64 and at least 10 years of vested service. If participants terminate before rendering 5 years of service, they forfeit the right to receive the portion of their accumulated plan benefits attributable to the Company's contributions. That portion of forfeited accrued benefits will be used only to reduce future costs of the plan.

Plan Changes - Effective June 1, 2016, the benefit multiplier was increased from \$13.25 to \$13.50 per month for the Hope's Specialty Products participants.

**NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF
SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Plan Changes (continued)

Effective February 1, 2016 the Plan was amended to provide certain terminated participants the option to elect a lump sum payment in lieu of future benefit payments. To qualify for the lump sum payment, the participant's present value of their accrued plan benefit could not exceed \$70,000 and the participant had to make a formal election between March 15, 2016 and June 15, 2016. The lump sum option was a temporary benefit offer and expired after the ninety day election period. A total of 39 participants participated in the lump sum option.

Death and Disability Benefits - If an active participant dies at normal retirement age or older, or dies after completing at least 5 years of vested service, a death benefit equal to the value of the employee's accumulated pension benefits is paid to the employee's beneficiary. Active employees who attain the age of 50, complete at least 10 years of vested service and become totally disabled are eligible for benefit payments equal to his accrued benefits as of his termination of employment.

Funding Policy - The employer's policy is to fund pension costs computed by the Plan's actuary as accrued. ERISA minimum funding requirements have been met for the years ended May 31, 2017 and 2016.

Termination - The Company has the right under the Plan to discontinue contributions at any time and terminate the Plan. Should the Plan terminate at some future time, its net assets will generally not be available on a pro-rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC's benefit guarantee, while other benefits may not be provided for at all.

Basis of Accounting - The accounting records of the Plan are maintained on the accrual basis.

Valuation of Investments - Marketable securities are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year; investments traded in the over-the-counter market and listed securities for which no sale was reported on that date are valued at the average of the last reported bid and ask prices.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED MAY 31, 2017 AND 2016**

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**NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF
SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits for employees or their beneficiaries are based on employees' credited years of service. Benefits payable under all circumstances – retirement, death, disability and termination of employment – are included, to the extent they are considered attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of June 1, 2017 and 2016 were:

Actuarial cost method	Entry age normal with frozen initial liability
Mortality basis	Combined Static Mortality Tables for males and females
Employee turnover and disability	In accordance with Crocker Sarason Straight Table T-7
Retirement	At the later of age 65 or 5 years of service
Assumed rate of return	7%

Use of Estimates - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported. Accordingly, actual results could differ from those estimates.

NOTE 2 - INVESTMENTS

The Plan's investments, which are held by a bank-administered trust fund, are summarized as follows at May 31, 2017 and 2016:

	2017	2016
Fair value as determined by quoted market price:		
Cash management fund	\$ 182,584	\$ 112,218
U.S. government and federal agencies	1,011,759	658,654
Common stocks	1,740,657	1,702,253
Mutual funds	1,256,366	1,685,866
Corporate bonds	120,634	276,546
	<u>\$ 4,312,000</u>	<u>\$ 4,435,537</u>

**NOTE 3 - SUMMARY OF FINANCIAL DATA CERTIFIED BY
THE CUSTODIAN**

The investment assets of the Plan are held in a trust fund administered by Northwest Bank. The following financial data is based on information certified by Northwest Bank as of and for the years ended May 31, 2017 and 2016, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

	2017	2016
Northwest:		
Plan Assets:		
Investments	\$ 4,312,000	\$ 4,435,537
Accrued income	5,746	7,078

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
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YEARS ENDED MAY 31, 2017 AND 2016**

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NOTE 4 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Manning and Napier Advisors, Inc. Manning and Napier Advisors, Inc. is an investment manager of the Plan and, therefore, these transactions qualify as party-in-interest transactions under ERISA. Fees paid by the Plan for the Manning and Napier investment management services amounted to \$24,289 and \$35,446 during the years ended May 31, 2017 and 2016, respectively.

In addition, the Plan pays custodian fees to Northwest Bank out of the Plan's assets. Custodian fees totaled \$16,515 and \$16,828 during the Plan years ended May 31, 2017 and 2016, respectively.

These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA. All other administrative fees are paid by the Plan Sponsor, Hope's Windows, Inc.

NOTE 5 - INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated July 26, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt. The Plan Sponsor filed an application for an updated determination letter in January, 2017 which is pending with the Internal Revenue Service.

The Plan's Form 5500 is subject to examination by the Internal Revenue Service; plan years that remain open for examination include May 31, 2014 and later.

NOTE 6- 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 change in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 7 - FAIR VALUE MEASUREMENTS

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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. The Plan's money market funds, bond funds and equity funds have been valued at the closing price reported in the active market in which the individual security is traded. There have been no changes in the methodologies used at May 31, 2017 and 2016.

