Compass Diversified Holdings
Form 10-K
March 02, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K
þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016
or
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File Number: 001-34927

Compass Diversified Holdings
(Exact name of registrant as specified in its charter)

Delaware	57-6218917
(Jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Commission File Number: 001-34926

Compass Group Diversified Holdings LLC
(Exact name of registrant as specified in its charter)

Delaware	20-3812051
(Jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Sixty One Wilton Road Second Floor Westport, CT	06880
(Address of principal executive offices)	(Zip Code)

(203) 221-1703
(Registrants' telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Shares representing beneficial interests in Compass Diversified Holdings ("Common shares")	New York Stock Exchange

Securities registered pursuant to Section 12 (g) of the Act: None

Indicate by check mark if the registrants are collectively a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No ¨
Indicate by check mark if the registrants are collectively not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ
Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrants' knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrants are collectively a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ Accelerated filer ¨

Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the registrants are collectively a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No þ

The aggregate market value of the outstanding common shares of trust stock held by non-affiliates of Compass Diversified Holdings at June 30, 2016 was $747,581,483 based on the closing price on the New York Stock Exchange on that date. For purposes of the foregoing calculation only, all directors and officers of the registrant have been deemed affiliates. There were 59,900,000 common shares of trust stock without par value outstanding at February 24, 2017.

Documents Incorporated by Reference

Certain information in the registrant's definitive proxy statement to be filed with the Commission relating to the registrant's 2016 Annual Meeting of Stockholders is incorporated by reference into Part III.

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NOTE TO READER

In reading this Annual Report on Form 10-K, references to:

- the “Trust” and “Holdings” refer to Compass Diversified Holdings;
- the “Company” refer to Compass Group Diversified Holdings LLC;
- “businesses”, “operating segments”, “subsidiaries” and “reporting units” all refer to, collectively, the businesses controlled by the Company;
- the “Manager” refer to Compass Group Management LLC (“CGM”);
- the “initial businesses” refer to, collectively, Staffmark Holdings, Inc., Crosman Acquisition Corporation, Compass AC Holdings, Inc. and Silvue Technologies Group, Inc.;
- the "2014 acquisitions" refer to, collectively, the acquisitions of Clean Earth Holdings, Inc. and Sterno Products;
- the "2015 acquisition" refer to the acquisition of Fresh Hemp Foods Ltd. ("Manitoba Harvest")
- the "2015 dispositions" refer to, collectively, the sales of CamelBak Acquisition Corp. ("CamelBak") and AFM Holding Corp. ("American Furniture" or "AFM")
- the “Trust Agreement” refer to the Second Amended and Restated Trust Agreement of the Trust dated as of December 6, 2016;
- the “2011 Credit Facility” refer to the Credit Facility with a group of lenders led by TD Securities (USA) LLC (“TD Securities”) which provided for the 2011 Revolving Credit Facility and the 2011 Term Loan Facility;
- the "2014 Credit Facility" refer to the credit agreement entered into on June 14, 2014 with a group of lenders led by Bank of America N.A. as administrative agent, as amended from time to time, which provides for a Revolving Credit Facility and a Term Loan;
- the "2014 Revolving Credit Facility" refer to the $550 million Revolving Credit Facility provided by the 2014 Credit Facility that matures in June 2019;
- the "2014 Term Loan" refer to the $325 million Term Loan Facility, provided by the 2014 Credit Facility that matures in June 2021;
- the "2016 Incremental Term Loan" refer to the $250 million Tranche B Term Facility provided by the 2014 Credit Facility (together with the 2014 Term Loan, the "Term Loans");
- the “LLC Agreement” refer to the fifth amended and restated operating agreement of the Company dated as of December 6, 2016;
- “we”, “us” and “our” refer to the Trust, the Company and the businesses together.

Statement Regarding Forward-Looking Disclosure

This Annual Report on Form 10-K, including the sections entitled “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business,” contains forward-looking statements. We may, in some cases, use words such as “project,” “predict,” “believe,” “anticipate,” “plan,” “expect,” “estimate,” “intend,” “sho “would,” “could,” “potentially,” or “may” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Forward-looking statements in this Annual Report on Form 10-K are subject to a number of risks and uncertainties, some of which are beyond our control, including, among other things:

- our ability to successfully operate our businesses on a combined basis, and to effectively integrate and improve any future acquisitions;
- our ability to remove our Manager and our Manager’s right to resign;
- our trust and organizational structure, which may limit our ability to meet our dividend and distribution policy;
- our ability to service and comply with the terms of our indebtedness;
- our cash flow available for distribution and our ability to make distributions in the future to our shareholders;
- our ability to pay the management fee, and profit allocation when due;
- our ability to make and finance future acquisitions;
- our ability to implement our acquisition and management strategies;
- the regulatory environment in which our businesses operate;
- trends in the industries in which our businesses operate;
- changes in general economic or business conditions or economic or demographic trends in the United States and other countries in which we have a presence, including changes in interest rates and inflation;
- environmental risks affecting the business or operations of our businesses;
- our and our Manager’s ability to retain or replace qualified employees of our businesses and our Manager;
- costs and effects of legal and administrative proceedings, settlements, investigations and claims; and
- extraordinary or force majeure events affecting the business or operations of our businesses.

Our actual results, performance, prospects or opportunities could differ materially from those expressed in or implied by the forward-looking statements. A description of some of the risks that could cause our actual results to differ appears under the section “Risk Factors”. Additional risks of which we are not currently aware or which we currently deem immaterial could also cause our actual results to differ.

In light of these risks, uncertainties and assumptions, you should not place undue reliance on any forward-looking statements. The forward-looking events discussed in this Annual Report on Form 10-K may not occur. These forward-looking statements are made as of the date of this Annual Report. We undertake no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances, whether as a result of new information, future events or otherwise, except as required by law.

PART I

ITEM 1. BUSINESS

Compass Diversified Holdings, a Delaware statutory trust ("Holdings", or the "Trust"), was incorporated in Delaware on November 18, 2005. Compass Group Diversified Holdings, LLC, a Delaware limited liability Company (the "Company"), was also formed on November 18, 2005. The Trust and the Company (collectively "CODI") were formed to acquire and manage a group of small and middle-market businesses headquartered in North America. The Trust is the sole owner of 100% of the Trust Interests, as defined in our LLC Agreement, of the Company. Pursuant to the LLC Agreement, the Trust owns an identical number of Trust Interests in the Company as exist for the number of outstanding shares of the Trust. Accordingly, our shareholders are treated as beneficial owners of Trust Interests in the Company and, as such, are subject to tax under partnership income tax provisions.

The Company is the operating entity with a board of directors whose corporate governance responsibilities are similar to that of a Delaware corporation. The Company's board of directors oversees the management of the Company and our businesses and the performance of Compass Group Management LLC ("CGM" or our "Manager"). Certain persons who are employees and partners of our Manager receive a profit allocation as beneficial owners of 60.4% through Sostratus LLC of the Allocation Interests in us, as defined in our LLC Agreement.

Overview

We acquire controlling interests in and actively manage businesses that we believe (i) operate in industries with long-term macroeconomic growth opportunities, (ii) have positive and stable cash flows, (iii) face minimal threats of technological or competitive obsolescence, and (iv) have strong management teams largely in place.

Our unique public structure provides investors with an opportunity to participate in the ownership and growth of companies which have historically been owned by private equity firms, wealthy individuals or families. Through the acquisition of a diversified group of businesses with these characteristics, we believe we offer investors an opportunity to diversify their own portfolio risk while participating in the ongoing cash flows of those businesses through the receipt of quarterly distributions.

Our disciplined approach to our target market provides opportunities to methodically purchase attractive businesses at values that are accretive to our shareholders. For sellers of businesses, our unique financial structure allows us to acquire businesses efficiently with little or no third party financing contingencies and, following acquisition, to provide our businesses with substantial access to growth capital.

We believe that private company operators and corporate parents looking to sell their business units may consider us an attractive purchaser because of our ability to:

- provide ongoing strategic and financial support for their businesses;
- maintain a long-term outlook as to the ownership of those businesses where such an outlook is required for maximization of our shareholders' return on investment; and
- consummate transactions efficiently without being dependent on third-party transaction financing.

In particular, we believe that our outlook on length of ownership and active management on our part may alleviate the concern that many private company operators and parent companies may have with regard to their businesses going through multiple sale processes in a short period of time. We believe this outlook reduces both the risk that businesses may be sold at unfavorable points in the overall market cycle and enhances our ability to develop a comprehensive strategy to grow the earnings and cash flows of each of our businesses, which we expect will better enable us to meet our long-term objective of continuing to pay distributions to our shareholders while increasing shareholder value.

Finally, it has been our experience, that our ability to acquire businesses without the cumbersome delays and conditions typical of third party transactional financing is appealing to sellers of businesses who are interested in confidentiality and certainty to close.

We believe our management team's strong relationships with industry executives, accountants, attorneys, business brokers, commercial and investment bankers, and other potential sources of acquisition opportunities offer us substantial opportunities to assess small to middle market businesses available for acquisition. In addition, the flexibility, creativity, experience and expertise of our management team in structuring transactions allows us to consider non-traditional and complex transactions tailored to fit a specific acquisition target.

In terms of the businesses in which we have a controlling interest as of December 31, 2016, we believe that these businesses have strong management teams, operate in strong markets with defensible market niches and maintain long-standing customer relationships. We believe that the strength of this model, which provides for significant industry, customer and geographic diversity, has become even more apparent in the recent challenging economic environment.

We categorize the businesses we own into two separate groups of businesses (i) branded consumer businesses and, (ii) niche industrial businesses. Branded consumer businesses are characterized as those businesses that we believe capitalize on a valuable brand name in their respective market sector. We believe that our branded consumer businesses are leaders in their particular product category. Niche industrial businesses are characterized as those businesses that focus on manufacturing and selling particular products and industrial services within a specific market sector. We believe that our niche industrial businesses are leaders in their specific market sector.
The following is a brief summary of the businesses in which we own a controlling interest at December 31, 2016:
Branded Consumer Businesses

5.11
5.11 ABR Corp. ("5.11 Tactical" or "5.11") is a leading provider of purpose-built tactical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. 5.11 is a brand known for innovation and authenticity, and works directly with end users to create purpose-built apparel and gear designed to enhance the safety, accuracy, speed and performance of tactical professionals and enthusiasts worldwide. Headquartered in Irvine, California, 5.11 operates sales offices and distribution centers globally, and 5.11 products are widely distributed in uniform stores, military exchanges, outdoor retail stores, its own retail stores and on 511tactical.com. We made loans to and purchased a controlling interest in 5.11 Tactical for approximately $408.2 million in August 2016. We currently own 97.5% of the outstanding stock of 5.11 on a primary basis and 85.1% on a fully diluted basis.

Ergobaby
Ergobaby Carrier, Inc. (“Ergobaby”), headquartered in Los Angeles, California, is dedicated to building a global community of confident parents with smart, ergonomic solutions that enable and encourage bonding between parents and babies. Ergobaby offers a broad range of award-winning baby carriers, strollers, car seats, swaddlers, nursing pillows, and related products that fit into families’ daily lives seamlessly, comfortably and safely. We made loans to, and purchased a controlling interest in, Ergobaby on September 16, 2010 for approximately $85.2 million. We currently own 83.5% of the outstanding stock of Ergobaby on a primary basis and 76.9% on a fully diluted basis.
Liberty Safe
Liberty Safe and Security Products, Inc. (“Liberty Safe” or “Liberty”), headquartered in Payson, Utah, is a designer, manufacturer and marketer of premium home, office and gun safes in North America. From its over 300,000 square foot manufacturing facility, Liberty produces a wide range of home and gun safe models in a broad assortment of sizes, features and styles. We made loans to, and purchased a controlling interest in, Liberty Safe on March 31, 2010 for approximately $70.2 million. We currently own 88.6% of the outstanding stock of Liberty Safe on a primary basis and 84.7% on a fully diluted basis.

Manitoba Harvest
Manitoba Harvest is a pioneer and global leader in branded, hemp-based foods. Headquartered in Winnipeg, Manitoba, Manitoba Harvest's products are currently carried in approximately 13,000 retail stores across the United States and Canada. Manitoba Harvest's hemp-exclusive, 100% all natural product lineup includes hemp hearts, hemp oil and hemp protein powder. We made loans to, and purchased an 87% controlling interest in, Manitoba Harvest on July 10, 2015 for approximately $102.7 million (C$130.3 million). In December 2015, Manitoba Harvest acquired all of the outstanding stock of Hemp Oil Canada Inc. (“HOCI”), a wholesale supplier and a private label packager of hemp food products and ingredients, for approximately $32.7 million (C$44.7 million). In connection with the HOCI acquisition, the former shareholders of HOCI invested $6.8 million (C$9.3 million) in Manitoba Harvest equity, resulting in a dilution of our ownership interest. We currently own 76.6% of the outstanding stock of Manitoba Harvest on a primary basis and 65.6% on a fully diluted basis.
Niche Industrial Businesses
Advanced Circuits
Compass AC Holdings, Inc. (“Advanced Circuits” or “ACI”), headquartered in Aurora, Colorado, is a provider of small-run, quick-turn and volume production rigid printed circuit boards, or “PCBs”, throughout the United States.

PCBs are a vital component of virtually all electronic products. The small-run and quick-turn portions of the PCB industry are characterized by customers requiring

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high levels of responsiveness, technical support and timely delivery. We made loans to, and purchased a controlling interest in, Advanced Circuits, on May 16, 2006 for approximately $81.0 million. We currently own 69.4% of the outstanding stock of Advanced Circuits on a primary basis and 69.3% on a fully diluted basis.

Arnold

AMT Acquisition Corporation (“Arnold” or “Arnold Magnetics”), headquartered in Rochester, New York, with nine additional facilities worldwide, is a manufacturer of engineered, application specific permanent magnets. Arnold Magnetics products are used in applications such as aerospace and defense, motorsport/ automotive, oil and gas, medical, general industrial, electric utility, reprographics, and advertising specialties. Arnold Magnetics is the largest U.S. manufacturer of engineered magnets as well as only one of two domestic producers to design, engineer and manufacture rare earth magnetic solutions. We made loans to, and purchased a controlling interest in, Arnold on March 5, 2012 for approximately $128.8 million. We currently own 96.7% of the outstanding stock of Arnold on a primary basis and 84.7% on a fully diluted basis.

