

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 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</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); or	
	☐ 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>ROCKPORT CLIENTS 401(K) PLAN AND TRUST</u>	1b Three-digit plan number (PN) ▶	<u>002</u>
		1c Effective date of plan	<u>01/01/2013</u>
2a Plan sponsor's name (employer, if for a single-employer plan)	2b Employer Identification Number (EIN)		
Mailing address (include room, apt., suite no. and street, or P.O. Box)	<u>27-2831270</u>		
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)	2c Plan Sponsor's telephone number		
<u>ROCKPORT ADMINISTRATIVE SERVICES, LLC</u>	<u>323-330-6500</u>		
<u>5900 WILSHIRE BLVD.</u>	2d Business code (see instructions)		
<u>SUITE 1600</u>	<u>623000</u>		
<u>LOS ANGELES, CA 90036</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.	12/30/2018	STEVEN STROLL
	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 <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 6541
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) 6462
a(2) Total number of active participants at the end of the plan year	6a(2) 5884
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 171
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 6055
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 6055
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 386
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2J 3D 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III	Form M-1 Compliance Information (to be completed by welfare benefit plans)
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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 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2015 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2015 or fiscal plan year beginning **01/01/2015** and ending **12/31/2015**

A Name of plan ROCKPORT CLIENTS 401(K) PLAN AND TRUST	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKPORT ADMINISTRATIVE SERVICES, LLC	D Employer Identification Number (EIN) 27-2831270	

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

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

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	108543	411	01/01/2015	12/31/2015

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
9512	2016

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

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

MORGAN STANLEY INSURANCE SERVICES
2000 WESTCHESTER AVE
1NC
PURCHASE, NY 10577

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2758			4

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

MORGAN STANLEY SMITH BARNEY
2000 WESTCHESTER AVE
1NC
PURCHASE, NY 10577

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
54			4

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

DISSINGER ASSOCIATES

11835 WEST OLYMPIC BLVD
SUITE 1000E
LOS ANGELES, CA 90064

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	2016	CONTRACT MAINTENANCE AND RETENTION	5

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

LEUMI INVESTMENT SERVICES

555 WEST 5TH STREET
SUITE 3300
LOS ANGELES, CA 90013

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
6700			4

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	3984483

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY

b Balance at the end of the previous year	7b	0
c Additions: (1) Contributions deposited during the year	7c(1)	0
(2) Dividends and credits	7c(2)	0
(3) Interest credited during the year	7c(3)	0
(4) Transferred from separate account	7c(4)	0
(5) Other (specify below)	7c(5)	0
▶		
(6) Total additions	7c(6)	0
d Total of balance and additions (add lines 7b and 7c(6))	7d	0
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0
(2) Administration charge made by carrier	7e(2)	0
(3) Transferred to separate account	7e(3)	0
(4) Other (specify below)	7e(4)	0
▶		
(5) Total deductions	7e(5)	0
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury</div> <div>Internal Revenue Service</div> <div>Department of Labor</div> <div>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan ROCKPORT CLIENTS 401(K) PLAN AND TRUST	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKPORT ADMINISTRATIVE SERVICES, LLC	D Employer Identification Number (EIN) 27-2831270	

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)

JOHN HANCOCK USA

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 59 60 62 63 67	RECORDKEEPER	614	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>ROCKPORT CLIENTS 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ROCKPORT ADMINISTRATIVE SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>27-2831270</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2055 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14098</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2050 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>301868</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2045 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>258709</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2040 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>370306</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2035 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>544962</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2030 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>368687</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2025 MANAGED PORTFOLIO</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>880227</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2020 MANAGED PORTFOLIO		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 425061

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2015 MANAGED PORTFOLIO		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43010

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RET TO 2010 MANAGED PORTFOLIO		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 116094

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6982

a Name of MTIA, CCT, PSA, or 103-12 IE: ASTON/FAIRPOINTS MID CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16365

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8747

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD SMALL CAP GRO INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34222

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28836

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1746

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26746

a Name of MTIA, CCT, PSA, or 103-12 IE: [OPPENHEIMER INTL GROWTH FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25867
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a Name of MTIA, CCT, PSA, or 103-12 IE: [MID CAP INDEX FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 54048
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a Name of MTIA, CCT, PSA, or 103-12 IE: [VALUE FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19184
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a Name of MTIA, CCT, PSA, or 103-12 IE: [BLUE CHIP GROWTH FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52283
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a Name of MTIA, CCT, PSA, or 103-12 IE: [FUNDAMENTAL INVESTORS](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27815
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PRU JENNISON MID GROWTH FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10136
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a Name of MTIA, CCT, PSA, or 103-12 IE: [500 INDEX FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64754
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a Name of MTIA, CCT, PSA, or 103-12 IE: [MUTUAL GLOBAL DISCOVERY](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25806
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a Name of MTIA, CCT, PSA, or 103-12 IE: [WASHINGTON MUTUAL INVESTORS](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40127
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a Name of MTIA, CCT, PSA, or 103-12 IE: [CORE BOND FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29014
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a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL BOND MARKET FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33631
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a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STABLE VALUE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 155152
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan ROCKPORT CLIENTS 401(K) PLAN AND TRUST	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKPORT ADMINISTRATIVE SERVICES, LLC	D Employer Identification Number (EIN) 27-2831270	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is 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	2312	1510
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		21089
(3) Other.....	1b(3)		802
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	82552	78735
(9) Value of interest in common/collective trusts.....	1c(9)	126118	155152
(10) Value of interest in pooled separate accounts.....	1c(10)	3544890	3829331
(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)		
(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	3755872	4086619