**THE HOPE'S WINDOWS PENSION PLAN
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YEARS ENDED MAY 31, 2017 AND 2016**

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NOTE 7 - FAIR VALUE MEASUREMENTS (CONTINUED)

The preceding method 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 method is 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 May 31, 2017 and 2016:

	Level 1 May 31, 2017	Level 1 May 31, 2016
Money market funds	\$ 182,584	\$ 112,218
U.S. government and federal agencies	1,011,759	658,654
Common stocks	1,740,657	1,702,253
Mutual funds	1,256,366	1,685,866
Corporate bonds	120,634	276,546
Total	\$ 4,312,000	\$ 4,435,537

NOTE 8 - CHANGE IN ACCOUNTING PRINCIPLE

During the year ended May 31, 2017, the Plan adopted the provisions of Accounting Standards Update (ASU) No. 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960) Defined Contributions Plan (Topic 962) Health and Welfare Benefits (Topic 965) issued by the Financial Accounting Standards Board. The ASU eliminated the requirement to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation of investments by type of investment.

The Plan adopted the ASU in keeping with the Financial Accounting Standards Board's objective to identify, evaluate and improve areas of generally accepted accounting principles for which cost and complexity can be reduced while maintaining or improving usefulness of information provided to the users of financial statements. The Plan has applied the amendments of the ASU retrospectively to the year ended May 31, 2016 for comparability purposes.

NOTE 9 - RECONCILIATION TO FORM 5500

The accompanying 2017 financial statements report a contribution receivable of \$500,000 as of May 31, 2017 which is not included on the Plan's Form 5500. As such, plan sponsor contributions in the accompanying financial statements for the 2017 year total \$700,000 whereas plan sponsor contribution as reported on Form 5500 total \$200,000.

NOTE 10 - SUBSEQUENT EVENTS

Subsequent events were evaluated by Management through March 7, 2018, which is the date that the financial statements were available to be issued.

Effective June 1, 2017 the benefit multiplier was increased from \$13.50 to \$14.00 per month for the Hope's Specialty Products participants.

Effective November 1, 2017 the benefit multiplier was decreased from \$20.00 to \$19.00 per month for the Hope's Architectural Products participants.

November 8, 2017, the Plan Sponsor entered into an agreement with Exeter Trust Company to replace Northwest Bank as the custodian of the Plan.

Effective January 31, 2018, no additional employees of the Hope's Correctional Division shall be eligible to participate in the Plan. The accrued benefit of any employee of the Hope's Correctional Division currently accruing a benefit under the Plan shall be frozen effective January 31, 2018 and no further benefits shall accrue under this Plan.

SUPPLEMENTAL INFORMATION

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4I
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF MAY 31, 2017**

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(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, Lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Manning & Napier Fund, Inc.	4,708.224 shares Emerging Markets Fund	42,233	43,033
*	Manning & Napier Fund, Inc.	5,484.278 shares Real Estate Series	79,383	81,606
*	Manning & Napier Fund, Inc.	18,775.214 shares International Series	148,475	165,597
*	Manning & Napier Fund, Inc.	9,182.702 shares World Opportunities Series	63,969	71,350
*	Manning & Napier Fund, Inc.	85,379.793 shares Unconstrained Class S	890,836	894,780
	Anheuser-Busch InBev	390 shares	37,575	42,997
	Liberty Global PLC Shs Cl A	700 shares	20,607	21,408
	Amazon.com Incorporated	45 shares	32,379	44,758
	Ambev S.A	8,250 shares	44,712	47,107
	Lululemon Athletica Inc Com	610 shares	31,607	29,445
	Monsanto Co New	530 shares	52,462	62,233
	Schlumberger LTD	535 shares	41,744	37,231
	MasterCard Inc.	350 shares	31,134	43,008
	Visa Inc.	510 shares	37,014	48,567
	Medtronic PLC	760 shares	60,171	64,053
	Blomarin Pharmaceutical Inc.	480 shares	42,191	42,067
	Biogen IDEC Inc.	145 shares	40,624	35,927
	Bristol Myers Squibb Co Com	385 shares	20,737	20,771
	Davita Inc.	305 shares	21,033	20,209
	Express Scripts Holding Company	490 shares	37,761	29,277
	Johnson & Johnson Com	325 shares	24,748	41,681
	Regeneron Pharmaceuticals Inc.	70 shares	27,604	32,134
	Vertex Pharmaceuticals Inc.	380 shares	29,742	46,968
	Arconic Inc.	1,730 shares	38,524	47,523
	FedEx Corp	165 shares	31,192	31,984
	Nielsen Holdings PLC	1,005 shares	46,748	38,672
	Tencent Holdings LTD	1,000 shares	31,400	34,477
	Alphabet Inc. Cl C	35 shares	23,593	33,770
	Alphabet Inc. Cl A	35 shares	25,709	34,548
	Electronic Arts Inc.	410 shares	4,993	46,465
	Facebook Inc.	560 shares	69,120	84,818
	Microsoft Corp Com	680 shares	38,624	47,491
	The Priceline Group Inc.	40 shares	59,858	75,084
	Qorvo, Inc.	315 shares	23,220	24,554
	Salesforce.com Inc.	340 shares	24,813	30,477
	Servicenow Inc.	810 shares	54,465	84,767
	Skyworks Solutions Inc.	440 shares	31,937	46,829
	Ashland Global Holdings Inc.	335 shares	19,543	22,291
	First Quantum Minerals LTD	800 shares	7,155	6,745
	Freeport-McMoran Inc.	1,555 shares	22,968	17,867
	Lundin Mining Corp	1,425 shares	7,527	7,810
	Southern Copper Corp	310 shares	10,917	10,838
	Valvoline Inc.	347 shares	7	8
	Weyerhaeuser Co	805 shares	24,817	26,533
	Twenty-First Century Fox Inc.	2,130 shares	62,026	57,766
	Zayo Group Holdings inc.	990 shares	30,592	31,838
	Blackrock Inc.	50 shares	15,141	20,462
	Antofagasta PLC	715 shares	7,391	7,364