Clean Earth

Clean Earth Holdings, Inc. ("Clean Earth"), headquartered in Hatboro, Pennsylvania, is a provider of environmental services for a variety of contaminated materials. Clean Earth provides a one-stop shop solution that analyzes, treats, documents and recycles waste streams generated in multiple end-markets such as power, construction, commercial development, oil and gas, medical, infrastructure, industrial and dredging. We made loans to, and purchased a controlling interest in, Clean Earth on August 26, 2014 for approximately $251.4 million. We currently own 97.5% of the outstanding stock of Clean Earth on a primary basis and 79.8% on a fully diluted basis.

Sterno Products

Candle Lamp Company, LLC ("Sterno Products" or "Sterno"), headquartered in Corona, California, is a leading manufacturer and marketer of portable food warming devices and creative table lighting solutions for the food service industry and flameless candles and outdoor lighting products for consumers. Sterno's product line includes wick and chafing fuels, butane stoves and accessories , liquid and traditional wax candles, catering equipment and lamps. We made loans to, and purchased all of the equity interests in, Sterno Products on October 10, 2014 for approximately $160.0 million. We currently own 100.0% of the outstanding stock of Sterno Products on a primary basis and 89.5% on a fully diluted basis.

Our businesses also represent our operating segments. See—“Our Businesses” and “Note E – Operating Segment Data” to our Consolidated Financial Statements for further discussion of our businesses as our operating segments, including information related to geographies. We also own approximately 14% of the Fox Factory Holding Corp., which we refer to as FOX, headquartered in Scotts Valley, California. FOX is a designer, manufacturer and marketer of high-performance suspension products used primarily on mountain bikes, side-by-side vehicles, on-road vehicles with off-road capabilities, off-road vehicles and trucks, all-terrain vehicles, or ATVs, snowmobiles, specialty vehicles and applications, and motorcycles. FOX’s products offer innovative design, performance, durability and reliability that enhance ride dynamics by improving performance and control. The FOX brand is associated with high-performance and technologically advanced products. We made loans to and purchased a controlling interest in FOX on January 4, 2008, for approximately $80.4 million. In July 2014, through a secondary offering, our ownership in FOX was lowered from approximately 53% to approximately 41%, and as a result we deconsolidated FOX as of July 10, 2014. In March and August 2016, through two more secondary offerings and a share repurchase by FOX, our ownership in the outstanding common stock of FOX was further lowered to approximately 23% as of September 30, 2016. In November 2016, through another secondary offering, our ownership in the outstanding common stock of FOX was further lowered to approximately 14% as of November 16, 2016.

2016 Highlights

Acquisition of 5.11

On August 31, 2016, we closed on the acquisition of 5.11, a leading provider of purpose-built tactical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. The purchase price for 5.11, net of transaction costs of $2.1 million, was $408.2 million. We funded the acquisition through an Incremental Facility Amendment to the 2014 Credit Agreement. The Incremental Facility Amendment provided an increase to the 2014 Revolving Credit Facility of $150.0 million, and an advance under the 2016

Incremental Term Loan in the amount of $250.0 million.

Disposition of Tridien Medical

On September 21, 2016, a subsidiary of Hill-Rom Holdings, Inc. acquired our Tridien subsidiary, based on an enterprise value of $25 million. After the allocation of the sales price to non-controlling equity holders and the payment of transaction expenses, the Company received approximately $22.7 million in net proceeds related to the sale. We recognized a gain of $1.7 million on the sale of Tridien during the year ended December 31, 2016.

Sale of Trust Common Shares

On December 13, 2016, the Company closed on an underwritten public offering of 5,600,000 common shares of the Trust at a price of $18.65 per share (the "Offering"), for proceeds of $99.4 million after deducting the underwriter's discount and offering costs. In connection with the Offering, the Trust, the Company and Compass Group Management LLC entered into an Underwriting Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC, as managers of the several underwriters listed therein (collectively, the “Underwriters”), pursuant to which CODI agreed to sell and the Underwriters agreed severally to purchase, subject to and upon terms and conditions set forth therein, 5,600,000 common shares.

Partial Divestiture of FOX shares

In November 2016,the Company sold 3,500,000 shares of FOX common stock in a secondary offering, for total net proceeds of $71.8 million. This sale of the portion of our FOX shares in November 2016 qualified as a Sale Event under the Company's LLC Agreement. Our board of directors declared a distribution to the Holders of the Allocation Interests of $13.4 million in connection with the Sale Event in the fourth quarter of 2016. The profit allocation payment was made during the first quarter of 2017. As a result of the November 2016 sale of FOX shares, our ownership interest in FOX was reduced to approximately 14%.

On August 12, 2016, FOX closed on a secondary public offering of 4,025,000 shares held by certain FOX shareholders, including the Company. The Company sold a total of 3,500,000 shares of FOX common stock in this offering, for total net proceeds of $63.0 million. Upon completion of the offering, our ownership of FOX decreased from approximately 33% to approximately 23%. This sale of the portion of our FOX shares in August 2016 qualified as a Sale Event under the Company's LLC Agreement. Our board of directors declared a distribution to the Holders of the Allocation Interests of $11.6 million in connection with the Sale Event of FOX in August 2016. The profit allocation payment, offset by the negative profit allocation resulting from the disposition of Tridien, was made during the quarter ended December 31, 2016.

During the first quarter of 2016, the Company sold 2,500,000 shares of FOX common stock in a secondary public offering. Concurrently with the closing of the offering, FOX repurchased 500,000 shares of FOX common stock held by the Company. As a result of the sale of shares through the offering and the repurchase of shares by FOX, we sold a total of 3,000,000 shares of FOX common stock, with total net proceeds of approximately $47.7 million. Upon completion of the offering and repurchase of shares by FOX, our ownership interest in FOX was reduced from approximately 41% to 33%. This sale of the portion of our FOX shares in March 2016 qualified as a Sale Event under the Company's LLC Agreement. During the second quarter, our board of directors declared a distribution to the Holders of the Allocation Interests of $8.6 million in connection with the Sale Event of FOX. The profit allocation payment was made during the quarter ended June 30, 2016.

Acquisition of Baby Tula

On May 11, 2016, the Company's Ergobaby subsidiary acquired all of the outstanding membership interests in New Baby Tula LLC ("Baby Tula"), a maker of premium baby carriers, toddler carriers, slings, blankets and wraps. The purchase price was $73.8 million, net of transaction costs, plus a potential earn-out of $8.2 million based on 2017 financial performance. Ergobaby paid $0.8 million in transaction costs in connection with the acquisition. Ergobaby funded the acquisition and payment of related transaction costs through the issuance of an additional $68.2 million in intercompany loans with the Company, and the issuance of $8.2 million in Ergobaby shares to the selling shareholders.

Acquisitions of EWS and Phoenix Soil

On June 1, 2016, the Company's Clean Earth subsidiary acquired certain of the assets and liabilities of EWS Alabama, Inc. ("EWS") . Clean Earth funded the acquisition and the related transaction costs through the issuance of additional intercompany debt with the Company. Based in Glencoe, Alabama, EWS provides a range of hazardous and non-hazardous waste management services from a fully permitted hazardous waste RCRA Part B facility.

On April 15, 2016, Clean Earth acquired certain assets and liabilities of Phoenix Soil, LLC ("Phoenix Soil") and WIC, LLC (together with Phoenix Soil, the "Sellers"). Clean Earth funded the acquisition and the related transaction costs through the issuance of additional intercompany debt with the Company. Phoenix Soil is based in Plainville, Connecticut and provides environmental services for nonhazardous contaminated materials with a primary focus on soil. Phoenix Soil recently completed its transition to a new 58,000 square foot thermal desorption facility owned by WIC, LLC. The acquisition increased Clean Earth's soil treatment capabilities and expand its geographic footprint into New England.

Acquisition of Northern International, Inc.

On January 22, 2016, Sterno Products, a wholly owned subsidiary of the Company, acquired all of the outstanding stock of Northern International, Inc. (NII), for a purchase price of approximately $35.8 million (C$50.6 million). The purchase price includes an earn-out payable over two years of up to a maximum amount of $1.8 million (C$2.5 million), and is subject to working capital adjustments. Headquartered in Coquitlam, British Columbia, Canada, NII sells flameless candles and outdoor lighting products through the retail segment. Sterno Products financed the acquisition and payment of the related transaction costs through the issuance of an additional $37.0 million in intercompany loans with the Company.

Ergobaby Share Repurchase

In June 2016, Ergobaby repurchased 77,425 shares of Ergobaby common stock from certain noncontrolling interest shareholders for a total purchase price of $15.4 million. Ergobaby financed the repurchase of shares with an increase to the intercompany debt facility with the Company. Subsequent to the repurchase, the noncontrolling interest in Ergobaby is 83.9% on a primary basis and 76.2% on a fully diluted basis. The shares have been accounted for as treasury shares by Ergobaby.

2016 Distributions

For the 2016 fiscal year, we declared and paid distributions to our shareholders totaling $1.44 per share.

Tax Reporting

Information returns will be filed by the Trust and the Company with the IRS, as required, with respect to income, gain, loss, deduction and other items derived from the Company’s activities. The Company has and will file a partnership return with the IRS and intends to issue a Schedule K-1 to the trustee. The trustee intends to provide information to each holder of shares using a monthly convention as the calculation period. For 2016 and future years, the Trust will continue to file a Form 1065 and issue Schedule K-1 to shareholders. For 2016, we delivered the Schedule K-1 to shareholders within the same time frame as we delivered the schedule to shareholders for the 2015 and 2014 taxable years. The relevant and necessary information for tax purposes is readily available electronically through our website. Each holder will be deemed to have consented to provide relevant information, and if the shares are held through a broker or other nominee, to allow such broker or other nominee to provide such information as is reasonably requested by us for purposes of complying with our tax reporting obligations.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the SEC Forms S-1 and S-3 under the Securities Act, and Forms 10-Q, 10-K, and 8-K under the Exchange Act, which include exhibits, schedules and amendments. In addition, copies of such reports are available free of charge that can be accessed indirectly through our website http://www.compassdiversifiedholdings.com and are available as soon as reasonably practicable after such documents are electronically filed or furnished with the SEC.

Organizational Structure [1]

1) The percentage holdings shown in respect to the trust reflect the ownership of the common shares as of December 31, 2016.
2) Our non-affiliated holders of common shares own approximately 84.6% of the Trust common shares and CGI Maygar Holdings, LLC owns approximately 13.2% of the Trust common shares and is our single largest holder. Path Spirit Limited is the ultimate controlling person of CGI Maygar LLC. Mr. Offenberg, our Chief Executive Officer, is not a director, officer or member of CGI or any of its affiliates.
3) 60.4% beneficially owned by certain persons who are employees and partners of our Manager. C. Sean Day, the Chairman of our Board of Directors, CGI and the former founding partner of the Manager, are non-managing members.
4) Mr. Offenberg is a partner of this entity.
5) The Allocation Interests, which carry the right to receive a profit allocation, represent less than 0.1% equity interest in the Company.

Our Manager

Our Manager, CGM, has been engaged to manage the day-to-day operations and affairs of the Company and to execute our strategy, as discussed below. Our management team has worked together since 1998. Collectively, our management team has extensive experience in acquiring and managing small and middle market businesses. We believe our Manager is unique in the marketplace in terms of the success and experience of its employees in acquiring and managing diverse businesses of the size and general nature of our businesses. We believe this experience will provide us with an advantage in executing our overall strategy. Our management team devotes a majority of its time to the affairs of the Company.

We have entered into a management services agreement, (the "Management Services Agreement" or "MSA") pursuant to which our Manager manages the day-to-day operations and affairs of the Company and oversees the management and operations of our businesses. We pay our Manager a quarterly management fee for the services it performs on our behalf. In addition, certain persons who are employees and partners of our Manager receive a profit allocation with respect to its Allocation Interests in us. All of the Allocation Interests in us are owned by Sostratus LLC. See Part III, Item 13 "Certain Relationships and Related Transactions" for further descriptions of the management fees and profit allocations.

The Company's Chief Executive Officer and Chief Financial Officer are employees of our Manager and have been seconded to us. Neither the Trust nor the Company has any other employees. Although our Chief Executive Officer and Chief Financial Officer are employees of our Manager, they report directly to the Company's board of directors. The management fee paid to our Manager covers all expenses related to the services performed by our Manager, including the compensation of our Chief Executive Officer and other personnel providing services to us. The Company reimburses our Manager for the compensation and related costs and expenses of our Chief Financial Officer and his staff, who dedicate substantially all of their time to the affairs of the Company.

See Part III, Item 13, "Certain Relationships and Related Party Transactions and Director Independence."

Market Opportunity

We acquire and actively manage small and middle market businesses. We characterize small to middle market businesses as those that generate annual cash flows of up to $60 million. We believe that the merger and acquisition market for small to middle market businesses is highly fragmented and provides opportunities to purchase businesses at attractive prices. We believe that the following factors contribute to lower acquisition multiples for small and middle market businesses:

- there are fewer potential acquirers for these businesses;
- third-party financing generally is less available for these acquisitions;
- sellers of these businesses frequently consider non-economic factors, such as continuing board membership or the effect of the sale on their employees; and
- these businesses are less frequently sold pursuant to an auction process.

Frequently, opportunities exist to augment existing management at such businesses and improve the performance of these businesses upon their acquisition. In the past, our management team has acquired businesses that were owned by entrepreneurs or large corporate parents. In these cases, our management team has frequently found that there have been opportunities to further build upon the management teams of acquired businesses beyond those that existed at the time of acquisition. In addition, our management team has frequently found that financial reporting and management information systems of acquired businesses may be improved, both of which can lead to improvements in earnings and cash flow. Finally, because these businesses tend to be too small to have their own corporate development efforts, opportunities frequently exist to assist these businesses as they pursue organic or external growth strategies that were often not pursued by their previous owners.