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3755872	4086619
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	1052308	
(C) Others (including rollovers)	2a(1)(C)	84343	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1136651
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	4174	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4174
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-80677
(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		1060148

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

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	583794	
(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)		583794
f Corrective distributions (see instructions)	2f		122038
g Certain deemed distributions of participant loans (see instructions)	2g		8191
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	5660	
(3) Investment advisory and management fees	2i(3)	9718	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		15378
j Total expenses. Add all expense amounts in column (b) and enter total	2j		729401

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		330747
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: MEIR AND MEIR, LLP

(2) EIN: 95-4359536

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	☒	☐	☐	13570
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	N/A	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.)		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.)		X		
e Was this plan covered by a fidelity bond?	X			50000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.				
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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

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 section 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 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>ROCKPORT CLIENTS 401(K) PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCKPORT ADMINISTRATIVE SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>27-2831270</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2015
v. 150123

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)
	a Enter the percentage of plan assets held as: Stock: _____% 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?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

**Rockport Clients 401(k)
Plan and Trust**

**Financial Statements and
Supplemental Schedules**

**As of December 31, 2015 and 2014 and for
the Year Ended December 31, 2015**

Rockport Clients 401(k) Plan and Trust

Contents

Financial Statements and Supplemental Schedules

As of December 31, 2015 and 2014, and for the
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Supplemental Schedules

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Note: Schedules other than that listed above have been omitted because the information is otherwise disclosed, not applicable or not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.



Report of Independent Auditors

To the Plan Administrative Committee of
the Rockport Clients 401(k) Plan and Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Rockport Clients 401(k) Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by John Hancock Life Insurance Company (U.S.A.), 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 December 31, 2015 and 2014, 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.



Other Matter

The supplemental schedules of Schedule H, line 4i – Schedule of Assets (Held at End of Year) and Schedule H, line 4a – Schedule of Delinquent Participant Contributions as of December 31, 2015, 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 schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Meir and Meir, LLP

Beverly Hills, California
December 6, 2018

Rockport Clients 401(k) Plan and Trust

Statements of Net Assets Available for Benefits

<i>As of December 31,</i>	2015	2014
Assets		
Non-interest bearing cash	\$ 1,510	\$ 2,312
Investments, at fair value	3,984,483	3,671,008
Receivables:		
Participants' contributions	21,089	-
Notes receivable from participants	78,735	82,552
Receivable from related party	802	-
	100,626	82,552
Total assets	4,086,619	3,755,872
Liabilities		
Accounts payable	81,032	159,479
Total liabilities	81,032	159,479
Net assets available for benefits	\$ 4,005,587	\$ 3,596,393

See accompanying notes.

Rockport Clients 401(k) Plan and Trust

Statement of Changes in Net Assets Available for Benefits

<i>Year ended December 31,</i>	2015
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Additions

Additions to net assets attributed to:

Investment income:

Net depreciation in fair value of investments	\$ (80,677)
---	-------------

Total investment income	(80,677)
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Interest income on notes receivable from participants	4,174
---	-------

Contributions:

Participants	1,052,308
--------------	-----------

Rollover	84,343
----------	--------

Excess contributions	(81,032)
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Total contributions	1,055,619
---------------------	-----------

Total additions	979,116
-----------------	---------

Deductions

Deductions from net assets attributed to:

Benefits paid to participants	554,544
-------------------------------	---------

Administrative expenses	15,378
-------------------------	--------

Total deductions	569,922
------------------	---------

Net increase	409,194
---------------------	----------------

Net assets available for benefits:

Beginning of period	3,596,393
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End of period	\$ 4,005,587
---------------	--------------

See accompanying notes.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

1. Description of Plan

The following description of Rockport Clients 401(k) Plan and Trust (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution multiple employer plan that was adopted effective January 1, 2013 for the benefit of the employees of various employers (collectively the “Company”). As of December 31, 2015, the Plan had 87 participating employers (see Note 12). During 2015, employees of 56 participating employers made deferral contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Participants may contribute up to 100% of pretax annual salary and 90% of bonuses, as defined in the Plan limited to the maximum amount allowed by law for the plan year. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefits or contribution plans. Each participating employer may make discretionary matching contributions to be allocated among eligible employees of that employer. In 2015, no employer contributions were made to the Plan.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and allocations of (a) the Company’s matching contribution and (b) Plan earnings (losses), and charged with an allocation of any administrative expenses paid by the Plan. Allocations are based on participant earnings or account balances, as defined. Certain administrative expenses are allocated equally between all participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in matching contributions plus

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

1. Description of Plan (Continued)

earnings thereon is based on years of continuous service. Each participating employer has his own vesting schedule.

Forfeitures subject to allocation each plan year are determined separately by each participating employer and allocated among the employees of that employer or the employees of the participating employer who made the forfeited contributions.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to the lesser of 50% of their vested account balance or \$50,000. The loans are secured by the vested balance in the participants' accounts and bear interest at rates commensurate with local prevailing rates as determined periodically by the plan administrator. Principal and interest are paid ratably through payroll deductions. Loan terms are limited to a maximum of 5 years or longer for the purchase of a primary residence.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, participants may elect to receive the vested interest of their accounts in the form of a single sum of cash payment, or a direct rollover to an individual retirement account or another employer plan. Inservice distributions are available to employees who have attained age 59 ½. Hardship withdrawals are also available.