See accompanying independent auditor's report.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4i
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)
AS OF MAY 31, 2017**

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(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, Lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Diageo PLC New Ord	860 shares	18,232	19,655
	Kingfisher PLC	7,830 shares	33,162	33,199
	Novartis Ag Sponsored ADR	705 shares	52,466	57,648
	Unilever PLC ADR New	887 shares	31,676	49,335
	United States Treasury	1.125% Due 1/15/2021	16,262	16,366
	United States Treas Notes	0.125% Due 1/15/2022	20,020	20,648
	US Treasury Notes	0.125% Due 4/15/2018	18,992	19,005
	US Treasury Notes	1.75% Due 4/30/2022	428,384	431,806
	Federal National Mortgage Assn Pool	2.625% Due 9/6/2024	103,486	99,270
	Federal National Mortgage Assn Pool	3.000% Due 4/1/2027	47,831	47,513
	US Treasury Notes	1.625% Due 4/30/2023	49,000	49,238
	Federal National Mortgage Assn Pool	3.000% Due 7/1/2043	50,153	50,506
	Federal National Mortgage Assn Pool	6.000% Due 10/1/2038	7,510	7,801
	Federal National Mortgage Assn Pool	2.500% Due 2/1/2043	58,781	59,730
	Federal National Mortgage Assn Pool	4.500% Due 8/1/2040	33,593	34,329
	United States Treasury	6.25% Due 5/15/2030	58,239	59,015
	United States Treasury	4.75% Due 2/15/2037	61,530	57,524
	United States Treas Bds	0.625% Due 2/15/2043	18,670	19,936
	United States Treasury	2.5% Due 2/15/2045	39,217	39,072
	Goldman Sachs Group Inc	2.375% Due 1/22/2018	20,275	20,091
	McDonalds Corp	5.350% Due 3/1/2018	17,954	15,413
	Fedl Home Ln Mlg Crpool	3.500% Due 7/1/2043	84,922	85,130
	Federated Prime Cash Obligations and Other		182,584	182,584
	Total Assets		\$ 4,023,960	\$ 4,312,000

* Represents a Party-In-Interest

See accompanying independent auditor's report.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
EMPLOYER ID #16-1184041; PLAN #004
FORM 5500, SCHEDULE H, ITEM 4(j)
SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MAY 31, 2017**

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(a)		(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Category 3 - Series of transactions in same security exceeds 5% of value									
Identity of party involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense incurred with transaction	Cost of Asset	Current value of asset on transaction date	Net gain or (loss)	
Federal Home Loan Mortgage	2.375% 01/13/2022	\$ 262,100	N/A	N/A	N/A	\$ 262,100	\$ 262,100	N/A	
Federal Home Loan Mortgage	2.375% 01/13/2022	N/A	\$ 254,629	N/A	N/A	\$ 262,100	\$ 254,629	\$ (7,471)	
Manning & Napier	Inc Real Estate Series	\$ 4,554	N/A	N/A	N/A	\$ 4,554	\$ 4,554	N/A	
Manning & Napier	Inc Real Estate Series	N/A	\$ 269,834	N/A	N/A	\$ 228,224	\$ 269,834	\$ 41,610	
Manning & Napier	Dynamic Opportunity	\$ 125,601	N/A	N/A	N/A	\$ 125,601	\$ 125,601	N/A	
Manning & Napier	Dynamic Opportunity	N/A	\$ 125,607	N/A	N/A	\$ 125,601	\$ 125,607	\$ 6	
Manning & Napier	Equity Fund	N/A	\$ 426,603	N/A	N/A	\$ 391,770	\$ 426,603	\$ 34,833	
Manning & Napier	Unconstrained Class S	\$ 85,268	N/A	N/A	N/A	\$ 85,268	\$ 85,268	N/A	
Manning & Napier	Unconstrained Class S	N/A	\$ 137,226	N/A	N/A	\$ 133,100	\$ 137,226	\$ 4,126	