Our Strategy

We have two primary strategies that we use in order to provide distributions to our shareholders and increase shareholder value. First, we focus on growing the earnings and cash flow from our acquired businesses. We believe that the scale and scope of our businesses give us a diverse base of cash flow upon which to further build. Second, we identify, perform due diligence on, negotiate and consummate additional platform acquisitions of small to middle market businesses in attractive industry sectors in accordance with acquisition criteria established by the board of directors

Management Strategy

Our management strategy involves the proactive financial and operational management of the businesses we own in order to increase cash flow, pay distributions to our shareholders and increase shareholder value. Our Manager oversees and supports the management teams of each of our businesses by, among other things:

- recruiting and retaining talented managers to operate our businesses using structured incentive compensation programs, including non-controlling equity ownership, tailored to each business;
-

regularly monitoring financial and operational performance, instilling consistent financial discipline, and supporting management in the development and implementation of information systems to effectively achieve these goals;

- assisting management in their analysis and pursuit of prudent organic growth strategies;
- identifying and working with management to execute attractive external growth and acquisition opportunities;
- assisting management in controlling and right-sizing overhead costs; and
- forming strong subsidiary level boards of directors to supplement management in their development and implementation of strategic goals and objectives.

Specifically, while our businesses have different growth opportunities and potential rates of growth, we expect our Manager to work with the management teams of each of our businesses to increase the value of, and cash generated by, each business through various initiatives, including:

- making selective capital investments to expand geographic reach, increase capacity, or reduce manufacturing costs of our businesses;
- investing in product research and development for new products, processes or services for customers;
- improving and expanding existing sales and marketing programs;
- pursuing reductions in operating costs through improved operational efficiency or outsourcing of certain processes and products; and
- consolidating or improving management of certain overhead functions.

Our businesses typically acquire and integrate complementary businesses. We believe that complementary add-on acquisitions improve our overall financial and operational performance by allowing us to:

- leverage manufacturing and distribution operations;
- leverage branding and marketing programs, as well as customer relationships;
- add experienced management or management expertise;
- increase market share and penetrate new markets; and
- realize cost synergies by allocating the corporate overhead expenses of our businesses across a larger number of businesses and by implementing and coordinating improved management practices.

We incur third party debt financing almost entirely at the Company level, which we use, in combination with our equity capital, to provide debt financing to each of our businesses and to acquire additional businesses. We believe this financing structure is beneficial to the financial and operational activities of each of our businesses by aligning our interests as both equity holders of, and lenders to, our businesses, in a manner that we believe is more efficient than each of our businesses borrowing from third-party lenders.

Acquisition Strategy

Our acquisition strategy involves the acquisition of businesses that we expect to produce stable and growing earnings and cash flow. In this respect, we expect to make acquisitions in industries other than those in which our businesses currently operate if we believe an acquisition presents an attractive opportunity. We believe that attractive opportunities will continue to present themselves, as private sector owners seek to monetize their interests in long-standing and privately-held businesses and large corporate parents seek to dispose of their “non-core” operations.

Our ideal acquisition candidate has the following characteristics:

- is an established North American based company;
- maintains a significant market share in defensible industry niche (i.e., has a “reason to exist”);
- has a solid and proven management team with meaningful incentives;
- has low technological and/or product obsolescence risk; and
- maintains a diversified customer and supplier base.

We benefit from our Manager’s ability to identify potential diverse acquisition opportunities in a variety of industries. In addition, we rely upon our management team’s experience and expertise in researching and valuing prospective target businesses, as well as negotiating the ultimate acquisition of such target businesses. In particular, because there may be a lack of information available about these target businesses, which may make it more difficult to understand or appropriately value such target businesses, on our behalf, our Manager:

- engages in a substantial level of internal and third-party due diligence;
- critically evaluates the target management team;
- identifies and assesses any financial and operational strengths and weaknesses of the target business;
- analyzes comparable businesses to assess financial and operational performances relative to industry competitors;
- actively researches and evaluates information on the relevant industry; and
- thoroughly negotiates appropriate terms and conditions of any acquisition.

The process of acquiring new businesses is both time-consuming and complex. Our management team historically has taken from two to twenty-four months to perform due diligence, negotiate and close acquisitions. Although our management team is always at various stages of evaluating several transactions at any given time, there may be periods of time during which our management team does not recommend any new acquisitions to us. Even if an acquisition is recommended by our management team, our board of directors may not approve it.

A component of our acquisition financing strategy that we utilize in acquiring the businesses we own and manage is to provide both equity capital and debt capital, raised at the parent company level largely through our existing credit facility, to close acquisitions. We believe, and it has been our experience, that having the ability to finance our acquisitions with capital resources raised by us, rather than negotiating separate third party financing, provides us with an advantage in successfully acquiring attractive businesses by minimizing delay and closing conditions that are often related to acquisition-specific financings. In addition, our strategy of providing this intercompany debt financing within the capital structure of the businesses we acquire and manage allows us the ability to distribute cash to the parent company through monthly interest payments and amortization of principle on these intercompany loans.

Upon acquisition of a new business, we rely on our Manager’s experience and expertise to work efficiently and effectively with the management of the new business to jointly develop and execute a successful business plan.

We believe our financing structure, in which both equity and debt capital are raised at the Company level, allows us to acquire businesses without transaction specific financing and is conducive to our ability to consummate transactions that may be attractive in both the short- and long-term.

In addition to acquiring businesses, we sell those businesses that we own from time to time when attractive opportunities arise that outweigh the future growth and value that we believe we will be able to bring such businesses consistent with our long-term investment strategy. As such, our decision to sell a business is based on our belief that doing so will increase shareholder value to a greater extent than through our continued ownership of that business. Upon the sale of a business, we may use the proceeds to retire debt or retain proceeds for acquisitions or general corporate purposes. We do not expect to make special distributions at the time of a sale of one of our businesses; instead, we expect to pay shareholder distributions over time solely through the earnings and cash flows of our businesses.

Since our inception in May 2006, we have recorded net gains on sales of our businesses of approximately $350 million (excluding the gains on the sale of our shares in FOX). We sold Crosman Acquisition Company (“Crosman”) in January 2007, Aeroglide Company (“Aeroglide”) and Silvue Technologies Group, Inc. (“Silvue”) in June 2008, Staffmark Holdings Inc. (“Staffmark”) in October 2011, HALO Branded Solutions (“HALO”) in May 2012, CamelBak in August 2015, American Furniture in October 2015, and Tridien in September 2016.

Investment in FOX

We own approximately 14% of the Fox Factory Holding Corp. (NASDAQ - FOXF) as of December 31, 2016. We made loans to and purchased a controlling interest in FOX on January 4, 2008, for approximately $80.4 million. In August 2013, FOX completed an initial public offering of its common stock. As a result of the initial public offering, our ownership interest in FOX was reduced to approximately 53.9%. No gain was reflected as a result of the sale of our FOX shares in the initial public offering because our majority classification of FOX did not change. FOX used a portion of their net proceeds received from the sale of their shares as well as proceeds from a new external FOX credit facility to repay $61.5 million in outstanding indebtedness to us under their existing credit facility with us. In July 2014, through a secondary offering, our ownership in FOX was lowered from approximately 53% to approximately 41%, and as a result we deconsolidated FOX as of July 10, 2014. In March and August 2016, through two more secondary offerings and a share repurchase by FOX, our ownership in the outstanding common stock of FOX was further lowered to approximately 23% as of September 30, 2016. In November 2016, through another secondary offering, our ownership in the outstanding common stock of FOX was further lowered to approximately 14%. We have recognized total net proceeds from the sales of our FOX shares of approximately $328.9 million.

Strategic Advantages

Based on the experience of our management team and its ability to identify and negotiate acquisitions, we believe we are well-positioned to acquire additional businesses. Our management team has strong relationships with business brokers, investment and commercial bankers, accountants, attorneys and other potential sources of acquisition opportunities. In addition, our management team also has a successful track record of acquiring and managing small to middle market businesses in various industries. In negotiating these acquisitions, we believe our management team has been able to successfully navigate complex situations surrounding acquisitions, including corporate spin-offs, transitions of family-owned businesses, management buy-outs and reorganizations.

Our management team has a large network of approximately 2,000 deal intermediaries who we expect to expose us to potential acquisitions. Through this network, as well as our management team's proprietary transaction sourcing efforts, we have a substantial pipeline of potential acquisition targets. Our management team also has a well-established network of contacts, including professional managers, attorneys, accountants and other third-party consultants and advisors, who may be available to assist us in the performance of due diligence and the negotiation of acquisitions, as well as the management and operation of our acquired businesses.

Finally, because we intend to fund acquisitions through the utilization of our 2014 Revolving Credit Facility, we expect to minimize the delays and closing conditions typically associated with transaction specific financing, as is typically the case in such acquisitions. We believe this advantage can be a powerful one, especially in a tight credit environment, and is highly unusual in the marketplace for acquisitions in which we operate.

Valuation and Due Diligence

When evaluating businesses or assets for acquisition, our management team performs a rigorous due diligence and financial evaluation process. In doing so, we evaluate the operations of the target business as well as the outlook for the industry in which the target business operates. While valuation of a business is, by definition, a subjective process, we define valuations under a variety of analyses, including:

- discounted cash flow analyses;
- evaluation of trading values of comparable companies;
- expected value matrices; and
- examination of comparable recent transactions.

One outcome of this process is a projection of the expected cash flows from the target business. A further outcome is an understanding of the types and levels of risk associated with those projections. While future performance and projections are always uncertain, we believe that with detailed due diligence, future cash flows will be better estimated and the prospects for operating the business in the future better evaluated. To assist us in identifying material risks and validating key assumptions in our financial and operational analysis, in addition to our own analysis, we engage third-party experts to review key risk areas, including legal, tax, regulatory, accounting, insurance and environmental. We also engage technical, operational or industry consultants, as necessary.

A further critical component of the evaluation of potential target businesses is the assessment of the capability of the existing management team, including recent performance, expertise, experience, culture and incentives to perform. Where necessary, and consistent with our management strategy, we actively seek to augment, supplement or replace existing members of management who we believe are not likely to execute our business plan for the target business. Similarly, we analyze and evaluate the financial and operational information systems of target businesses and, where necessary, we enhance and improve those existing systems that are deemed to be inadequate or insufficient to support our business plan for the target business.

Financing

We have a credit facility with a group of lenders led by Bank of America N.A. that we entered into on June 6, 2014. The 2014 Credit Facility provided for (i) revolving loans, swing line loans and letters of credit up to a maximum aggregate amount of $400 million, and (ii) a $325 million term loan. On August 15, 2016, the Company amended the 2014 Credit Facility to, among other things, increase the aggregate amount of the 2014 Credit Facility by $400 million. On August 31, 2016, the Company entered into an Incremental Facility Amendment to the 2014 Credit Agreement (the "Incremental Facility Amendment"). As a result of the Incremental Facility Amendment, the 2014 Credit Facility currently provides for (i) a revolving credit facility of $550 million (as amended from time to time, the "2014 Revolving Credit Facility"), (ii) a $325 million term loan (the "2014 Term Loan Facility"), and (iii) a $250 million incremental term loan (the "2016 Incremental Term Loan"). The 2014 Term Loan and 2016 Incremental Term Loan expire in June 2021.

At December 31, 2016, we had $565.7 million outstanding on the 2014 Term Loan and 2016 Incremental Term Loan. All amounts outstanding under the 2014 Revolving Credit Facility will become due on June 6, 2019, which is the maturity date of loans advanced under the 2014 Revolving Credit Facility and the termination date of the revolving loan commitment. The 2014 Credit Facility also permits us, prior to the applicable maturity date, to increase the revolving loan commitment and/or obtain additional term loans in an aggregate amount of up to $200 million subject to certain restrictions and conditions.

The 2014 Credit Facility provides for letters of credit under the 2014 Revolving Credit Facility in an aggregate face amount not to exceed $100 million outstanding at any time, as well as swing line loans of up to $25 million outstanding at one time. At no time may the (i) aggregate principal amount of all amounts outstanding under the

Revolving Credit Facility, plus (ii) the aggregate amount of all outstanding letters of credit and swing line loans, exceed the borrowing availability under the 2014 Credit Facility. At December 31, 2016, we had outstanding letters of credit totaling approximately $4.2 million. The borrowing availability under the 2014 Revolving Credit Facility at December 31, 2016 was approximately $541.2 million.

The 2014 Credit Facility and 2016 Incremental Facility are secured by all of the assets of the Company, including all of its equity interests in, and loans to, its consolidated subsidiaries. (See "Note J - Debt" to the consolidated financial statements for more detail regarding our 2014 Credit Facility and 2016 Incremental Facility).

We intend to finance future acquisitions through our 2014 Revolving Credit Facility, cash on hand and, if necessary, additional equity and debt financings. We believe, and it has been our experience, that having the ability to finance our acquisitions with the capital resources raised by us, rather than negotiating separate third party financing specifically related to the acquisition of individual businesses, provides us with an advantage in acquiring attractive businesses by minimizing delay and closing conditions that are often related to acquisition-specific financings. In this respect, we believe that in the future, we may need to pursue additional debt or equity financings, or offer equity in Holdings or target businesses to the sellers of such target businesses, in order to fund multiple future acquisitions.

Our Businesses

We categorize the businesses we own into two separate groups of businesses (i) branded consumer businesses, and (ii) niche industrial businesses. Branded consumer businesses are characterized as those businesses that we believe capitalize on a valuable brand name in their respective market sector. We believe that our branded consumer businesses are leaders in their particular product category. Niche industrial businesses are characterized as those businesses that focus on manufacturing and selling particular products and industrial services within a specific market sector. We believe that our niche industrial businesses are leaders in their specific market sector.

The following table represents the percentage of net revenue and operating income each of our businesses contributed to our consolidated results since the date of acquisition for the years ended December 31, 2016, 2015 and 2014.