Forfeited Accounts

At December 31, 2015 and 2014 the total forfeited nonvested accounts amounted to \$2,312. These funds were transferred to the Plan upon a merger of four 401(k) plans to the Plan, that took place on October 31, 2013.

Plan Administration

The Plan is administered by Rockport Administrative Services, LLC. The plan administrator controls and manages the operation and administration of the Plan.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

1. Description of Plan (Continued)

John Hancock Life Insurance Company (U.S.A) (“John Hancock”) serves as the custodian. Dissinger Associates is the third party administrator.

Eligibility

All employees having reached the age of 21 and completed 1 year of service are eligible for participation in the Plan.

Investment Options

Participants may direct both employee and employer contributions to be invested amongst various investment options as made available and determined by the plan administrator which are more fully described in the plan literature.

2. Summary of Significant Accounting Policies

Date of Management’s Review

Subsequent events were evaluated through December 6, 2018, which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”) requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Basis of Accounting

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant’s account and are included in administrative expenses when incurred. As of December 31, 2015 and 2014 no allowance for credit losses has been recorded. If a participant does not

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

2. Summary of Significant Accounting Policies (Continued)

make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Excess Contributions Payable

Amounts payable to participants totaling \$81,032 and \$159,479 for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as accounts payable, with a corresponding reduction to 2015 and 2014 contributions. The Plan distributed the 2015 excess contributions prior to March 15, 2016, and the 2014 excess contributions after March 15, 2015.

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

Certain expenses of maintaining the Plan are paid by the Company (see Note 5). Investment-related expenses are included in net appreciation (depreciation) in fair value of investments. Fees for the administration of notes receivable from participants (including a one-time loan issuance fee of \$100) are reflected in administrative expenses and charged directly to the participant's account.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

2. Summary of Significant Accounting Policies (Continued)

Net Appreciation (Depreciation) in Fair Value of Investments

Net appreciation (depreciation) in fair value of investments is based on the fair value of the assets at the beginning of the plan year, or at the time of purchase during the plan year, and the related fair value on the day investments are sold with respect to realized appreciation (depreciation), or on the last day of the year with respect to unrealized appreciation (depreciation).

Realized and unrealized appreciation (depreciation) is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. This new accounting guidance under the Accounting Standards Codification 820, *Fair Value Measurement*, requires that investments for which fair value is measured at net asset value (or its equivalent) using the practical expedient should not be categorized in the fair value hierarchy. Adoption is retrospective and earlier application is permitted. The adoption of this standard is not expected to significantly impact the Plan's financial statements.

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

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

3. Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were only used when Level 1 inputs were not available. There are no plan assets requiring the use of Level 3 inputs for the periods presented.

Level 1 Fair Value Measurements

The fair value of separate accounts is based on quoted net asset values of the underlying mutual funds held by the Plan at year-end. The mutual funds held by the Plan are open-end mutual funds registered with the U.S. Securities and Exchange Commission. The funds must publish their daily net asset value and transact at that price. The mutual funds held by the Plan are considered to be actively traded.

Level 2 Fair Value Measurements

The fair value of the collective trust is valued at the net asset value of the units as provided by the trust's trustee.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

3. Fair Value Measurements (Continued)

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value:

		Fair Value Measurements at the End of the Reporting Period Using:	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
<i>As of December 31, 2015</i>	Fair Value		
Separate Accounts			
Target Date	\$ 3,323,021	\$ 3,323,021	\$ -
Fixed Income	62,644	62,644	-
Growth	372,199	372,199	-
Value	71,467	71,467	-
Total Separate Accounts	3,829,331	3,829,331	-
Stable Value Fund			
Collective Trust	155,152	-	155,152
Total Stable Value	155,152	-	155,152
Total Investments at Fair Value	\$ 3,984,483	\$ 3,829,331	\$ 155,152

<i>As of December 31, 2014</i>	Fair Value	(Level 1)	(Level 2)
Separate Accounts			
Target Date	\$ 3,173,862	\$ 3,173,862	\$ -
Fixed Income	51,758	51,758	-
Growth	275,597	275,597	-
Value	43,673	43,673	-
Total Separate Accounts	3,544,890	3,544,890	-
Stable Value Fund			
Collective Trust	126,118	-	126,118
Total Stable Value	126,118	-	126,118
Total Investments at Fair Value	\$ 3,671,008	\$ 3,544,890	\$ 126,118

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2015 and 2014, are reported in net appreciation in fair value of investments.

The Plan's policy is to recognize transfers between Levels 1 and 2 and into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended December

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

3. Fair Value Measurements (Continued)

31, 2015, there were no significant transfers between Levels 1 and 2 and no transfers into or out of Level 3.

The following tables summarize investments measured at fair value based on net asset value per share:

<i>As of December 31, 2015</i>	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Collective Trust	\$ 155,152	\$ -	Daily	1 Day

<i>As of December 31, 2014</i>	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Collective Trust	\$ 126,118	\$ -	Daily	1 Day

4. Investments

The following presents investments that represent 5% or more of the Plan's net assets:

<i>As of December 31 ,</i>	2015	2014
Retirement Choices at 2020	\$ 426,921	\$ 429,415
Retirement Choices at 2025	883,353	766,296
Retirement Choices at 2030	370,943	364,951
Retirement Choices at 2035	546,439	520,960
Retirement Choices at 2040	373,002	406,802
Retirement Choices at 2045	259,429	214,999
Retirement Choices at 2050	302,731	235,145

During the year ended December 31, 2015, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$80,677. All depreciation is attributed to separate accounts.