See accompanying independent auditor's report.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
EMPLOYER ID #16-1184041; PLAN #004
FORM 5500, SCHEDULE H, ITEM 4(j)
SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MAY 31, 2017**

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(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Category 3 - Series of transactions in same security exceeds 5% of value								
Identity of party involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with transaction	Cost of Asset	Current value of asset on transaction date	Net gain or (loss)
Federated Prime	Cash Obligations	\$ 1,753,544	N/A	N/A	N/A	\$ 1,753,544	\$ 1,753,544	N/A
Federated Prime	Cash Obligations	N/A	\$ 1,606,555	N/A	N/A	\$ 1,606,555	\$ 1,606,555	N/A
Federated Prime	Cash Obligations Fund #851	\$ 878,119	N/A	N/A	N/A	\$ 878,119	\$ 878,119	N/A
Federated Prime	Cash Obligations Fund #851	N/A	\$ 990,337	N/A	N/A	\$ 990,337	\$ 990,337	N/A
US Treasury Note	1.75% Notes	\$ 495,306	N/A	N/A	N/A	\$ 494,306	\$ 494,306	N/A
US Treasury Note	1.75% Notes	N/A	\$ 67,125	N/A	N/A	\$ 66,922	\$ 67,125	\$ 203
US Treasury Note	1.50% Notes	\$ 147,156	N/A	N/A	N/A	\$ 147,156	\$ 147,156	N/A
US Treasury Note	1.50% Notes	N/A	\$ 146,300	N/A	N/A	\$ 147,156	\$ 146,300	\$ (856)
US Treasury Note	1.125% Notes	\$ 175,501	N/A	N/A	N/A	\$ 175,501	\$ 175,501	N/A
US Treasury Note	1.125% Notes	N/A	\$ 225,201	N/A	N/A	\$ 225,739	\$ 225,201	\$ (538)

See accompanying independent auditor's report.

**HOPE'S WINDOWS, INC. PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING UNIT
REPRESENTED BY SHOPMEN'S LOCAL NO. 470, AFL-CIO**

EIN: 16-1184041

PLAN NO: 004

6/1/2016 - 5/31/2017 Plan Year

Schedule SB, line 26 - Schedule of Active Participant Data

Years of credited service:

	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	4		10		0		0		0		0		0	
25 to 29	2		13		5		1		0		0		0	
30 to 34	0		9		6		2		0		0		0	
35 to 39	0		8		3		6		1		0		0	
40 to 44	1		3		4		1		6		0		0	
45 to 49	0		1		1		2		5		1		0	
50 to 54	1		4		3		2		3		2		1	
55 to 59	0		1		5		2		5		4		1	
60 to 64	0		0		3		3		1		3		2	
65 to 69	0		0		1		0		0		0		0	
70 & up	0		0		0		0		0		0		0	

	30 to 34		35 to 39		40 & up	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0	
25 to 29	0		0		0	
30 to 34	0		0		0	
35 to 39	0		0		0	
40 to 44	0		0		0	
45 to 49	0		0		0	
50 to 54	0		2		0	
55 to 59	3		6		0	
60 to 64	0		0		0	
65 to 69	0		0		0	
70 & up	0		0		0	

**HOPES WINDOWS, INC. PENSION PLAN
FOR SHOPMENS LOCAL 470**

EIN: 16-1184041

PLAN NO: 004

6/1/2016 – 5/31/2017 Plan Year

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Method for Contributions

Contributions required to fund the plan benefits are determined according to the provisions under MAP-21, as revised by the Highway and Transportation Funding Act of 2014 (HATFA). The Target Normal Cost is the present value of benefits earned during the plan year. The Funding Target is the present value of benefits earned as of the beginning of the plan year. The excess of the Funding Target over the actuarial value of assets represents the Funding Shortfall.

Method for Accrued Benefits

The actuarial present value of accumulated plan benefits is a measure of plan benefits that have been earned to date. This is not only a valuation of retirement benefits, but also of deferred vested, death, and disability benefits. Earnings and service for benefit purposes expected to be earned after the valuation date are excluded from this value.