	Year ended December 31,			Year ended December 31,		
	2016	2015	2014	2016	2015	2014
	Net Revenue			Operating Income		
Branded Consumer:						
5.11	11.2 %	n/a	n/a	(17.8)%	n/a	n/a
Ergobaby	10.6 %	11.9 %	12.9 %	30.0 %	26.4 %	28.7 %
FOX [(1)]	n/a	n/a	23.6 %	n/a	n/a	27.4 %
Liberty Safe	10.6 %	13.9 %	14.2 %	23.2 %	14.1 %	(4.3)%
Manitoba Harvest	6.1 %	2.4 %	n/a	0.6 %	(7.3)%	n/a
	38.5 %	28.2 %	50.6 %	36.0 %	33.2 %	51.8 %
Niche Industrial:						
Advanced Circuits	8.8 %	12.0 %	13.5 %	39.8 %	28.8 %	35.5 %
Arnold Magnetics	11.1 %	16.5 %	19.4 %	(22.6)%	9.0 %	11.2 %
Clean Earth	19.3 %	24.1 %	10.7 %	13.9 %	13.1 %	4.3 %
Sterno Products	22.4 %	19.2 %	5.8 %	32.9 %	15.8 %	(2.9)%
	61.5 %	71.8 %	49.4 %	64.0 %	66.8 %	48.2 %
	100.0%	100.0%	100.0%	100.0 %	100.0 %	100.0 %

(1) The 2014 percentage includes the net sales attributable for FOX prior to July 10, 2014, when our ownership interest in FOX fell below 50%.

Branded Consumer Businesses

5.11

Overview

5.11 is a leading provider of purpose-built tactical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. 5.11 is committed to product innovation, and works directly with end users to create apparel and gear designed to enhance the safety, accuracy, speed and performance of tactical professionals and enthusiasts worldwide. Headquartered in Irvine, California, 5.11 operates sales offices and distribution centers globally. 5.11 products are widely distributed in law enforcement dealers, uniform stores, military exchanges, outdoor retail stores, company owned retail stores and online.

For the fiscal year ended December 31, 2016 (from the date of acquisition), 5.11 had net sales of approximately $109.8 million and an operating loss of $10.2 million. 5.11 had total assets of $452.1 million at December 31, 2016. 5.11 net sales (from the date of acquisition) represented 11.2% of our consolidated net sales for the year ended December 31, 2016.

History of 5.11

5.11 was formed in 2003 after spinning out of outdoor apparel company, Royal Robins®. The roots of 5.11, however, trace back to 1975, when American rock climber Royal Robins designed the 5.11® Pant; named after the difficulty level in the Yosemite Decimal System rating scale for rock climbing. With difficulty levels ranging at the time from 5.0 (easy) to 5.10 (difficult), 5.11 was then described: “After thorough inspection, you conclude this move is impossible; however, occasionally someone actually accomplishes it.”

A product designed for people who were pushing the limits of what was possible, the 5.11® Pant was a success among climbers and outdoor enthusiasts. In 1992, the FBI Academy, in Quantico, Virginia adopted the original 5.11® Pant as its primary training pant, forging a decades-long relationship that supports 5.11’s commitment to the public safety and the first responder communities.

In 2011, 5.11’s corporate headquarters was relocated from Modesto, California to Irvine, California. In 2012, 5.11 acquired Beyond Clothing LLC, a technical survival systems outerwear company located in Seattle, Washington. We acquired a majority interest in 5.11 on August 31, 2016.

Industry

5.11 participates in the global professional and consumer soft goods market for tactical gear and apparel; the addressable global soft goods market is estimated by management to be approximately $79 billion.

The domestic professional public safety market for tactical soft goods is estimated by management to be a $1.7 billion market consisting of sales to active-duty military, law enforcement, private security, fire, corrections officers and EMS. The addressable domestic work wear and consumer wear markets are estimated by management to be $4.3 billion and $13.2 billion, respectively.

The international professional public safety market for tactical soft goods is estimated by management to be a $11.7 billion market. The addressable international work wear and consumer wear markets are estimated by management to be $11.4 billion and $36.3 billion, respectively.

Products and Services

5.11 offers a portfolio of unique head-to-toe tactical gear with patented functional features for both professional and consumer use. No individual product style accounts for more than 9% of total sales, and most product styles tend to have multi-year lifecycles. 5.11 focuses its product offering through six major categories: tactical apparel, bags and packs, footwear, special make ups/uniforms, accessories, and Beyond Clothing Systems (“Beyond”).

Tactical apparel represents 5.11’s largest product category. Within this category, 5.11 offers a broad assortment of men’s and women’s pants, shorts, shirts, outerwear and base layers. Apparel is offered in a variety of styles and fits intended to enhance comfort and mobility. 5.11 has historically designed and developed innovative “families” of products around proprietary fabrics that the company has created to meet the needs of its unique target market. These product “families” typically start with a pant and then expand into other products. Today, 5.11 offers four distinct pant lines, which anchor four different apparel families: the Apex™ Pant, the 5.11 Stryke™ Pant, the Taclite® Pro Pant, and the 5.11® Tactical Pant.

5.11 bags and packs provide reliable, multifunctional storage options designed to excel in a wide range of operational and recreational settings. This category includes backpacks, cases, load-bearing equipment, range bags and duffels. In addition to bags/packs and apparel, 5.11 sells footwear, including boots, low-profile tactical shoes, socks and accessories, as well as special make ups or customized uniforms for public safety agencies. 5.11 also offers a wide selection of accessories including belts, hats, flashlights, gloves, knives, eyewear, watches, patches, slings and holsters.

Beyond, a wholly-owned subsidiary of 5.11, offers technical survival outerwear systems engineered specifically for missions in extreme temperatures. Products are marketed under the Beyond brand name and include base layers and briefs, pullovers, softshell jackets, wind pants, rain pants and jackets made of advanced fabrics. Virtually all Beyond products are manufactured in the United States to comply with the Berry Amendment.

5.11's core product offerings and suggested average retail prices are listed below:

- Pants and Shorts (Men's and Women's) - $49.99 to $269.99
- Woven Tops (Men's and Women's) - $39.99 to $229.99
- Outerwear (Men's and Women's) - $69.99 to $119.99
- Footwear (Men's and Women's) - $99.99 to $149.99
- Bags and Packs - $59.99 to $249.99
- Accessories - $19.99 to $79.99

Competitive Strengths

Leading Brand Recognition and Market Share - 5.11 is a leader in the tactical apparel market. 5.11 enjoys strong brand awareness and affinity in the public safety market given its long history of creating high performance and innovative products for public safety operators. 5.11's heritage of developing purpose-built clothing and gear for law enforcement, firefighters, EMS, and military special operations has imbued the 5.11 brand with unrivaled authenticity in the tactical apparel and gear markets.

Diverse Customer Base - 5.11 has direct relationships with over 12,500 governmental departments and agencies, and utilizes an established network of over 1,500 dealers in over 90 countries. 5.11 wins a significant amount of business in the public safety channel through the achievement of "specified" product in thousands of individual contracts with governmental departments and agencies, providing for a broad base of long-term relationships.

Product Breadth and "At-Once" Availability - Requirements of outfitting entire agencies or departments necessitates carrying numerous, often infrequently used, sizes and colors of a given product. These requirements, coupled with "at-once" product fulfillment demands and often poorly capitalized dealer customers carrying low levels of inventory, makes 5.11 the go-to provider of tactical gear and apparel. 5.11's significant investment in inventory provides a competitive advantage versus its smaller less well capitalized competitors.

Business Strategies

Further Expand into Consumer Market - 5.11 is well-positioned to continue investing in retail locations throughout the United States. 5.11 currently has ten company-owned retail locations, and management believes that there are significant opportunities to increase this footprint. 5.11 also sells to many outdoor specialty retailers and management believes there are opportunities to expand sales through increased penetration and improved merchandising.

Continue Penetration of Domestic Professional Channel - 5.11 continues to benefit from the domestic professional public safety market, which provides a stable base of recurring growth. Going forward, 5.11 will continue to grow within the domestic professional public safety channel through (i) continued conversion of institutional contract opportunity pipeline; and (ii) market share gains from continued product innovation and improved merchandising.

International Market Expansion - The international market remains an underpenetrated opportunity for 5.11. 5.11 will continue international sales development through building country-specific sales and operations infrastructure, executing on both near and medium term large foreign government contract opportunities, and expanding consumer awareness of the 5.11 brand.

Customers and Distribution Channels

5.11 services a wide range of customers including first responders, the military, and outdoors enthusiasts in over 90 countries. The primary distribution channels can be segmented into two categories: professional and consumer. 5.11's working capital needs do not differ substantially from those of its competitors in the industry and generally reflect the need to carry significant amounts of inventory to meet the requirements of its customers.

The domestic professional channel is characterized by thousands of unique "specified" product contracts with individual public safety departments, serviced through a network of more than one-thousand local third party dealers. Public safety departments include federal, state, county, city and local law enforcement, firefighters, and EMS,. Similar to the domestic professional channel, the international professional channel also consists of many unique "specified" product contracts with individual foreign governmental departments, serviced either directly by 5.11 or through a network of international dealers. Large contracts with government agencies are referred to as Direct-to-Agency ("DTA"). A typical DTA sales process is driven primarily by lengthy governmental approval processes and can take upwards of 18 to 36 months.

Within the consumer segment, the consumer wholesale channel is comprised of (i) outdoor specialty retailers, (ii) military exchanges, and (iii) online. The consumer direct channel is comprised of (i) e-commerce sales directly through the 5.11 website, www.511tactical.com, and (ii) company-owned retail stores. 5.11 has ten company-owned retail locations in the U.S.; six stores are located in California (Fresno, Riverside, Sacramento, Carson, and San Diego) and one store is located in each Las Vegas, Nevada, Denver, Colorado, Salt Lake City, Utah, and Dallas, Texas.

For the year ending December 31, 2016, professional channel sales accounted for approximately 69% of total sales; approximately 5% of total sales were in the form of DTA sales. The consumer channel accounted for approximately 26% of total sales.

5.11’s top 10 customers comprised approximately 27% and 29% of total sales in the year ended December 31, 2016 and 2015, respectively.

Sales and Marketing

5.11’s sales organization consists of a mix of direct employees, independent contractors and sales agencies. The domestic salesforce develops direct relationships with thousands of individual public safety departments around the U.S. and participates in thousands of requests for proposal (RFP) processes annually. The salesforce works directly with over 925 local dealers to service local public safety departments once a 5.11 product receives “spec” as part of the RFP process.

The international salesforce covers three primary regions: Asia Pacific, Europe, Middle East and Africa ("EMEA") and Latin America. While the company does fulfill some orders directly to international customers through its 5.11 website, most sales are serviced through third party distributors and dealers in foreign jurisdictions.

5.11 has implemented a multi-pronged marketing plan including investments in (i) professional and consumer product catalogues; (ii) print media; (iii) tradeshows; (iv) shop-in-shop retail concepts; and (v) digital and social media content.

Suppliers

5.11 operates an efficient, low-cost supply chain, sourcing most its products through contract manufacturers in the Asia Pacific region. Production from Vietnam accounted for approximately 40% of 5.11’s purchases for the year ending December 31, 2016 and represented 5.11’s largest sourcing region. No single core product is 100% sourced by any one vendor. Management believes that 5.11’s principal manufacturers have the additional capacity to accommodate future growth.

Production of Beyond products occurs primarily through domestic subcontract facilities in the U.S. and through the brand’s headquarters in Seattle, Washington.

To ensure vendor reliability and quality, 5.11 established a sourcing office in Hong Kong. The office employs approximately 50 individuals whose primary functions include vendor management, commercialization, product development, production planning, vendor compliance, quality assurance and compliance.

Intellectual Property

5.11 relies on brand name recognition and a combination of trademarks and patents in order to differentiate itself from the competition. 5.11 currently has 14 utility patents and 7 design patents issued, in addition to 14 utility and 3 design patents pending registration. 5.11 currently owns 306 registered trademarks including 2 trade dress registrations. The company has in-house general counsel that manages the registration and defense of 5.11 intellectual property.

Regulatory Environment

Management is not aware of any existing, pending, or contingent liabilities that could have a material adverse effect on 5.11’s business. 5.11 is proactive regarding regulatory issues and is in compliance with all relevant regulations. Management is not aware of any potential environmental issues.

Employees

As of December 31, 2016, 5.11 employed a total of 553 non-unionized, full-time employees, 36 independent contractors, and 66 temporary workers. None of 5.11’s employees are subject to collective bargaining agreements. Management believes that 5.11 has an excellent relationship with its employees.

Ergobaby

Overview

Ergobaby is dedicated to building a global community of confident parents with smart, ergonomic solutions that enable and encourage bonding between parents and babies. Ergobaby offers a broad range of award-winning baby carriers, blankets and

swaddlers, nursing pillows, and related products that fit into families' daily lives seamlessly, comfortably and safely. Ergobaby is headquartered in Los Angeles, California.

For the fiscal years ended December 31, 2016, 2015 and 2014, Ergobaby had net sales of approximately $103.3 million, $86.5 million and $82.3 million, respectively. Ergobaby had operating income totaling $17.2 million, $22.2 million and $18.1 million in the years ended December 31, 2016, 2015 and 2014, respectively. Ergobaby had total assets of $184.4 million and $110.5 million at December 31, 2016 and 2015. Ergobaby's net sales represented 10.6%, 11.9% and 12.9% of our consolidated net sales for the year ended December 31, 2016, 2015 and 2014, respectively.

History of Ergobaby

Ergobaby was founded in 2003 by Karin Frost, who designed her first baby carrier following the birth of her son. The baby carrier product line has since expanded into 3-position and 4-position carriers, with multiple style variations. In its second year of operations, Ergobaby sold 10,500 baby carriers and by 2016 sold over 1.1 million in the year. In order to support the rapid growth, in 2007, Ergobaby made a strategic decision to establish an operating subsidiary ("EBEU") in Hamburg, Germany. We purchased a majority interest in Ergobaby on September 16, 2010.