5. Related Party Transactions

Certain plan investments are shares of separate accounts managed by John Hancock. John Hancock is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Administrative fees paid by the Plan to John Hancock amounted to \$15,378 for the year ended December 31, 2015. Indirect compensation to John Hancock is reflected as a reduction of investment return for applicable investments.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

5. Related Party Transactions (Continued)

Additionally, the Company provides to the Plan certain accounting and administrative services for which no fees are charged. As the Company is the plan sponsor, these transactions qualify as party-in-interest transactions.

All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

On October 16, 2015, the Plan received from the participants payments on loans of \$1,015. The Plan also received directions to allocate the loan payments among specific participants. The allocation report indicated a total amount of \$1,817 in loan payments which resulted in a shortage of payments received by \$802. For an unknown reason, the shortage of \$802 was made up by transferring \$802 from the Forfeiture Account.

Upon discovering the incident mentioned above, the Company investigated the circumstances surrounding the transactions to make sure that such incidents were not repeated again. The Company also reviewed the Internal Control to see if there were any systemic deficiencies in need for correction. In addition, the Company questioned all the parties involved in the incident. However, all of the employees involved in the incident are no longer employed by such parties. Consequently, the Company has decided to reimburse the forfeiture account by an amount of \$802 to fully cover the total shortage. On June 27, 2018 the Company reimbursed the Plan by that amount.

6. Plan Termination

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

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

7. Reconciliation of Financial Statements to Schedule H of Form 5500

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

<i>As of December 31,</i>	2015	2014
Net assets available for benefits per the financial statements	\$ 4,005,587	\$ 3,596,393
Add: Excess contributions	81,032	159,479
Net assets available for benefits per Form 5500	\$ 4,086,619	\$ 3,755,872

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

<i>Year ended December 31,</i>	2015
Increase in net assets per the financial statements	\$ 409,194
Deduct: 2014 Excess contributions	(159,479)
Add: 2015 Excess contributions	81,032
Increase in net assets available for benefits per Form 5500	\$ 330,747

For the years ended December 31, 2015 and 2014, excess contributions to be refunded were not reflected on Form 5500.

Certain balances included on Schedule H Part I and II on the Annual Return/Report of Employee Benefits Plan (Form 5500) have been reclassified for purposes of presentation in the financial statements.

8. Tax Status

The Plan currently operates under a Volume Submitter Profit Sharing Plan offered by Sungard Business Systems LLC, which received a favorable opinion letter from the Internal Revenue Service dated March 31, 2014. The plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

9. Risks and Uncertainties

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

The Plan is required to disclose significant concentrations of credit risk regardless of the degree of such risk. At December 31, 2015 and 2014, the financial instruments, which potentially subject the Plan to a concentration of credit risk, consisted principally of cash, investments and notes receivable from participants.

10. Custodian's Certification

The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedules are derived from statements which have been certified by John Hancock as complete and accurate in accordance with 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

11. ERISA Bonding Requirements

ERISA, Title 1, Section 412 requires that every fiduciary and every person who handles funds or other property of a plan be bonded. Such "persons" may include any director, officer or employee of the fiduciary. During the year ended December 31, 2015, the Plan fidelity bond had a coverage which did not meet the minimum required by ERISA.

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

12. Participating Employers During 2015, 87 companies which participated in the Plan made total contributions of \$1,052,308 as follows:

<u>Employer Names</u>	<u>Participants'</u> <u>Contributions</u>
Alhambra Healthcare & Wellness Centre, LP	\$ 5,000
Bakersfield Healthcare & Wellness Centre, LLC	-
Bay Vista Healthcare & Wellness Centre, LP	-
Brookdale Healthcare & Wellness, Centre, LP	5,769
B-East, LLC	8,291
B-San Diego, LLC	28,523
B-Spring Valley, LLC	24,000
Cadence Healthcare, LLC	-
Centinela Assisted Living Management, LLC	-
Centinela Skilled Nursing & Wellness Centre East, LLC	-
Centinela Skilled Nursing & Wellness Centre West, LLC	-
Chico Healthcare & Wellness Centre, LP	-
Chico Heights Rehabilitation & Wellness Centre, LP	12,594
Chico Terrace Healthcare & Wellness Centre, LP	33,066
Clairemont Healthcare & Wellness Centre, LLC	2,004
CNRC, LLC	9,583
Country Villa Novato Healthcare Center, LLC	91,229
Country Villa Pomona Healthcare Center, LLC	13,532
Driftwood Healthcare & Wellness Center, LLC	18,000
Eureka Rehabilitation & Wellness Center, LP	3,600
Fortuna Rehabilitation & Wellness Center, LP	12,145
Four Seasons Assisted Living Center, LLC	-
Four Seasons Healthcare & Wellness Center, LP	-
Fresno Skilled Nursing & Wellness Centre, LLC	-
Fullerton Healthcare & Wellness Centre, LLC	-
Gardenview Healthcare & Wellness Centre, LP	1,022
Granada Rehabilitation & Wellness Center, LP	18,888
Grand Avenue Healthcare & Wellness Center, LP	-
Granite Hills Healthcare & Wellness Centre, LLC	7,626
Gridley Assisted Living & Retirement, LLC	-
Gridley Healthcare & Wellness Centre, LLC	5,079
Hacienda Heights Healthcare & Wellness Centre, LP	-
Hawthorne Healthcare & Wellness Centre, LLC	-
Highland Park Skilled Nursing & Wellness Centre, LLC	63,916
Imperial Heights Healthcare & Wellness Centre, LLC	8,961
Indio Healthcare & Wellness Center, LLC	2,892
Laibco, LLC	14,251
Lawndale Healthcare & Wellness Centre, LLC	-
Lighthouse Healthcare Center, LLC	16,757
Los Feliz Healthcare & Wellness Centre, LP	-
Mar Vista Country Villa Healthcare & Wellness Centre, LP	9,853
Maywood Skilled Nursing & Wellness Centre, LLC	14,181
Montecito Heights Healthcare & Wellness Centre, LP	-