The actuarial assumptions used to determine this value are identical to those used for the funding purposes with the exception of an interest rate of 7.0% and the RP-2014 Blue Collar Mortality Table with MMP-2014 adjustments.

Method of Asset Valuation

Plan assets are valued at fair market value.

In general, the actuarial value of assets must fall between 90% and 110% of the market value of assets.

Data

The valuation results are based upon participant census and financial data provided by the plan sponsor. The data was tested for reasonableness and consistency with the prior valuation.

Actuarial Assumptions

The following actuarial assumptions were employed in the determination of the liabilities and annual contributions of the plan as developed in accordance with the funding methods described in this report.

1. The rates of mortality will be in accordance with the Combined Static Mortality Table for males and females.
2. The HATFA adjusted interest rates used for determining the minimum funding requirements and the plan's AFTAP are developed as follows:

Segment	25-year average As of 9/30/15	90% - 110% Corridor	June 2016 Unadjusted Rate	HATFA Adjusted Rate
1	4.92%	4.43%	1.50%	4.43%
2	6.57%	5.91%	3.88%	5.91%
3	7.39%	6.65%	4.89%	6.65%

The Effective Interest Rate is 6.15%.

3. The interest rates used for determining the maximum tax deductible contribution are the 24-month average corporate bond segment rates for June 2016 as published by the IRS. The interest rate for this purpose is 4.28%.
4. Withdrawal prior to retirement is assumed to occur in accordance with Crocker Sarason Straight Table T-7.
5. The rates of mortality for disabled lives are based on the Disability Mortality Table per Revenue Ruling 96-7.
6. Retirement will occur at the later of age 65 or 5 years of service.
7. All plan participants have been included in the funding.
8. As required by Section 415 of the Internal Revenue Code, the determination of a participant's projected retirement benefit has been limited so that the amount does not exceed \$210,000 per year adjusted if necessary to recognize the participant's assumed retirement age, cost of living adjustments on the valuation date and optional forms of payment.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
EMPLOYER ID #16-1184041; PLAN #004
FORM 5500, SCHEDULE H, ITEM 4(j)
SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MAY 31, 2017**

Page 13

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Category 3 - Series of transactions in same security exceeds 5% of value								
Identity of party involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense incurred with transaction	Cost of Asset	Current value of asset on transaction date	Net gain or (loss)
Federal Home Loan Mortgage	2.375% 01/13/2022	\$ 262,100	N/A	N/A	N/A	\$ 262,100	\$ 262,100	N/A
Federal Home Loan Mortgage	2.375% 01/13/2022	N/A	\$ 254,629	N/A	N/A	\$ 262,100	\$ 254,629	\$ (7,471)
Manning & Napier	Inc Real Estate Series	\$ 4,554	N/A	N/A	N/A	\$ 4,554	\$ 4,554	N/A
Manning & Napier	Inc Real Estate Series	N/A	\$ 269,834	N/A	N/A	\$ 228,224	\$ 269,834	\$ 41,610
Manning & Napier	Dynamic Opportunity	\$ 125,601	N/A	N/A	N/A	\$ 125,601	\$ 125,601	N/A
Manning & Napier	Dynamic Opportunity	N/A	\$ 125,607	N/A	N/A	\$ 125,601	\$ 125,607	\$ 6
Manning & Napier	Equity Fund	N/A	\$ 426,603	N/A	N/A	\$ 391,770	\$ 426,603	\$ 34,833
Manning & Napier	Unconstrained Class S	\$ 85,268	N/A	N/A	N/A	\$ 85,268	\$ 85,268	N/A
Manning & Napier	Unconstrained Class S	N/A	\$ 137,226	N/A	N/A	\$ 133,100	\$ 137,226	\$ 4,126

See accompanying independent auditor's report.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
EMPLOYER ID #16-1184041; PLAN #004
FORM 5500, SCHEDULE H, ITEM 4(j)
SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MAY 31, 2017**