On November 18, 2011 Ergobaby acquired Orbit Baby for approximately $17.5 million. Founded in 2004 and based in Newark, California, Orbit Baby produced and marketed a luxury line of strollers and car seats that utilized a patented hub ring to allow parents to easily move car seats from car seat bases to stroller frames in an instant without the need for any additional components. During the second quarter of 2016, Ergobaby's board of directors approved a plan to dispose of the Orbit Baby product line and in the fourth quarter of 2016, most of the Orbit Baby tooling and intellectual property was sold to Orbit Baby's Korean distributor.

On May 12, 2016, Ergobaby acquired membership interests of New Baby Tula LLC ("Baby Tula") for approximately $73.8 million, excluding a potential earn-out payment. Baby Tula designs, markets and distributes baby carriers and accessories.

In 2013, Ergobaby expanded its portfolio into the sleep category. The launch of the Ergobaby Swaddler which focused on a unique, method of swaddling newborns while retaining healthy hip and arm positioning, was the first significant category expansion outside of baby carriers for the Ergobaby brand. In 2016, Ergobaby expanded its offering in the sleep category with the launch of its Baby Sleeping Bag. Baby Tula is also in the sleep category with its blanket offering.

In 2014, Ergobaby launched the Ergobaby Four-Position 360 Baby Carrier which expanded on Ergobaby's leadership in the baby carrier category by offering an ergonomic, outward forward facing position for the baby and comfort for the parent. The Ergobaby 360 Carrier won the 2014 JPMA Innovation award in the baby carrier category. In 2016, Ergobaby launched the 3-Position Adapt Baby Carrier that is geared for newborns to toddlers (7lbs-45lbs).

Industry

Ergobaby competes in the large and expanding infant and juvenile products industry. The industry exhibits little seasonality and is somewhat insulated from overall economic trends, as parents view spending on children as largely non-discretionary in nature. Consequently, parents spend consistently on their children, particularly on durable items, such as car seats, strollers, baby carriers, and related items that are viewed as necessities. Further, an emotional component is often a factor in parents' purchasing decisions, as parents' desire to purchase the best and safest products for their children. As a result, according to the USDA's most recent report on Expenditures on Children by Families 2013 (released in August 2014), parents on average, spend between $9,130 and $25,700 on their child on an annual basis for related housing, food, transportation, clothes, healthcare, daycare and other items, depending on age of the child and annual income. The amount spent by parents in the highest income group (before tax income greater than $106,540) was more than twice the amounts spent by parents in the lowest income group (before tax income of less than $61,530). On average, households spent between 14 - 25% of their before-tax income on a child. Similar patterns are seen in other counties around the world.

Demand drivers fueling the growing spending on infant and juvenile products include favorable demographic trends, such as (i) an increasing number of births worldwide; (ii) a high percentage of first time births; (iii) an increasing age of first time mothers and a large percentage of working mothers with increased disposable income; and (iv) an increasing percentage of single child households and two-family households.

In purchases of baby durables, parents often seek well-known and trusted brands that offer a sense of comfort regarding a product's reliability and safety. As a result, brand name, comfort and safety certifications can serve as a barrier to entry for competition in the market, as well as allow well-known brands such as Ergobaby and Baby Tula to compete in a growing premium segment.

Products and Services

Baby Carriers

Ergobaby has two main baby carrier product lines: baby carriers and related carrier accessories, sold under both the Ergobaby and Tula brands. Ergobaby's baby carrier designs supports a natural, ergonomic sitting position for babies, eliminating compression of the spine and hips that can be caused by unsupported suspension. The baby carrier also balances the baby's weight to parents' hips and shoulders, and alleviates physical stress for the parent. Both Ergobaby's 3-Position and 4-Position baby carriers have been recognized by the International Hip Dysplasia Institute as being "hip healthy". Additional accessories are provided to complement the baby carriers including the popular Infant Insert.

Within the Ergobaby Baby Carrier product line, Ergo sells 3-Position and 4-Position baby carriers in a variety of style and color variations and Baby Tula sells 3-Position, Standard, Toddler and Wrap Conversion fashion-oriented baby carriers. Baby Carrier sales were approximately $84.0 million, $68.6 million and $63.1 million in the years ended December 31, 2016, 2015, and 2014, respectively, and represented approximately 81%, 79% and 77%, of total sales in 2016, 2015, and 2014, respectively.

Within the baby carrier accessories category, the Infant Insert is the largest sales component of the accessory category, representing more than half of total accessory sales for 2016, 2015, and 2014. Accessory sales were $10.5 million, $9.1 million, and $8.7 million, in 2016, 2015, and 2014, respectively and represented approximately 10% in 2016, 11% in 2015 and 11% in 2014, of total sales.

Ergobaby's core Baby Carrier product offerings with average retail prices are summarized below:

Ergo

- 4 styles of baby carriers - $115 - $195
- 3 styles of Infant Inserts - $25 - $38

Tula

- 3 styles of baby carriers - $149 - $900
- 1 styles of Infant Inserts - $40

Competitive Strengths

Ergobaby innovation - Ergobaby Carriers are known for their unsurpassed comfort. Ergobaby's superior design results in improved comfort for both parent and baby. Parents are comfortable because baby's weight is evenly distributed between the hips and shoulders while baby sits ergonomically in a natural sitting position. The concept of baby carrying has increased in popularity in the U.S. as parents recognize the emotional and functional benefits of carrying their baby. Consumers continually cite the comfort, design, and convenient "hands free" mobility the Ergobaby carrier offers as key purchasing criteria. Ergobaby is also recognized as an industry leader in innovation. With the relatively recent launch of the Ergo Four Position 360 Carrier in 2014 and the launch of the Three Position ADAPT carrier in 2016, Ergobaby continues to innovate in the baby carrier segment on a regular basis.

Baby Tula Community - Tula enjoys an active and enthusiastic community who are vocal advocates for the brand. The Tula community acts as both an avid source of feedback on new product launches, which influence future product and patterns, as well as brand influencers to the broader new parenting community.

Business Strategies

Increase Penetration of Current U.S. Distribution Channels - Ergobaby continues to benefit from steady expansion of the market for wearable baby carriers and related accessories in the U.S. and internationally. Going forward, Ergobaby will continue to leverage and expand the awareness of its outstanding brands (both Ergobaby and Baby Tula) in order to capture additional market share in the U.S., as parents increasingly recognize the enhanced mobility, convenience, and the ability to remain close to the child that all Ergobaby carriers enable. Ergobaby currently markets its products to consumers in the U.S. through brick-and-mortar retailers, national chain stores; online retailers; and directly through Ergobaby.com and Babytula.com websites.

International Market Expansion - Testimony to the global strength of its lifestyle brand, Ergobaby derives approximately 56% of its sales from international markets. Like it has in the U.S., Ergobaby can continue to leverage the Ergo and Tula brand equity in the international markets it currently serves to aggressively drive future growth, as well as expand its international presence into new regions. The market for Ergobaby’s products abroad continues to grow rapidly, in part due to the growth in the number of births worldwide and the fact that in many parts of Europe and Asia, the concept of baby wearing is a culturally entrenched form of infant and child transport.

New Product Development - Management believes Ergobaby has an opportunity to leverage its unique, authentic lifestyle brands and expand its product line. Since its founding in 2003, Ergobaby has successfully introduced new carrier products to maintain innovation, uniqueness, and freshness within its baby carrier and travel system product lines. In addition to expanding into new product carriers like swaddling and nursing pillows, Ergobaby has become the baby carrier industry leader with the launch of the 4-Position 360 baby carrier and looks to continue its leadership position with new product launches in 2017.

Customers and Distribution Channels

Ergobaby primarily sells its products through brick-and-mortar retailers, national chain stores, online retailers and distributors and derives approximately 56% of its sales from outside of the U.S. In Europe, Ergobaby products are sold through its German based subsidiary, which services brick-and-mortar retailers and online retailers in Germany and France; it's United Kingdom based subsidiary; and its Tula subsidiary in Poland; as well as a network of distributors located in Finland, Russia, Belgium, the Netherlands, Sweden, Norway, Spain, Denmark, Italy, Turkey and the Ukraine. Customers in Canada are predominately serviced by Ergobaby's Canadian subsidiary. Sales to customers outside of the U.S. and European markets are predominantly serviced through distributors granted rights, though not necessarily exclusive, to sell within a specific geographic region.

Sales and Marketing

Within the U.S., Ergobaby directly employ sales professionals and utilizes independent sales representatives assigned to differing U.S. territories managed by in-house sales professionals. Independent salespeople in the U.S. are paid on a commission basis based on customer type and sales territory. In Europe, Ergobaby directly employs its salespeople and salespeople are paid a base salary and a commission on their sales, which is standard in that territory.

Ergobaby has implemented a multi-faceted marketing plan which includes (i) online marketing efforts, including online advertisement, search engine optimization and social networking efforts; (ii) increasing tradeshow attendance at consumer and medical professional shows; and (iii) increasing promotional activities.

Ergobaby had approximately $12.8 million and $15.1 million in firm backlog orders at December 31, 2016 and 2015, respectively.

Competition

The infant and juvenile products market is fragmented, with a few larger manufacturers and marketers with portfolios of brands and a multitude of smaller, private companies with relatively targeted product offerings.

Within the infant and juvenile products market, Ergobaby's baby carriers primarily compete with companies that market wearable baby carriers. Within the wearable baby carrier market, several distinct segments exist, including (i) slings and wraps; (ii) soft-structured baby carriers; and (iii) hard frame baby carriers.

The primary global competitors in this segment are Baby Bjorn, Chicco, Britax and Manduca, which also market products in the premium price range. Especially in the U.S., Ergobaby brands also compete with several smaller companies that have developed wearable carriers, such as Beco, Boba, and LilleBaby. Within the soft-structured baby carrier segment, Ergobaby benefits from strong distribution, good word of mouth, and the functionality of the design.

Suppliers

During 2016, Ergobaby sourced its Ergo carrier and carrier accessory products from Vietnam and India, and manufactured its stroller systems and accessory products in China. Baby Tula products predominantly were produced from factories in Mexico, Poland and Turkey and were also produced in its own facility located in Poland. In 2012, Ergobaby began sourcing carriers and accessories from a manufacturing facility in Vietnam. Vietnam accounted for approximately 63% of Ergobaby's purchases in 2016. Ergobaby partnered with a manufacturer located in India in 2009, which manufactures Ergobaby's carriers and accessories, and represented approximately 18% of Ergobaby's purchases in 2016. The Orbit Baby stroller systems and accessories were manufactured in China and purchases from its primary China based manufacturing facility accounted for approximately 7% of Ergobaby purchases. Baby Tula sourced its carrier and accessory and blanket products from Mexico, Poland and Turkey, purchases from these three locations accounted for approximately 11% of Ergobaby purchases. Management believes its manufacturing partners have the additional capacity to accommodate Ergobaby's projected growth.

Intellectual Property

Ergobaby maintains and defends a U.S. and international patent portfolio on some of its various products, including its 3-position and 4-position carriers. Currently, it has 11 patents (including allowances) and 21 patents pending in the U.S. and other countries. Ergobaby also depends on brand name recognition and premium product offering to differentiate itself from competition.

Regulatory Environment

Management is not aware of any existing, pending, or contingent liabilities that could have a material adverse effect on Ergobaby's business. Ergobaby is proactive regarding regulatory issues and is in compliance with all relevant regulations. Ergobaby maintains adequate product liability insurance coverage and to date has not incurred any losses. Management is not aware of any potential environmental issues.

Employees

As of December 31, 2016, Ergobaby employed 203 persons in 9 locations. None of Ergobaby's employees are subject to collective bargaining agreements. We believe that Ergobaby's relationship with its employees is good.

Liberty Safe

Overview

Liberty Safe, headquartered in Payson, Utah and founded in 1988, is the premier designer, manufacturer, and marketer of home, gun and office safes in North America. From its over 314,000 square foot manufacturing facility, Liberty Safe produces a wide range of home, office and gun safe models in a broad assortment of sizes, features and styles ranging from an entry level product to good, better and best products. Products are marketed under the Liberty Safe brand, as well as a portfolio of licensed and private label brands, including including Cabela's, Case IH, and John Deere. Liberty Safe's products are the market share leader and are sold through an independent dealer network ("Dealer sales") in addition to various sporting goods, farm and fleet, and home improvement retail outlets ("Non-Dealer sales" or "National sales"). Liberty Safe has the largest independent dealer network in the industry.

Historically, approximately 55% of Liberty Safe's net sales are Non-Dealer sales and 45% are Dealer sales.

For the fiscal years ended December 31, 2016, 2015 and 2014, Liberty Safe had net sales of approximately $103.8 million, $101.1 million and $90.1 million, respectively, and operating income of $13.2 million and $11.9 million for the years ended December 31, 2016 and 2015, respectively, and an operating loss of $2.7 million in 2014. Liberty Safe had total assets of $72.1 million and $77.1 million at December 31, 2016 and 2015, respectively. Net sales from Liberty Safe represented 10.6%, 13.9% and 14.2% of our consolidated net sales for the year ended December 31, 2016, 2015 and 2014, respectively.

History of Liberty Safe

The Liberty Safe brand and its leading market share has been built over a 28 year history of superior product quality, engineering and design innovation, and leading customer service and sales support. Liberty Safe has a long history of continuous improvement and innovative approaches to sales and marketing, product development and manufacturing processes. Significant investments over the last five years have solidified Liberty Safe's reputation for providing substantial value to retailers and enhanced its long-standing position as the leading producer of premium home, office and gun safes.

Liberty Safe commenced operations in 1988 and throughout 1991 and 1992, increased its distribution capabilities, establishing a regional sales force model to better serve the Dealer channel. This expanded sales coverage gave Liberty Safe the needed organizational structure to provide ready support and products nationwide, helping to establish its reputation for service to its customers. On the strength of its growing reputation and national sales presence, Liberty Safe achieved the status of the #1 selling safe company in America in 1994, according to Sargent and Greenleaf data, the major lock supplier to the industry, a position that it has maintained to this day. In 2001, Liberty Safe opened its current state-of-the-art facility in Payson, Utah and consolidated all of its manufacturing and distribution operations to a centralized location. As the only facility in the industry utilizing significant automation and a streamlined roll-form manufacturing process, it represented a significant step forward when compared to the production capabilities of its competitors. Incremental investments following the consolidation have solidified Liberty Safe's position as the preeminent low-cost and most efficient domestic manufacturer.