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

12. Participating Employers (Continued)	Monterey Healthcare & Wellness Centre, LP	6,000
	North Hills Healthcare & Wellness Centre, LP	-
	North Palms Rehabilitation & Wellness Centre, LP	-
	North Point Healthcare & Wellness Centre, LP	10,484
	Norwalk Skilled Nursing & Wellness Centre, LLC	62,228
	Oakhurst Skilled Nursing & Wellness Centre, LLC	-
	Ontario Grove Healthcare & Wellness Centre, LP	-
	Orange Healthcare & Wellness Centre, LLC	13,528
	Overland Terrace Healthcare & Wellness Centre, LP	9,814
	Oxnard Manor, LP	6,000
	Pacific Rehabilitation & Wellness Center, LP	6,495
	Pavilion on Pico Healthcare & Wellness Centre, LP	18,400
	Pine Grove Healthcare & Wellness Centre, LP	37,733
	Point Loma Rehabilitation Center, LLC	43,857
	River Valley Healthcare & Wellness Centre, LP	1,086
	Riverside Healthcare & Wellness Centre, LLC	2,437
	San Gabriel Healthcare & Wellness Centre, LP	-
	San Marino Gardens Wellness Centre, LP	5,400
	San Mateo Healthcare & Wellness Centre, LP	168,701
	San Rafael Rehabilitation & Wellness Center, LP	450
	Santa Ana Healthcare & Wellness Centre, LP	13,662
	Seaview Rehabilitation & Wellness Center, LP	16,139
	Secrom, Inc.	-
	Skyline Healthcare & Wellness Center, LLC	-
	Solnus Eight, LLC	7,768
	Solnus Five, LLC	18,292
	Solnus Four, LLC	31,688
	Solnus One, LLC	-
	Solnus Seven, LLC	9,263
	Solnus Six, LLC	34,918
	Solnus Three, LLC	50,050
	Solnus Two, LLC	-
	Sonata Healthcare, LLC	-
	South Pasadena Rehabilitation Center, LLC	11,882
	The Healthcare Center of Downey, LLC	20,750
	The Rehabilitation & Wellness Centre of Dallas, LLC	1,110
	Verdugo Valley Skilled Nursing & Wellness Centre, LLC	5,651
	Vernon Healthcare Center, LLC	2,700
	West Hollywood Healthcare & Wellness Centre, LP	2,198
	West Pico Terrace Assisted Living Center, LP	-
	West Pico Terrace Healthcare & Wellness Centre, LP	677
	Westwood Healthcare & Wellness Centre, LP	-
	Wish-I-Ah Skilled Nursing & Wellness Centre, LLC	-
	York Healthcare & Wellness Centre, LP	2,185
	Total participants' contributions	<u>\$ 1,052,308</u>

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

- 12. Participating Employers (Continued)** During 2015, Gridley Healthcare & Wellness Centre, LLC, South Pasadena Rehabilitation Center LLC, Wish-I-Ah Skilled Nursing & Wellness Centre, LLC, and Gridley Assisted Living & Retirement Center, LLC, four participant employers in the Plan, ceased operations and terminated their respective employees. All employees were 100% vested and benefits were distributed to those requesting them.
- 13. Non-exempt Transactions** During the month of March 2015, the Company was not in compliance with the Department of Labor requirements to remit participant contributions for the amount of \$13,570 to the Plan within 15 business days of the month following the month in which the contributions were withheld by the employer. On November 28, 2018, the Company paid the Plan \$99 for lost earnings on the late deposits. The amount of lost earnings that accrued in 2015 is not reflected on the accompanying financial statements. In addition, the Company had non-exempt transactions during the years ended December 31, 2016 and 2017 (see Note 14).
- 14. Subsequent Events** In February 2016, Laibco, LLC, a participant employer in the Plan, discontinued its participation in the Plan and created their own plan. As a result, assets in the amount of \$65,570 were merged and consolidated from the Plan to their new plan.
- In June 2016 a 401(k) plan that covered the employees of Mesa Verde Convalescent Hospital Inc., a related company, merged into the Plan. As a result, assets in the amount of \$157,499 were transferred to the Plan.
- In October 2016, two employers, Princeton Manor Healthcare Center, LLC (“Princeton”) and Kingston Healthcare Center, LLC (“Kingston”), allowed their employees to contribute to the Plan prior to executing Participation Agreements. The Plan is filing a request with the IRS to allow each of the companies to adopt the Plan retroactively to its effective date of participation.
- During the period from October 10, 2017 to April 10, 2018, Princeton and Kingston remitted late deposits of participant contributions. On May 11, 2018, the Company paid the Plan \$290 for lost earnings on the late deposits.
- In October 2016, January 2017, and December 2017, the Company was not in compliance with the Department of Labor requirements to

Rockport Clients 401(k) Plan and Trust

Notes to Financial Statements

14. Subsequent Events (Continued)

remit participant contributions for the amounts of \$14,988, \$64, \$17,313, and \$20,434 to the Plan within 15 business days of the month following the month in which the contributions were withheld by the employer. On November 28, 2018, the Company paid the Plan \$681 for lost earnings on the late deposits.