Page 14

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Category 3 - Series of transactions in same security exceeds 5% of value								
Identity of party involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with transaction	Cost of Asset	Current value of asset on transaction date	Net gain or (loss)
Federated Prime	Cash Obligations	\$ 1,753,544	N/A	N/A	N/A	\$ 1,753,544	\$ 1,753,544	N/A
Federated Prime	Cash Obligations	N/A	\$ 1,606,555	N/A	N/A	\$ 1,606,555	\$ 1,606,555	N/A
Federated Prime	Cash Obligations Fund #851	\$ 878,119	N/A	N/A	N/A	\$ 878,119	\$ 878,119	N/A
Federated Prime	Cash Obligations Fund #851	N/A	\$ 990,337	N/A	N/A	\$ 990,337	\$ 990,337	N/A
US Treasury Note	1.75% Notes	\$ 495,306	N/A	N/A	N/A	\$ 494,306	\$ 494,306	N/A
US Treasury Note	1.75% Notes	N/A	\$ 67,125	N/A	N/A	\$ 66,922	\$ 67,125	\$ 203
US Treasury Note	1.50% Notes	\$ 147,156	N/A	N/A	N/A	\$ 147,156	\$ 147,156	N/A
US Treasury Note	1.50% Notes	N/A	\$ 146,300	N/A	N/A	\$ 147,156	\$ 146,300	\$ (856)
US Treasury Note	1.125% Notes	\$ 175,501	N/A	N/A	N/A	\$ 175,501	\$ 175,501	N/A
US Treasury Note	1.125% Notes	N/A	\$ 225,201	N/A	N/A	\$ 225,739	\$ 225,201	\$ (538)

See accompanying independent auditor's report

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2016**This Form is Open to Public
Inspection**For calendar plan year 2016 or fiscal plan year beginning 06/01/2016 and ending 05/31/2017▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

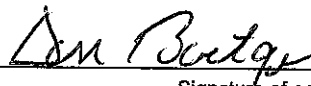
A Name of plan HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470		B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF HOPES WINDOWS, INC.		D Employer Identification Number (EIN) 16-1184041
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>06</u> Day <u>01</u> Year <u>2016</u>			
2 Assets:			
a Market value.....		2a	4,442,615
b Actuarial value.....		2b	4,442,615
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	96	2,365,868	2,365,868
b For terminated vested participants.....	41	498,723	498,723
c For active participants.....	153	1,836,080	1,875,051
d Total.....	290	4,700,671	4,739,642
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions.....		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....		4b	
5 Effective interest rate.....	5	6.15%	
6 Target normal cost.....	6	99,118	

Statement by Enrolled Actuary

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

SIGN HERE		<u>3/13/18</u>
DON J. BOETGER, EA MAAA		Date 1703998
Type or print name of actuary BOETGER RETIREMENT PLAN SERVICES		Most recent enrollment number 814-455-4550
Firm name 3 HOLLAND STREET ERIE PA 16507		Telephone number (including area code)
Address of the firm		

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

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

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	266,311
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	266,311
10 Interest on line 9 using prior year's actual return of <u>0.61%</u>	0	1,624
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		58,092
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.34%</u>		
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		3,683
c Total available at beginning of current plan year to add to prefunding balance.....		61,775
d Portion of (c) to be added to prefunding balance.....		
12 Other reductions in balances due to elections or deemed elections.....		
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	0	267,935

Part III Funding Percentages

14 Funding target attainment percentage	14	88.08%
15 Adjusted funding target attainment percentage.....	15	88.08%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.47%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/16/2016	50,000	0			
09/16/2016	50,000	0			
12/15/2016	50,000	0			
03/15/2017	50,000	0			
12/28/2017	500,000	0			
Totals ▶	18(b)	700,000	18(c)		0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	650,265

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?.....	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 0
22 Weighted average retirement age			22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	99,118	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		564,962	97,449
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....		34	196,567
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	1,434	1,434
36 Additional cash requirement (line 34 minus line 35).....	36	195,133	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	650,265	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	455,132
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

**HOPES WINDOWS, INC. PENSION PLAN
FOR SHOPMENS LOCAL 470
EIN: 16-1184041
PLAN NO: 004
6/1/2016 – 5/31/2017 Plan Year
Schedule SB, Part V – Summary of Plan Provisions**

Effective Date

May 30, 1960. Most recently restated June 1, 2011 and last amended May 31, 2015.

Plan Eligibility

Employees of Hope's Architectural Products, Inc. covered by the Shopmen's Local No. 470, AFL-CIO bargaining agreement participate in the Plan.

Effective June 1, 1996, employees of Hope's Specialty Products, Inc. covered by the Shopmen's Local No. 470, AFL-CIO bargaining agreement participate in the Plan.

Normal Retirement

Normal Retirement occurs at age 65.

The monthly normal retirement benefit is equal to the applicable benefit multiplier in effect as of termination retirement, death or disability multiplied by Years of Credited Service, up to a maximum of 35 years. Effective June 30, 2014, the maximum Years of Credited Service is 40 years for Architectural Products, Inc. Participants.

The negotiated benefit multipliers are as follows:

Hope's Architectural Products, Inc.

Effective June 25, 2006	18.00
Effective June 24, 2007	18.25
Effective May 5, 2008	18.50
Effective June 21, 2009	18.75
Effective June 21, 2010	19.00
Effective June 30, 2011	19.75
Effective June 30, 2014	20.00

Hope's Security Products, Inc.