Beginning in 2007, Liberty Safe reorganized its manufacturing process, retooled its product line for increased standardization throughout the production process and realigned employee incentives to increase labor efficiency. These improvements enabled Liberty Safe to shift from build-to-stock production to build-to-order with shorter lead time requirements, greater labor efficiency and reduced working capital.

During 2011, Liberty Safe constructed a new production line that has allowed Liberty to build entry level safe products in-house. This production line produces home and gun safe models that were previously completely sourced through foreign manufacturers. The production line began operations in February 2012 and Liberty is currently manufacturing three different sizes of safes on this line which translates into several new SKUs. Liberty invested over $9.0 million to build the line. This investment in production capacity now makes Liberty Safe the largest manufacturer of home, office and gun safes in the world. This added investment in capacity in the U.S. will allow Liberty Safe to provide shorter lead times and more competitive pricing to its North American customer base. This will allow Liberty Safe to capture additional market share, growing its revenue base and adding more margin dollars to the bottom line.

We purchased a majority interest in Liberty Safe on March 31, 2010.

Industry

Liberty Safe competes in the broadly defined North American safe industry which includes fire and document safes, media and data safes, depository safes, gun safes and cabinets, home safes and hotel safes. According to Global Industry Analysts, (“GIA”) March 2008 report, the global safe industry was estimated to be approximately $2.9 billion of wholesale sales in 2008, and grew consistently at an estimated CAGR of 4.3% from 2000 to 2009. Consistent growth has been one of the defining characteristics of this industry. The safe industry experienced a boom and bust cycle in 2013 and 2014 as a result of the threat of increased legislation regulating gun ownership prompting significant demand in 2013. The significant increase in demand experienced in 2013 subsided in 2014 as retail chains overbought inventory in late 2013, resulting in depressed sales throughout 2014 for gun safe manufacturers. The industry saw a return to normalized sales levels during 2015.

Products and Services

Liberty Safe offers home, office and gun safes with retail prices ranging from $400 to $8,000. Liberty Safe produces 32 home and gun safe models with the most varied assortment of sizes, feature upgrades, accessories and styling options in the industry. Liberty Safe’s premium home and gun safe product line covers sizes from 12 cu. ft. to 50 cu. ft. with smaller sizes available for its personal home safe. Liberty Safe markets its products under Company-owned brands and a portfolio of licensed and private label brands, including Case IH, Cabela’s, John Deere and others. Liberty Safe also sells commercial safes, vault doors, handgun vaults, and a number of accessories and options. The overwhelming majority of revenue is derived from the sales of safes.

Competitive Strengths

#1 Premium Home and Gun Safe Brand with Strong Momentum in the Market - Liberty Safe achieved the status of #1 selling safe company in America in 1994 (per statistics provided by Sargent & Greenleaf, the primary lock supplier to the industry) and maintains this prominent position today. Liberty Safe continues to gain market share from the various smaller participants who lack the distribution and sales and marketing capabilities of Liberty Safe.

State-of-the-Art and Scalable Operations - Over the past five years, management has constructed a highly scalable operational platform and infrastructure that has positioned Liberty Safe for substantial sales growth and enhanced profitability in the coming years. Liberty Safe transitioned itself from a manufacturing oriented operating culture to a demand-based, sales-oriented organization. Its strategic transition required the implementation of a demand-based sales and operating platform, which included (i) new equipment to drive automation and capacity improvements; (ii) re-engineered product lines and production processes to drive efficiency through greater standardization in production; and (iii) new employee incentives tied to labor efficiency, which has improved worker performance as well as employee attitude. These initiatives are enhanced by an experienced senior executive team, a balanced sourcing and in-house manufacturing production strategy, advanced distribution capabilities and sophisticated IT systems. Liberty has combined its demand-based sales and operating initiatives with upgraded production equipment to drive multiple operational improvements. Since 2007, Liberty has reduced its lead times from 4 - 6 weeks to approximately twenty-one days or less. These shorter production cycles coupled with better demand forecasting have significantly reduced working capital needs for the business. During 2013, lead times actually increased due to a significant spike in demand for safes from its customers. That demand spike subsided towards the end of fiscal 2013 where again, shorter lead times were experienced. Improved automation and workflow organization have decreased labor hours from 8.2 in 2005 to 7.7 in 2016 for rolled steel safes. For the new production line built in 2011, the average labor hours per safe is 2.4. These recent initiatives combined with Liberty's cumulative historical investments in operational capabilities have created a lasting competitive advantage over its smaller competitors, who utilize labor-intensive operations and lack the company’s lean manufacturing culture.

Historically, Liberty Safe maintained an optimal mix of in-house and Asian-sourced manufacturing in order to improve its ability to meet customer inventory needs. Beginning in 2012, Liberty Safe began manufacturing entry level safes that were previously completely sourced from an Asian manufacturer, on its new production line. In 2013, the market enjoyed unprecedented heightened demand related to gun sales resulting from threats of additional gun legislation. This caused Liberty Safe to reinstitute its import channel of safes. In 2014, approximately 84% of safes were made in the United States while the balance came from imported product. This was necessary as demand exceeded Liberty’s manufacturing capacity in 2013. As a result of the boom and bust cycle experienced by Liberty, and the return to more normalized levels of demand, Liberty canceled most of its import channel of safes during the second half of 2014. In 2016, only about 3% of safes sold by Liberty were sourced in Asia.

For the past ten years, Liberty Safe has leased a manufacturing and distribution facility in Payson, Utah that management believes represents the most scalable domestic facility in the industry. Liberty Safe’s multi-faceted production capabilities allow for substantial flexibility and scalable capacity, thus assuring a level of supply chain execution far superior to any of its competitors.

Reputation for High Quality Products - Liberty Safe offers only the highest quality products on a consistent basis, which over the years has gained it an enviable reputation and a key point of differentiation from its competitors. Liberty Safe distinguishes its products through tested security and fire protection features and industry leading design focused on functionality and aesthetics. The design of its safes meet rigorous internal benchmarks for security and fire protection, with most receiving certification from Underwriters Laboratory, Inc. (“UL”), the leading product safety standard certification, for its security capabilities. Additionally, Liberty Safe’s investment in accessories and feature options have made Liberty safes the most visually appealing and functional in the industry, while providing more customized solutions for retailers and consumers.

Trusted Supplier to National Retailer and Dealer Accounts - Liberty Safe’s comprehensive, high-quality product offering and sophisticated sales and marketing programs have made it a critical supplier to a diverse group of national accounts and dealers. Initially a key supplier primarily to the dealer channel, it has expanded its business with national accounts, such as Gander Mountain, Cabela’s and John Deere. Liberty Safe provides a superior value proposition as a supplier for its national retailers and dealers via its well-recognized brands, lifetime product warranty, tailored merchandising, category management solutions and superior supply chain execution. Further, Liberty Safe’s products generate more profitable floor-space, with both high absolute gross profit and retail margins over 30%. High retail profitability plus increased inventory turns has entrenched Liberty Safe as a key partner in customers’ success in the safe category. As a core element of building its relationships, Liberty Safe has invested significantly in making its retailers better salespeople through a proprietary suite of training tools, including in-store training, new product demonstrations, online education programs and sales strategy literature.

Business Strategies

Liberty Safe has experienced strong historical growth while executing on multiple new sales and operational initiatives, positioning it to continue to increase its scale and improve profitability. Liberty’s growth strategy is rooted in the sales and marketing and operational initiatives that have spurred its expansion into new accounts and increased penetration of existing accounts. Liberty has significant opportunity in its existing channels to continue to build upon its already strong market share. In addition to growth within its current channels, Liberty’s core competencies can be successfully applied to ventures in the broader security equipment market. Liberty has explored certain of these opportunities, but due to the prioritization of operational initiatives and expansion opportunities within existing channels, they have not been aggressively pursued. Potential near-to-medium term areas for expansion of Liberty’s platform include:

- Expand Liberty’s product line into the broader home and office safe market through current customers or new distribution strategies;
- Further develop international distribution by entering new countries and expanding current limited presence in Canada, Mexico and Europe;
- Enter the residential security market through a strategic partnership with a provider of residential security service solutions to provide a more complete physical and electronic security solution;

- Acquire businesses within the premium home and gun safe industry and/or leverage Liberty’s platform into new products or channels; and
- Offer additional accessory products to existing distribution networks.

Research and Development

Liberty Safe is the engineering and design leader in its sector, due to a history of first-to-market features and standard-setting design improvements. Liberty's proactive solicitation of feedback and constant interaction with consumers and retail customers across diverse channels and geographies enables Liberty Safe to stay at the forefront of customer demands. Liberty's approach to product development increases the likelihood of market acceptance by creating products that are more relevant to consumers' demands. Research and development costs were $0.3 million in 2016, $0.6 million in 2015, and $1.0 million in 2014.

The below charts represents some of the recent innovations in product design (and functionality) that have come about from Liberty's dedication to R&D:

Product	Function/Benefit
Cool Pocket ™	Keeps documents 50% cooler than rest of safe
Integrated lighting system	Automatic on/off interior lights
New Palusol Heat activated door seal	Seal expands seven times its size in fire
Liberty Tough Doors	Enhanced protection against side bolt prying
Marble gloss powder coat paint	Provides smooth glass finish
4 in 1 Flex storage system	Adjustable shelving configurations
Door panels	Pocket variety to store handguns and other items
Magnetic magazine mount	Ammunition storage that adhere to any surface
Bright view wand light kit	Provides better lighting solution
Bow hanger	Allows bow to hang in safe
Safe Alert sensor	Monitors and alerts owners of temperatures inside the safe

In addition to product enhancements, new products, such the plate-door National Security Classic, and a new, 6-SKU line of handgun vaults were launched in 2015 from Liberty's commitment to R&D. In 2016, Liberty introduced a new 3-section "Extreme" interior design, new safe covers, new handgun vault designs, a couple of new safe sizes, and a few other new products.

Based on consumer feedback, Liberty saw demand for safes that were capable of holding more valuables within the safe but at a lower price point than Liberty's current large safe models. Within 3 months of conception, Liberty introduced the successful Fatboy® series in February 2010. The Fatboy® and Fatboy Jr.® models, which are wider and deeper than traditional safes, were a natural complement to Liberty's current products, targeted at a specific customer need. The introduction and success of the Fatboy® series demonstrates Liberty's proven ability to recognize market opportunities, engineer a responsive product and execute market delivery. Beginning in 2012, Liberty Safe introduced five new SKUs, manufactured on its new production line, with a unique locking system to service the entry level safe market.

Customers and Distribution Channels

Liberty Safe has fostered long-term relationships with leading national retailers (National or Non-Dealer) as well as numerous Dealers, enabling Liberty Safe to achieve considerable brand awareness and channel exposure. Through significant investment in its national accounts sales and marketing efforts, Liberty Safe has also become the leading supplier to National accounts. Expansion into National accounts is part of Liberty Safe's strategy to reach a broader customer base and more varied demographics. National account customers include sporting goods retailers, farm and fleet retailers, and home improvement retailers. As of December 31, 2016, 2015 and 2014, Liberty Safe had 13, 15 and 14 Non-Dealer account customers, respectively, that are estimated to have accounted for approximately 50%, 55% and 56% of net sales, respectively.

Dealer customers include local hunting and fishing stores, hardware stores and numerous other local, independent store models. As of December 31, 2016, 2015 and 2014, there were 392, 356 and 321 Dealers that accounted for 50%, 45% and 44% of net sales, respectively.

Liberty Safe's two largest customers accounted for approximately 36.5%, 37.1% and 30.0% of net sales in 2016, 2015 and 2014, respectively.

Seasonality

Liberty Safe typically experiences its lowest earnings in the second quarter due to lower demand for safes at the onset of summer.

Sales and Marketing

Liberty Safe possesses robust sales and marketing capabilities in the safe industry. Liberty Safe utilizes separate sales teams for National accounts and Dealers, which enables it to provide more focused and effective strategies to manage and develop relationships within different channels. Liberty Safe has made significant recent investments in the development of a comprehensive sales and marketing program including merchandising, sales training and tools, promotions and supply chain management. Through these various initiatives, Liberty Safe offers highly adaptable programs to suit the varying needs of its retailers. This has enabled Liberty Safe to become a key supplier across diverse channels. Liberty Safe began advertising nationally on the Glenn Beck radio show in the second half of 2010. This advertising has been highly successful and Liberty has continued this advertising in each of the following years and intends on continuing this advertisement in the future. Liberty also began advertising nationally with Sean Hannity during the last few months of 2016, and will continue that campaign throughout 2017.

Liberty Safe's comprehensive service offering makes it uniquely suited to service national retailers in a variety of channels. Liberty Safe has designed a Store-within-a-Store program and a more comprehensive Safe Category Management program to build relationships and increase its importance to retailers. Primarily utilized with sporting goods retailers, the Store-within-a-Store concept successfully integrates the effective sales strategies of its dealers for selling a high-price point, niche product into a larger store format. Centered on communicating the benefits of its products to customers, the program enables retailers to more effectively up-sell customers through a good-better-best merchandising platform, increasing margin and inventory turns for its retailers. Liberty's Safe Category Management program builds on the Store-within-a-Store concept to provide greater sales and marketing control and more complete inventory management solutions. This program facilitates Liberty Safe becoming the sole supplier to retailers, providing large incremental expansion and stronger relationships at accounts. No other market participant has the capabilities to provide a comprehensive suite of customer service solutions to national retailers, such as customized SKU programs, a Store-within-a-Store program and a Safe Category Management program.

Competition

Liberty Safe is the premier brand in the premium home and gun safe industry, with an estimated 34% market share in the category. Liberty is in a class by itself when it comes to manufacturing technology and efficiency and supply chain capabilities. Competitors are generally more heavily focused on either smaller, sourced safes or large, domestically produced safes. Competitive domestic manufacturers run "blacksmith" type factories that are small, inefficient and require a tremendous amount of manual labor that produces inconsistent product. In addition, many of Liberty's competitors are directly tied to a third-party brand, such as Browning, Winchester or RedHead / Bass Pro.