In 2014, Westwood Healthcare and Wellness Centre, LP (“Westwood”) joined the Plan. No assets were transferred to the Plan and participants of Westwood started making deferrals to the Plan only in 2016. However, some employees started participating too soon. The Plan is filing a request that the IRS allow such non-highly compensated employees to be retroactively eligible.

In 2017, Windsor Gardens Anaheim, an employer of approximately 300 employees, elected to participate in the Plan.

In 2017, a Department of Labor (DOL) investigation was opened regarding the operation of the Plan. The focus of the investigation so far was the transfer of assets from related plans which merged into the Plan. Management is fully cooperating with the DOL in providing all the pertinent documents requested. Management is confident that the investigation will have no negative effect on the operation of the Plan.

**Rockport Clients 401(k)
Plan and Trust**

**Form 5500 – Schedule H – Line 4i – Schedule of Assets
(Held at End of Year) as of December 31, 2015**

**EIN: 27-2831270
Plan number: 002**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Par or Maturity Value	Current Value
--	--	---------------

See attached Schedule of Assets Held for Investment Purposes as provided by John Hancock.

* Represents a party-in-interest



CONTRACT
Account Balance Details
Report

Client ID: 586837
Contract Number: 108543

ROCKPORT ADMINISTRATIVE
THE TRUSTEES OF ROCKPORT CLIENTS 401(K)
PLAN

Plan Type: PS4K
Status: AC

Product ID: ARA06
Number of Active Participants: 412

Last Ctrib App Period End Date: DEC/23/2015	Sum of Buckets:	4063217.92
Last Interest Update: DEC/31/2015	Gross Account Balance:	4063217.92
Last Charge Update: DEC/31/2015	Net Account Balance:	4063217.92
Inquiry As Of Date: DEC/31/2015	Undebited Asset Charge:	0.00
Last Stmt Date: OCT/06/2015	Undebited Participant Fee:	0.00
Any Outstanding Txns: Y	Uncredited Interest:	0.00

Investment Account	W	Maturity Date	Money Type	Money Source	Book Value/ Units	Market Value	Unit Value/ Comp Rate
CZG					37555.482888	544961.61	14.5108290
CZH					25244.511256	370305.62	14.6687470
DIS					574.835267	25806.22	44.8930680
MSV					130315.929498	155151.62	1.1905790
CZJ					23427.735712	301867.88	12.8850480
CZE					64158.601768	880227.38	13.7195470
BCF					1260.768797	52282.92	41.4690010
BIF					1932.682413	33630.96	17.4011550
COR					1541.357280	29013.58	18.8233580
IND					3219.174422	64754.12	20.1150870
MCI					1538.794257	54048.27	35.1237220
OIG					676.821779	25867.50	38.2188820
VSG					1012.201922	34222.02	33.8094180
WHI					729.723411	40127.24	54.9894750
LSA01					70637.81		5.26063155
LSA02					1683.33		5.25000000
CZI					17640.338931	258708.75	14.6657380
CZB					9770.388995	116093.89	11.8821840
CZD					32773.562848	425060.79	12.9696150



CONTRACT
Account Balance Details
Report

Client ID: 586837
Contract Number: 108543

ROCKPORT ADMINISTRATIVE
THE TRUSTEES OF ROCKPORT CLIENTS 401(K)
PLAN

Plan Type: PS4K
Status: AC

Product ID: ARA06
Number of Active Participants: 412

Investment Account	W	Maturity Date	Money Type	Money Source	Book Value/ Units	Market Value	Unit Value/ Comp Rate
IIF					1385.458360	28836.39	20.8135500
SCI					1015.844307	26745.75	26.3285490
CZF					25939.142176	368687.07	14.2135280
SCP					48.012724	1745.85	36.3620260
AFI					439.378683	27815.34	63.3058520
JMG					226.094787	10136.36	44.8320460
ISF					341.012457	8747.42	25.6512160
AOM					337.967865	16364.99	48.4215120
VLF					488.725637	19183.83	39.2525790
LSA03					6413.71		5.25000000
DUT					270.812114	6981.77	25.7806700
CZC					3529.666464	43010.28	12.1853580
CZK					1365.570694	14097.65	10.3235990

Participant loans

78,743.85

<u>Code</u>	<u>Class</u>	<u>ID</u>	<u>Account Feature Description</u>
CZB	C05	287	JH Ret To 2010 Managed Port
CZC	C05	288	JH Multi-Index Income Preserv
CZD	C05	289	JH Multi-Index 2020 Preserv
CZE	C05	290	JH Multi-Index 2025 Preserv
CZF	C05	291	JH Multi-Index 2030 Preserv
CZG	C05	292	JH Multi-Index 2035 Preserv
CZH	C05	293	JH Multi-Index 2040 Preserv
CZI	C05	294	JH Multi-Index 2045 Preserv
CZJ	C05	314	JH Multi-Index 2050 Preserv
CZK	C05	367	JH Multi-Index 2055 Preserv
MSV	C05	180	John Hancock Stable Val
BIF	C05	208	Total Bond Market Fund
VLF	C05	071	Value Fund
COR	C05	187	Core Bond Fund
WMI	C05	155	Washington Mutual Investors
AFI	C05	251	Fundamental Investors
DIS	C05	069	Mutual Global Discovery
BCF	C05	040	Blue Chip Growth Fund
IND	C05	033	500 Index Fund
VSG	C05	224	Vanguard Small Cap Grow Index
SCI	C05	105	Small Cap Index Fund
JMG	C05	283	PGIM Jennison Mid Cap Growth
OIG	C05	266	Oppenheimer Intl Growth Fund
MCI	C05	104	Mid Cap Index Fund
ISF	C05	095	Intl Small Cap Fund
IIF	C05	106	Intl Equity Index Fund
SCP	C05	213	DFA U.S. Small Cap Fund
DUT	C05	231	DFA US Targeted Value Fund
AOM	C05	296	AMG Managers Fairpointe MidCap