Effective June 1, 2011	11.75
Effective June 1, 2012	12.50
Effective June 1, 2013	12.75
Effective June 1, 2014	13.00
Effective June 1, 2015	13.25
Effective June 1, 2016	13.50
Effective June 1, 2017	14.00

Early Retirement

Early retirement is permitted upon the attainment of age 55 and 10 years of service.

The early retirement benefit is based on service at the time of retirement. The benefit is reduced by 0.5% for each month early retirement precedes normal retirement.

Late Retirement

Late retirement is permitted.

The late retirement benefit is equal to the greater of the benefit computed as of the employee's late retirement date or the actuarial equivalent of the employee's normal retirement benefit.

Disability Retirement

Disability retirement is available for any disabled employee upon the age of 50 and who has completed 10 years of Credited Service and is receiving Social Security disability payments.

The disability benefit is based on service at the time of disability with no reduction.

Termination Benefits

Upon termination after 5 years or upon attainment of age 65, a participant is fully vested in his accrued benefit.

The accrued benefit is equal to the benefit developed under the normal retirement formula based on service to date of termination.

Pre-Retirement Spouse's Benefit

Upon the death of an active participant eligible for early retirement but prior to normal retirement, the surviving spouse will receive 50% of the accrued benefit reduced for early retirement and a 50% joint and survivor annuity.

The Retirement Equity Act (REA) requires the plan to allow a pre-retirement spouse's benefit for a vested participant prior to eligibility for early retirement. The surviving spouse will receive 50% of the accrued benefit the participant has accrued on the day before his death reduced for the 50% joint and survivor form of payment. This death benefit is payable on the date in which the participant would have been eligible for early retirement and is subject to an early retirement reduction on that date.

Payments of Benefits

Normal: Life Annuity. Pension benefits are automatically payable as a 50% Joint and Survivor Annuity to married participants, with the benefit the actuarial equivalent of the normal retirement benefit.

Optional: Optional forms of payment available to plan participants which are the actuarial equivalent of the Normal Form are as follows:

Life Annuity.

Life Annuity with 120 months guaranteed.

Joint and 50% to Survivor.

Joint and 75% to Survivor.

Joint and 100% to Survivor.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4I
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF MAY 31, 2017**

Page 11

(a)	(b)	(c)	(d)	(e)
	Identify of issue, borrower, Lessor or similar party	Description of investment Including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
*	Manning & Napier Fund, Inc.	4,708.224 shares Emerging Markets Fund	42,233	43,033
*	Manning & Napier Fund, Inc.	5,484.278 shares Real Estate Series	79,383	81,606
*	Manning & Napier Fund, Inc.	18,775.214 shares International Series	148,475	165,597
*	Manning & Napier Fund, Inc.	9,182.702 shares World Opportunities Series	63,969	71,350
*	Manning & Napier Fund, Inc.	85,379.793 shares Unconstrained Class S	890,836	894,780
	Anheuser-Busch InBev	390 shares	37,575	42,997
	Liberty Global PLC Shs Cl A	700 shares	20,607	21,406
	Amazon.com Incorporated	45 shares	32,379	44,758
	Ambev S.A	8,250 shares	44,712	47,107
	Lululemon Athletica Inc Com	610 shares	31,607	29,445
	Monsanto Co New	530 shares	52,462	62,233
	Schlumberger LTD	535 shares	41,744	37,231
	MasterCard Inc.	350 shares	31,134	43,008
	Visa Inc.	510 shares	37,014	48,567
	Medtronic PLC	780 shares	60,171	64,053
	Blomarin Pharmaceutical Inc.	480 shares	42,191	42,067
	Biogen IDEC Inc.	145 shares	40,624	35,927
	Bristol Myers Squibb Co Com	385 shares	20,737	20,771
	Devita Inc.	305 shares	21,033	20,209
	Express Scripts Holding Company	490 shares	37,761	29,277
	Johnson & Johnson Com	325 shares	24,748	41,681
	Regeneron Pharmaceuticals Inc.	70 shares	27,604	32,134
	Vertex Pharmaceuticals Inc.	380 shares	29,742	46,968
	Arconic Inc.	1,730 shares	38,524	47,523
	FedEx Corp	165 shares	31,192	31,984
	Nielsen Holdings PLC	1,005 shares	46,748	38,672
	Tencent Holdings LTD	1,000 shares	31,400	34,477
	Alphabet Inc. Cl C	35 shares	23,593	33,770
	Alphabet Inc. Cl A	35 shares	25,709	34,548
	Electronic Arts Inc.	410 shares	4,993	46,465
	Facebook Inc.	560 shares	69,120	84,818
	Microsoft Corp Com	680 shares	38,624	47,491
	The Priceline Group Inc.	40 shares	59,858	75,084
	Qorvo, Inc.	315 shares	23,220	24,554
	Salesforce.com Inc.	340 shares	24,813	30,477
	ServiceNow Inc.	810 shares	54,465	64,787
	Skyworks Solutions Inc.	440 shares	31,937	46,829
	Ashland Global Holdings Inc.	335 shares	19,543	22,291
	First Quantum Minerals LTD	800 shares	7,155	8,745
	Freeport-McMoran Inc.	1,555 shares	22,968	17,867
	Lundin Mining Corp	1,425 shares	7,527	7,810
	Southern Copper Corp	310 shares	10,917	10,838
	Valvoline Inc.	347 shares	7	8
	Weyerhaeuser Co	805 shares	24,817	26,533
	Twenty-First Century Fox Inc.	2,130 shares	62,026	57,766
	Zayo Group Holdings Inc.	990 shares	30,592	31,838
	Blackrock Inc.	50 shares	15,141	20,462
	Antofagasta PLC	715 shares	7,391	7,364