Liberty competes with other safe manufacturers based on price, breadth of product line, technology, product supply chain capabilities and marketing capabilities.

Channel diversity in the premium home and gun safe industry is rare, with most companies having greater concentration in either the dealer channel or national accounts, but rarely having the supply chain capabilities or sales and marketing programs to service both channels effectively such as Liberty Safe does. Major competitors have limited sales and marketing departments and programs, making it difficult for them to expand sales and gain market share.

Suppliers

Liberty's primary raw materials are steel, sheetrock, wood, locks, handles and fabric, for which it receives multiple shipments per week. Materials, on average, account for approximately 60% of the total cost of a safe, with steel accounting for approximately 40% of material costs. Liberty purchases its materials from a combination of domestic and foreign suppliers. Historically, Liberty Safe has been able to pass on raw material price increases to its customers. Liberty purchased approximately 29 million pounds of steel in 2016 primarily from domestic suppliers, using contracts that lock in prices two fiscal quarters in advance. Liberty Safe purchases coiled and flat steel in gauges from four to fourteen. Liberty Safe specifies rigorous requirements related to surface and edge finish and grain direction. All steel products are checked to ASTM specification and dimensional tolerances before entering the production process.

Liberty Safe had approximately $8.4 million and $7.1 million in firm backlog orders at December 31, 2016 and 2015, respectively.

Intellectual Property

Liberty Safe relies upon a combination of patents and trademarks in order to secure and protect its intellectual property rights. Liberty Safe currently owns 32 trademarks and 4 patents on proprietary technologies for safe products.

Regulatory Environment
Liberty Safe's management believes that Liberty Safe is in compliance with applicable environmental and occupational health and safety laws and regulations. Liberty Safe has recently moved to a powder paint application in order to reduce hazardous VOC emissions.
Employees
As of December 31, 2016, Liberty Safe had 322 full-time employees and 139 temporary employees. Liberty's labor force is non-union. Management believes that Liberty Safe has an excellent relationship with its employees.

Manitoba Harvest
Overview

Headquartered in Winnipeg, Manitoba, Manitoba Harvest is a pioneer and leader in branded, hemp-based foods. Manitoba Harvest's products, which Management believes are among the fastest growing in the natural foods industry, are currently carried in approximately 13,000 retail stores across the United States and Canada. Manitoba Harvest's hemp-exclusive, all natural product lineup includes hemp hearts, protein powder, hemp oil and snacks. As the world's largest vertically-integrated hemp food manufacturer, Manitoba Harvest is involved in every aspect of the hemp production process, from "seed-to-shelf." All of Manitoba Harvest's products are an excellent source of plant-based protein and essential fatty acids, including omega-3, gamma-linolenic acid and stearidonic acid. The hemp-based food market is rapidly growing as consumers become aware of the unique combination of great taste and nutritional benefits of hemp-based foods. We purchased a majority interest in Manitoba Harvest on July 10, 2015.

On December 15, 2015, Manitoba Harvest acquired all of the outstanding stock of Hemp Oil Canada Inc. ("HOCI"). HOCI is a wholesale supplier and a private label packager of hemp food products and ingredients.

For the fiscal years ended December 31, 2016 and December 31, 2015 (from the date of acquisition), Manitoba Harvest had net sales of $59.3 million (C$79.9 million) and $17.4 million (C$23.1 million), respectively, and operating income of $0.3 million (C$0.4 million) in 2016, and an operating loss of $0.3 million (C$8.2 million) in 2015. Manitoba Harvest had total assets of $148.4 million (C$200.8 million) at December 31, 2016 and $146.7 million (C$205.4 million) at December 31, 2015. Net sales for Manitoba Harvest in 2016 represented 6.1% of our consolidated net sales. Net sales for Manitoba Harvest (from the date of acquisition to December 31, 2015) represented 2.4% of our consolidated net sales for the year ended December 31, 2015. In 2016, approximately 53% of Manitoba Harvest's gross sales were to customers in the United Sates and approximately 36% of gross sales were to customers within Canada. The remaining 11% of gross sales were primarily to customers in Korea and Japan.

History of Manitoba Harvest

Founded in 1998 following the legalization of industrial hemp production in Canada, Manitoba Harvest has been an industry leader in the manufacture of the highest quality hemp food products while educating people on hemp nutrition. Manitoba Harvest initially sold the company's raw hemp seed and oil products in natural food stores with distribution and marketing efforts focused on promotion of consumer acceptance of hemp seeds as a food product. In 2001, Manitoba Harvest began selling their products at Whole Foods and Loblaws, one of Canada's largest supermarket chains, which allowed for expansion beyond natural food stores. As hemp food products continued to gain mainstream acceptance, Manitoba Harvest launched additional hemp-based products, including a hemp protein powder line, a hemp smoothie line and hemp based snacks. Manitoba Harvest's facility in Winnipeg achieved organic certification in 2004 and non-GMO verification in 2009. Manitoba Harvest has the highest level of global certification in food safety and quality and is the first and only hemp-based food company to achieve British Retail Consortium Global Food Safety Initiative ("GFSI") certification. Leveraging its proven innovation capabilities and position as an industry leader, Manitoba Harvest is currently introducing new product formats with broad appeal, and expanding its retail channels, particularly grocery channels, to capitalize on strong demand from existing customers and to broaden its appeal to reach mainstream consumers. With the acquisition of HOCI, Manitoba Harvest has added a leading manufacturer and supplier of hemp food products and ingredients for a global customer base.

Industry

Hemp is the distinct oilseed and fiber varieties of the plant species Cannabis sativa L., a tall fibrous plant that has been cultivated worldwide for more than 10,000 years. The hemp crop was introduced to North American in the early 1600s, and it played an integral part in North America's early history as it was used as a material for various products including riggings and sails on naval

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ships, paper and fuel oil. Hemp is versatile, with diverse uses from food products to clothing, building materials, fuel and various other applications. As a food product, hemp is packed with essential nutrients such as protein, healthy fats, fiber, magnesium and all 10 essential amino acids.

As a crop, hemp is a low impact and environmentally sustainable resource that can be grown without pesticides or agricultural chemicals. Hemp is beneficial to the agricultural supply chain, aiding in weed suppression and soil building, making it a favored rotation crop. Hemp comes from the Cannabis sativa L. subspecies sativa, which is a different subspecies from that grown to produce marijuana, subspecies indica. Hemp contains 0.001% Tetrahydrocannabinol (“THC”). Although it is completely legal to further process and consume hemp-based food products in the U.S., it is currently illegal to cultivate hemp or process live seeds. As a result, U.S. marketers of hemp based products must import 100% of the hemp seed, oil and fiber that they need. However, the regulatory environment in the U.S. is slowly changing. The U.S. Agriculture Act of 2014 defined industrial hemp as distinct from marijuana and authorized institutions of higher learning and state agriculture departments to grow industrial hemp for research and agricultural pilot programs. As a result, certain states that have legalized hemp cultivation have begun to authorize farmers to plant and grow hemp for experimental purposes.

In Canada, the commercial cultivation of hemp was authorized in 1998 with the implementation of the Canadian Industrial Hemp Regulations, which governs the cultivation, processing, transportation, sale, import and export of industrial hemp. Since its legalization, hemp has garnered significant interest among Canadian farmers and the Canadian government has supported the industry through market development funding and a favorable regulatory environment. The Canadian agricultural industry views hemp as a valuable alternative crop that complements prairie crop production rotations and offers significant economic opportunity due to its numerous end uses.

Hemp-based foods are considered a superfood that are rich in healthy fats and other important minerals; furthermore, hemp seeds are an excellent dietary source of easily digestible plant based protein. The unique nutritional profile of hemp foods appeals to a broad base of modern diets, ranging from paleo to vegetarian diets. Manitoba Harvest broadly competes in the Nuts & Seeds and Protein Powder categories, which Nielsen estimates to be $4.4 billion and $540 million at retail, respectively. The Hemp Industries Association estimates that retail sales of hemp food and body care products in the United States totaled $283 million in 2015.

Products

Manitoba Harvest is a global leader in branded, hemp-based foods. The Company’s products are the fastest growing products in the hemp food market and among the fastest growing in the entire natural foods industry. The Company’s hemp-exclusive, consumer-facing 100% all-natural product lineup includes Hemp Hearts, protein powder, and snacks. HOCI processes natural and organic hemp seed which are sold as hulled seed, hemp oil, hemp protein, toasted hemp seed and coarse hemp powder.

Hemp Hearts - Hemp Hearts are raw shelled hemp seeds and have a slightly nutty taste, similar to that of a sunflower seed or a pine nut. Hemp Hearts contain 10 grams of plant-based protein and 10 grams of omega essential fatty acids per 30 gram serving. Hemp Hearts can be used as a topping for yogurt, salads, cereal, as a component for smoothies and other meals, or eaten directly from the package. Manitoba Harvest offers Hemp Hearts in all-natural and organic varieties through a number of SKUs. Hemp Hearts are all-natural and non-GMO verified. Hemp Hearts represented approximately 69% of Manitoba Harvest’s gross revenues in 2016.

Hemp Protein Powder - Manitoba Harvest offers a variety of plant based proteins that serve a multitude of culinary and dietary needs including Hemp Pro 70®, Hemp Pro 50®, Hemp Pro Fiber® and Hemp Protein Smoothie. Hemp Pro 70® is a hemp protein concentrate that is 65% protein by weight and high in omega essential fatty acids. Hemp Pro 70® is available in several flavors including vanilla and chocolate, which were introduced in 2014 as an extension of the protein powder product line. Hemp Pro 50® is a raw hemp protein powder that is 50% protein by weight and features a balance of protein and fiber. Hemp Pro 70 and Hemp Pro 50 are plant-based products that are great complements to fruit smoothies, while Hemp Pro Fiber is a great source of protein, essential fatty acids and other nutrients that also offers a high amount of fiber per serving. Hemp Pro Fiber® is raw hemp protein powder, but also offers 52% of the daily recommended fiber intake. Hemp Pro Fiber is a versatile product that can be blended into smoothies, added to yogurt and hot cereal, or incorporated into baking products. Hemp Protein Smoothie was launched in 2015 and is a plant-based nutritional powder that includes 15 grams of protein and 2.6 grams of omega essential fatty acids per 30 gram serving, and is designed to mix easily into smoothies and other drinks. Manitoba Harvest offers hemp protein products in all-natural and organic varieties, and all protein powders are non-GMO verified. Hemp protein powders represent approximately 17% of Manitoba Harvest's gross revenue in 2016.

Hemp Snacks and Other Products - During 2015, Manitoba Harvest expanded their product lines with the introduction of Hemp Heart Bites, a convenient, bite sized crunchy snack product, and Hemp Heart Bars, which Manitoba Harvest believes will appeal to the mainstream consumer by featuring a simple and clean ingredient list that contains 10.5 grams of plant based protein and 10 grams of omega essential fatty acids per 45 gram serving. These products were launched in response to demand from existing consumers for a convenient, hemp-based food product. Manitoba Harvest’s other products include Hemp Oil, in both liquid and soft-gel formats, and Hemp Bliss, an organic non-dairy beverage. Hemp oil is a cold-pressed oil with no preservatives or artificial colors and is commonly used as a low heat culinary oil or as an ingredient in dressings or sauces. Hemp snacks, Hemp oil and Hemp Bliss comprised approximately 14% of Manitoba Harvest's gross revenues in 2016.

Competitive Strengths

Leading Brand Recognition & Market Share - Manitoba Harvest is an award winning pioneer and the global leader in branded, hemp based foods. Consumer awareness of hemp-based foods and the Manitoba Harvest brand continues to grow rapidly. Manitoba Harvest has developed considerable brand equity with a growing, highly-loyal, and very passionate consumer following. Consumers tend to be extremely loyal after incorporating Manitoba Harvest’s hemp foods into their lifestyle. Management believes that Manitoba Harvest holds more than 50% of the market share of hemp heart seed sales and hemp protein powder sales in North America.

Strong Core Consumer Base - The core consumer demographic for Manitoba Harvest’s products is Naturalites, consumers who generally prefer all natural products; and consumers who focus on practicing a lifestyle of health and sustainability (“LOHAS”). Among its core consumer base, hemp-based foods have a high level of awareness and Manitoba Harvest possesses a high level of brand recognition among this consumer segment. Consumers tend to be extremely loyal after incorporating Manitoba Harvest’s hemp foods into their lifestyle. Consumers develop a bond with the Manitoba Harvest brand and appreciate that Manitoba Harvest seeks to positively impact the community and the environment with its actions. Manitoba Harvest is a registered B-Corporation. As a B-Corporation, Manitoba Harvest is dedicated to creating a general public benefit, which is defined as having a material positive impact on society and the environment. Through its actions, Manitoba Harvest inspires consumers to “live the brand” and lead happier and healthier lives.

Vertically-Integrated Supply Chain with Long-Term Relationships with Suppliers - Manitoba Harvest enjoys strong relationships with hemp farmers, some dating back to their inception in 1998. Manitoba Harvest has a rigorous qualification process for its suppliers which includes an ongoing supplier scorecard and chooses to purchase hemp seeds from only the highest quality growers. With limited exception, farmers working with Manitoba Harvest are exclusive to them. In North America, hemp is only grown commercially in Canada and Manitoba Harvest accounts for more than 60% of the hemp supply, minimizing risk and ensuring quality hemp seeds for their product. The majority of Canada’s hemp supply outside of Manitoba Harvest’s business goes into ingredient and wholesale markets, making Manitoba Harvest the only vertically-integrated, branded hemp-based food company in North America.

Business Strategies

Manitoba Harvest’s management believes it is well positioned for continued topline growth. As consumer awareness of and demand for hemp based foods increases, Manitoba Harvest will continue to leverage its market leadership and strong brand awareness to grow through existing customers, broadened distribution, new product launches, and expanded ingredients business.