**Rockport Clients 401(k)
Plan and Trust**

**Form 5500 – Schedule H – Line 4a – Schedule of Delinquent Participant Contributions
as of December 31, 2015**



**EIN: 27-2831270
Plan number: 002**

See attached Schedule of Delinquent Participant Contributions as provided by Dissinger Associates.

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning 01/01/2015 and Ending 12/31/2015

Name of Plan: Rockport Clients 401(k) Plan and Trust

Employer Identification Number: 27-2831270 Three-digit plan number: 002

[illegible]

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2015 and ending 12/31/2015		
Name of Plan: Rockport Clients 401(k) Plan and Trust		PN: 002
Sponsor Name: Rockport Administrative Services, LLC		EIN: 27-2831270
Sponsor Name	EIN	Percent of Total Contributions
Alhambra Healthcare & Wellness Centre, LP	90-0853498	0.48%
Bakersfield Healthcare & Wellness Centre, LLC	27-0716944	0.00%
Bay Vista Healthcare & Wellness Centre, LP	47-1554753	0.00%
Brookdale Healthcare & Wellness, Centre, LP	47-1469431	0.55%
B-East, LLC	20-4754094	0.79%
B-San Diego, LLC	20-4754141	2.71%
B-Spring Valley, LLC	20-4754166	2.28%
Cadence Healthcare, LLC	80-0614628	0.00%
Centinela Assisted Living Management, LLC	26-3833294	0.00%
Centinela Skilled Nursing & Wellness Centre East, LLC	26-3725120	0.00%
Centinela Skilled Nursing & Wellness Centre West, LLC	26-3725293	0.00%
Chico Healthcare & Wellness Centre, LP	35-2507328	0.00%
Chico Heights Rehabilitation & Wellness Centre, LP	47-1446528	1.20%
Chico Terrace Healthcare & Wellness Centre, LP	37-1765514	3.14%
Clairemont Healthcare & Wellness Centre, LLC	90-0806002	0.19%
CNRC, LLC	20-4754230	0.91%
Country Villa Novato Healthcare Center, LLC	26-0224087	8.67%
Country Villa Pomona Healthcare Center, LLC	26-1982629	1.29%
Driftwood Healthcare & Wellness Center, LLC	27-2296101	1.71%
Eureka Rehabilitation & Wellness Center, LP	27-4853251	0.34%
Fortuna Rehabilitation & Wellness Center, LP	27-4853759	1.15%
Four Seasons Assisted Living Center, LLC	45-2614498	0.00%
Four Seasons Healthcare & Wellness Center, LP	45-2606151	0.00%
Fresno Skilled Nursing & Wellness Centre, LLC	26-3896892	0.00%
Fullerton Healthcare & Wellness Centre, LLC	90-1032949	0.00%
Gardenview Healthcare & Wellness Centre, LP	47-1603445	0.10%
Granada Rehabilitation & Wellness Center, LP	27-4853078	1.79%
Grand Avenue Healthcare & Wellness Center, LP	35-2505308	0.00%
Granite Hills Healthcare & Wellness Centre, LLC	27-0907657	0.72%
Gridley Assisted Living & Retirement, LLC	27-1541993	0.00%
Gridley Healthcare & Wellness Centre, LLC	27-0994031	0.48%
Hacienda Heights Healthcare & Wellness Centre, LP	47-1603475	0.00%
Hawthorne Healthcare & Wellness Centre, LLC	80-0767121	0.00%
Highland Park Skilled Nursing & Wellness Centre, LLC	26-1993264	6.07%
Imperial Heights Healthcare & Wellness Centre, LLC	27-0387731	0.85%
Indio Healthcare & Wellness Center, LLC	27-2769892	0.27%
Laibco, LLC	20-3982998	1.35%