See accompanying independent auditor's report.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4i
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONTINUED)
AS OF MAY 31, 2017**

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(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, Lessor or similar party	Description of Investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Diageo PLC New Ord	660 shares	18,232	19,655
	Kingfisher PLC	7,830 shares	33,162	33,199
	Novartis Ag Sponsored ADR	705 shares	52,466	57,648
	Unilever PLC ADR New	887 shares	31,676	49,335
	United States Treasury	1.125% Due 1/15/2021	16,262	16,366
	United States Treas Notes	0.125% Due 1/15/2022	20,020	20,648
	US Treasury Notes	0.125% Due 4/15/2018	18,992	19,006
	US Treasury Notes	1.75% Due 4/30/2022	428,384	431,806
	Federal National Mortgage Assn Pool	2.625% Due 9/6/2024	103,486	99,270
	Federal National Mortgage Assn Pool	3.000% Due 4/1/2027	47,831	47,513
	US Treasury Notes	1.625% Due 4/30/2023	49,000	49,236
	Federal National Mortgage Assn Pool	3.000% Due 7/1/2043	50,153	50,506
	Federal National Mortgage Assn Pool	6.000% Due 10/1/2038	7,510	7,801
	Federal National Mortgage Assn Pool	2.500% Due 2/1/2043	58,781	59,730
	Federal National Mortgage Assn Pool	4.500% Due 8/1/2040	33,593	34,329
	United States Treasury	6.25% Due 5/15/2030	58,239	59,015
	United States Treasury	4.75% Due 2/15/2037	61,530	57,524
	United States Treas Bds	0.625% Due 2/15/2043	18,670	19,936
	United States Treasury	2.5% Due 2/15/2045	39,217	39,072
	Goldman Sachs Group Inc	2.375% Due 1/22/2018	20,275	20,091
	McDonalds Corp	5.350% Due 3/1/2018	17,954	15,413
	Fedl Home Ln Mtg Crpool	3.500% Due 7/1/2043	84,922	85,130
	Federated Prime Cash Obligations and Other		182,584	182,584
	Total Assets		\$ 4,023,960	\$ 4,312,000

* Represents a Party-In-Interest

See accompanying Independent auditor's report.

**HOPES WINDOWS, INC. PENSION PLAN
FOR SHOPMENS LOCAL 470**

EIN: 16-1184041

PLAN NO: 004

6/1/2016 – 5/31/2017 Plan Year

Schedule SB, line 32 – Schedule of Amortization Bases

1.	Funding Target	\$ 4,739,642
2.	Adjusted Plan Assets	
	a) Actuarial Value of Assets	4,442,615
	b) Funding Standard Carryover Balance	0
	c) Prefunding Balance	267,935
	d) Adjusted Assets: (a) - (b) - (c)	4,174,680
3.	Funding Shortfall / (Excess): (1) - (2)(d)	564,962
4.	Exemption From New Shortfall Amortization Base	
	a) Target Liability Percentage	100%
	b) Shortfall Funding Target (1) x (a)	4,739,642
	c) Exempt if [(2)(a) – (2)(c)] ≥ (4)(b)	No
5.	Shortfall Amortization Base: 4(b) – 2(d)	\$ 564,962

Shortfall Amortization Charge

<u>Date</u>	<u>Base</u>	<u>Current Amount</u>	<u>Amortization Period Remaining</u>	<u>Shortfall Amortization Charge</u>
6/1/15	\$ 210,778	\$ 187,318	6	\$ 35,053
6/1/16	377,644	<u>377,644</u>	7	<u>62,396</u>
		\$ 564,962		\$ 97,449

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Schedule SB – line 24, Change in Actuarial Assumptions

The plan formula for the Hope's Specialty Products, Inc. participants was changed from \$13.25 to \$13.50 per month for future service.