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2015 and ending 12/31/2015		
Name of Plan: Rockport Clients 401(k) Plan and Trust		PN: 002
Sponsor Name: Rockport Administrative Services, LLC		EIN: 27-2831270
Sponsor Name	EIN	Percent of Total Contributions
Lawndale Healthcare & Wellness Centre, LLC	27-4321498	0.00%
Lighthouse Healthcare Center, LLC	20-8565245	1.59%
Los Feliz Healthcare & Wellness Centre, LP	47-1567187	0.00%
Mar Vista Country Villa Healthcare & Wellness Centre, LP	47-1661149	0.94%
Maywood Skilled Nursing & Wellness Centre, LLC	26-4504718	1.35%
Montecito Heights Healthcare & Wellness Centre, LP	80-0960276	0.00%
Monterey Healthcare & Wellness Centre, LP	36-4770161	0.57%
North Hills Healthcare & Wellness Centre, LP	47-1581232	0.00%
North Palms Rehabilitation & Wellness Centre, LP	47-1634312	0.00%
North Point Healthcare & Wellness Centre, LP	32-0448266	1.00%
Norwalk Skilled Nursing & Wellness Centre, LLC	26-0532659	5.91%
Oakhurst Skilled Nursing & Wellness Centre, LLC	26-3896668	0.00%
Ontario Grove Healthcare & Wellness Centre, LP	47-1673649	0.00%
Orange Healthcare & Wellness Centre, LLC	27-0716748	1.29%
Overland Terrace Healthcare & Wellness Centre, LP	47-1673649	0.93%
Oxnard Manor, LP	73-1686304	0.57%
Pacific Rehabilitation & Wellness Center, LP	27-4853405	0.62%
Pavillion on Pico Healthcare & Wellness Centre, LP	47-1668069	1.75%
Pine Grove Healthcare & Wellness Centre, LP	90-0852683	3.59%
Point Loma Rehabilitation Center, LLC	20-4747776	4.17%
River Valley Healthcare & Wellness Centre, LP	90-1032628	0.10%
Riverside Healthcare & Wellness Centre, LLC	27-0716839	0.23%
San Gabriel Healthcare & Wellness Centre, LP	61-1684895	0.00%
San Marino Gardens Wellness Centre, LP	45-3025802	0.51%
San Mateo Healthcare & Wellness Centre, LP	80-0817283	16.03%
San Rafael Rehabilitation & Wellness Center, LP	35-2452212	0.04%
Santa Ana Healthcare & Wellness Centre, LP	47-1673805	1.30%
Seaview Rehabilitation & Wellness Center, LP	27-4853592	1.53%
Secrom, Inc.	20-3117299	0.00%
Skyline Healthcare & Wellness Center, LLC	27-2296214	0.00%
Solnus Eight, LLC	27-1783363	0.74%
Solnus Five, LLC	27-1783313	1.74%
Solnus Four, LLC	27-1783292	3.01%
Solnus One, LLC	27-1783234	0.00%
Solnus Seven, LLC	27-1783342	0.88%
Solnus Six, LLC	27-1783328	3.32%
Solnus Three, LLC	27-1783275	4.76%

Multiple Employer Plan Participating Employer Information

For the plan year beginning 01/01/2015 and ending 12/31/2015		
Name of Plan: Rockport Clients 401(k) Plan and Trust		PN: 002
Sponsor Name: Rockport Administrative Services, LLC		EIN: 27-2831270
Sponsor Name	EIN	Percent of Total Contributions
Solnus Two, LLC	27-1783250	0.00%
Sonata Healthcare, LLC	20-8919772	0.00%
South Pasadena Rehabilitation Center, LLC	20-4647209	1.13%
The Healthcare Center of Downey, LLC	45-3456314	1.97%
The Rehabilitation & Wellness Centre of Dallas, LLC	90-1022741	0.11%
Verdugo Valley Skilled Nursing & Wellness Centre, LLC	26-0782704	0.54%
Vernon Healthcare Center, LLC	20-8948994	0.26%
West Hollywood Healthcare & Wellness Centre, LP	47-1707940	0.21%
West Pico Terrace Assisted Living Center, LP	30-0840274	0.00%
West Pico Terrace Healthcare & Wellness Centre, LP	47-1705912	0.06%
Westwood Healthcare & Wellness Centre, LP	47-1671687	0.00%
Wish-I-Ah Skilled Nursing & Wellness Centre, LLC	26-3896769	0.00%
York Healthcare & Wellness Centre, LP	35-2446690	0.21%
		100.00%

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 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="font-size: 24pt; font-weight: bold; text-align: center;">2015</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>	
A This return/report is for:	☐ a multiemployer plan;
	☒ a multiple-employer plan (Filers checking this box attach a list of participating employer information in accordance with the form instructions); or
	☐ 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 Rockport Clients 401(k) Plan and Trust	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">002</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/2013</td> </tr> </table>	1b Three-digit plan number (PN) ▶	002	1c Effective date of plan 01/01/2013	
1b Three-digit plan number (PN) ▶	002				
1c Effective date of plan 01/01/2013					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, 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) Rockport Administrative Services, LLC 5900 Wilshire Blvd. Suite 1600 US Los Angeles CA 90036	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 27-2831270</td> </tr> <tr> <td>2c Plan Sponsor's telephone number (323) 330-6500</td> </tr> <tr> <td>2d Business code (see instructions) 623000</td> </tr> </table>	2b Employer Identification Number (EIN) 27-2831270	2c Plan Sponsor's telephone number (323) 330-6500	2d Business code (see instructions) 623000	
2b Employer Identification Number (EIN) 27-2831270					
2c Plan Sponsor's telephone number (323) 330-6500					
2d Business code (see instructions) 623000					

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	 Signature of plan administrator	<u>12/30/18</u> Date	Steven Stroll Enter name of individual signing as plan administrator
SIGN HERE	 Signature of employer/plan sponsor	<u>12/30/18</u> Date	Steven Stroll 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:		4b EIN
a Sponsor's name		4c PN
5 Total number of participants at the beginning of the plan year		5 6,541
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) 6,462
a(2) Total number of active participants at the end of the plan year		6a(2) 5,884
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits		6c 171
d Subtotal. Add lines 6a(2) , 6b , and 6c .		6d 6,055
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 0
f Total. Add lines 6d and 6e		6f 6,055
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 386
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2J 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)
(1) ☒ Insurance	(1) ☒ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information - Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☒ 1 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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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 _____

[illegible]

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning 01/01/2015 and Ending 12/31/2015

Name of Plan: **Rockport Clients 401(k) Plan and Trust**

Employer Identification Number: **27-2831270** Three-digit plan number: **002**

[illegible]