Increasing consumer awareness - Manitoba Harvest was founded with the mission to educate consumers on the health and environmental benefits of hemp-based food products and has taken a grassroots approach to educating consumers. Management estimates that its team interacts directly with more than 300,000 consumers annually, and distributed approximately two million samples to consumers during 2016. In addition to sampling, Manitoba Harvest is driving consumer awareness through existing customer accounts by increasing its investment in in-store displays and product demos, particularly in the United States at retail accounts where consumers are less familiar with the benefits of hemp foods. Additionally, Manitoba Harvest partners with certain retailers to increase consumer awareness. Manitoba Harvest is a co-sponsor of Hemp History Week, an annual event that features hundreds of product demo's and promo events in major retailers throughout the U.S., including Whole Foods Market.

Continued growth with existing customers - Manitoba Harvest expects to grow same store sales with existing customers by expanding the presence of their products on the shelf throughout stores through the introduction of new formats, improved retail product placement and increased investment in merchandising. Manitoba Harvest also partners with its retail customers to develop new, consumer-centric products, such as the 2015 introduction of the hemp protein smoothie at a large Canadian retailer. In 2016, the hemp protein smoothies were expanded into all channels in Canada and in the United States.

Expansion into new customers - Management believes it has significant opportunity to enter new grocery customers in the mainstream grocery channel, both in Canada and the United States. The grocery channels in both the United States and Canada have experienced significant sales growth in all-natural and organic product categories while sales in traditional product categories have been flat or decreased. Manitoba Harvest recently expanded its direct sales team to improve access and engagement with key retail accounts, adding additional brand ambassadors and territory managers for the purpose of expanding distribution with mainstream U.S. grocery chains by capitalizing on traditional US grocer emphasis on selling products that align with broad based consumer demand for healthy eating.

Continued innovation and new product development - In 2016, the company introduced Hemp Heart Toppers, and two new flavors of Hemp Heart Bites. Additionally, a new portable, single serve format was introduced for Hemp Protein Smoothie and Hemp Heart Bites. Management plans to continue to innovate on existing product lines through new formats and flavors as well as continued development of new product categories to broaden customer appeal and increase the number of hemp food usage occasions.

Expanded ingredient business - With the acquisition of HOCI in December 2015, Manitoba Harvest added a leading manufacturer and supplier of hemp food products and ingredients. As hemp-based food usage continues to become more widely adopted, management believes the strategic acquisition of HOCI has positioned the company to capitalize on the growing opportunity to be the ingredient supplier of choice to other leading food manufacturers in complementary food product categories.

Research and Development

Manitoba Harvest competes in the natural products industry, which is characterized by research and development and which yields food product innovations that contribute to human wellness and sustainable development. The scope of research and development is focused on new product development, product enhancement, process design and improvement, packaging, and meeting the needs of the expanding international business. The continued growth of Manitoba Harvest and ongoing partnerships with industry and government has enabled the company to fund research with universities to support the expansion of peer reviewed publications on the benefits of hemp food products. Additionally, Management utilizes analytics to manage the evolution of its relationships with its customers, and conducts consumer research during early stages of new product development initiatives in order to identify key success factors. Manitoba Harvest spent approximately $0.3 million on research and development in 2016, and $0.1 million on research and development during 2015 (post-acquisition).

Customers and Distributions Channels

Manitoba Harvest sells its products through three primary retail channels: natural foods, club and grocery. After initially establishing the authenticity of its brand and products in the natural channel at retailers such as Whole Foods Markets and Sprouts, Manitoba Harvest expanded into the club and grocery channel, initially in Canada, and then in the United States and internationally. HOCI sells their hemp food products and ingredients to value-added manufacturers to be used in hemp cereals, hemp milk, nutrition and protein bars and powders, baked goods and salad dressings.

Manitoba Harvest's three largest customers accounted for approximately 47% of total sales in 2016, and approximately 63% of total sales during 2015 (post acquisition).

Sales and Marketing

Manitoba Harvest grows sales within existing retail partners by educating and engaging potential customers through in-store demos, consumer events and sampling.

Sales Organization - In addition to partnering with national natural food channel brokers, Manitoba Harvest’s sales organization consists of sales professionals with direct sales coverage of over 1,000 retail locations. The sales force is led by the Vice President of sales and consists of sales managers, territory managers and brand ambassadors dedicated to specific regions in Canada and the United States. Manitoba Harvest’s sales force is focused on the natural, club and grocery channels, through direct key account coverage and winning sales through a focus on data for category and customer management. In addition to direct sales, the company uses a network of distributors to service many of its customers.

Marketing - Manitoba Harvest focuses the majority of marketing spend in three key areas: demonstrations/sampling, fixed trade spending and promotions. Successful product demonstrations within the club and grocery channels have helped drive increased sales productivity. Manitoba Harvest utilizes fixed trade spending to secure end-cap positions, ad space and off-shelf displays at various retailers. Additionally, they strategically utilize promotions to position its products in prime display space at retailers. To drive future growth, Manitoba Harvest plans to increase spending on demonstrations and sampling - for example the company distributed approximately two million Hemp Hearts, hemp protein powder, Hemp Heart Bites, and Hemp Heart Bars samples in 2016 alone.

Competition
The emerging hemp foods category has a limited number of participants that offer a minimal number of hemp-based products while focusing on a broader assortment of food items. While increasing, competition remains limited due to restricted raw hemp seed access in the United States. Manitoba Harvest's strong supplier relationships, regulated access to hemp seeds and deep knowledge of the growing and harvesting of hemp afford the company with a unique competitive advantage.

Manitoba Harvest has the highest level of global certification in food safety and quality and is the first and only hemp-based food company to achieve British Retail Consortium ("BRC") Global Food Safety Initiative certification.

Suppliers

Manitoba Harvest and HOCI are strategically located near their supply of hemp in Canada, the only North American country where it is currently legal to grow hemp. The commercial cultivation of hemp was authorized in 1998 with the implementation of the Canadian Industrial Hemp Regulations, which governs the cultivation, processing, transportation, sale, import and export of industrial hemp. Industrial hemp is viewed by the Canadian and agricultural industry as a valuable new alternative crop that complements prairie crop production rotations and offers significant economic opportunity through numerous end uses. The province of Manitoba and its surrounding prairie area have emerged as a leading region for growing hemp due to the ideal agricultural characteristics of the prairie provinces; a long growing season, sufficient moisture levels, and supportive local governments that view hemp as a strategic crop. The adaptability of hemp makes it ideal for areas of the provinces that have limited cropping options and where high value crops such as edible beans and sunflowers are considered high risk.
Based on its close proximity to many of its growers, Manitoba Harvest has developed long-standing relationships with hemp suppliers and currently maintains relationships that provide access to over 60% of the hemp acreage in Canada. Manitoba Harvest has a rigorous qualification process for its suppliers - maintaining an ongoing supplier scorecard and choosing to purchase hemp from high quality growers. With limited exception, farmers working with Manitoba Harvest are exclusive to them. Manitoba Harvest works with approximately 110 conventional hemp growers (48,750 acres), approximately 20 organic growers (18,000 acres), and 7 hemp seed cleaners. As early leaders of the hemp legalization movement, Manitoba Harvest's founders have developed in-house expertise on the plant, which they share with their hemp grower partners to help them achieve optimal yield and quality harvests.
Manitoba Harvest processes 100% of its Hemp Hearts, hemp oil and protein powder at its dedicated hemp food products manufacturing facility. Manitoba Harvest has leveraged nearly two decades of hemp food manufacturing expertise and has worked with research scientists to develop proprietary processing technology that is specific to hemp. Their facility in Winnipeg is 32,000 square feet and has an annual processing capacity of 35 million pounds of hemp seed. With the acquisition of HOCI in December 2015, Manitoba Harvest added a newly constructed 37,000 square foot facility capable of processing 50 million pounds of hemp seed.
Intellectual Property
Manitoba Harvest relies on brand name recognition and premium natural and organic offerings in the hemp food market to differentiate itself from the competition. Manitoba Harvest holds several trademark registrations in multiple jurisdictions, primarily the United States and Canada.
Regulatory Environment
Management is not aware of any existing, pending or contingent liabilities that could have a material adverse effect on Manitoba Harvest's business. Manitoba Harvest is proactive regarding regulatory issues and is in compliance with all relevant regulations. Management is not aware of any potential environmental issues.
Employees
As of December 31, 2016, Manitoba Harvest employed approximately 150 persons. None of Manitoba Harvest employees are subject to collective bargaining agreements. Manitoba Harvest believes its relationship with its employees is good.

Niche Industrial Businesses
Advanced Circuits
Overview
Advanced Circuits, headquartered in Aurora, Colorado, is a provider of small-run, quick-turn and production rigid PCBs, throughout the United States. Advanced Circuits also provides its customers with assembly services in order to meet its customers' complete PCB needs. The small-run and quick-turn portions of the PCB industry are characterized by customers requiring high levels of responsiveness, technical support and timely delivery. Due to the critical roles that PCBs play in the research and development process of electronics, customers often place more emphasis on the turnaround time and quality of a customized PCB than on the price. Advanced Circuits meets this market need by manufacturing and delivering custom PCBs in as little as 24 hours, providing customers with over 98% error-free production and real-time customer service and product tracking 24 hours per day. In each of the years 2016, 2015 and 2014, over 60% of Advanced Circuits' sales were derived from highly profitable small-run and quick-turn production PCBs. Advanced Circuits' success is demonstrated by its broad base of over 11,000 customers with which it does business throughout the year.
For the full fiscal years ended December 31, 2016, 2015 and 2014, Advanced Circuits had net sales of approximately \$86.0 million, \$87.5 million and \$85.9 million, respectively, and operating income of \$22.7 million, \$24.1 million and \$22.5million, respectively. Advanced Circuits had total assets of \$80.9 million and \$80.6 million at December 31, 2016 and 2015, respectively. Net sales from Advanced Circuits represented 8.8%, 12.0% and 13.5% of our consolidated net sales for the years 2016, 2015 and 2014, respectively.
History of Advanced Circuits
Advanced Circuits commenced operations in 1989 through the acquisition of a small Denver-based PCB manufacturer, Seiko Circuits. During its first years of operations, Advanced Circuits focused exclusively on manufacturing high volume, production run PCBs with a small group of proportionately large customers. In 1992, after the loss of a significant customer, Advanced Circuits made a strategic shift to limit its dependence on any one customer. As a result, Advanced Circuits began focusing on developing a diverse customer base, and in particular, on meeting the demands of equipment manufacturers with low-volume, high-margin, customized small-run and quick-turn PCBs.
In 1997, Advanced Circuits increased its capacity and consolidated its facilities into its current headquarters in Aurora, Colorado. In 2003, to support its growth, Advanced Circuits expanded its PCB manufacturing facility by approximately 37,000 square feet or approximately 150%. In 2013, Advanced Circuits added approximately 50,000 square feet and moved its administrative and engineering group next door to its production facilities.
In March 2010, Advanced Circuits acquired Circuit Express, Inc. ("CEI") for approximately \$16.1 million. Based in Tempe, Arizona and founded in 1987, CEI focuses on quick-turn and small-run manufacturing of rigid PCBs primarily for aerospace and defense related industry customers. CEI also specializes in expedited delivery in as fast as 24 hours.
On May 23, 2012, Advanced Circuits acquired Universal Circuits, Inc. ("UCI") for approximately \$2.3 million. UCI supplies PCBs to major military, aerospace, and medical original equipment manufacturers and contract manufacturers. UCI's Minnesota facility meets certain Department of Defense clearance requirements and is noted for custom and advanced technologies. Universal Circuits' sales are primarily in the long-lead sector.
We purchased a controlling interest in Advanced Circuits on May 16, 2006.
Industry
The PCB industry, which consists of both large global PCB manufacturers and small regional PCB manufacturers, is a vital component to all electronic equipment supply chains, as PCBs serve as the foundation for virtually all electronic products, including cellular telephones, appliances, personal computers, routers, switches and network servers. PCBs are used by manufacturers of these types of electronic products, as well as by persons and teams engaged in research and development of new types of equipment and technologies.
Production of PCBs in North America has declined since 2000 and was flat in the most recent fiscal years, with a less than 1% decrease, according to the IPC 2014 Analysis. Orders for the fourth quarter of 2014 increased as compared to the fourth quarter in 2013, indicating that 2015 North American PCB production should have modest growth compared to 2014. The rapid decline

in United States production was caused by (i) reduced demand for and spending on PCBs following the technology and telecom industry decline in early 2000; and (ii) increased competition for volume production of PCBs from Asian competitors benefiting from both lower labor costs and less restrictive waste and environmental regulations. While Asian manufacturers have made large market share gains in the PCB industry overall, small-run and quick-turn production, some of the more complex volume production and military production have remained strong in the United States.

Both globally and domestically, the PCB market can be separated into three categories based on required lead time and order volume:

- Small-run PCBs — These PCBs are typically manufactured for customers in research and development departments of original equipment manufacturers, or OEMs, and academic institutions. Small-run PCBs are manufactured to the specifications of the customer, within certain manufacturing guidelines designed to increase speed and reduce production costs. Prototyping is a critical stage in the research and development of new products. These small-runs are used in the design and launch of new electronic equipment and are typically ordered in volumes of 1 to 50 PCBs. Because the small-run is used primarily in the research and development phase of a new electronic product, the life cycle is relatively short and requires accelerated delivery time frames of usually less than five days and very high, error-free quality. Order, production and delivery time, as well as responsiveness with respect to each, are key factors for customers as PCBs are indispensable to their research and development activities.
- Quick-Turn Production PCBs — These PCBs are used for intermediate stages of testing for new products prior to full scale production. After a new product has successfully completed the small-run phase, customers undergo test marketing and other technical testing. This stage requires production of larger quantities of PCBs in a short period of time, generally 10 days or less, while it does not yet require high production volumes. This transition stage between low-volume small-run production and volume production is known as quick-turn production. Manufacturing specifications conform strictly to end product requirements and order quantities are typically in volumes of 10 to 500. Similar to small-run PCBs, response time remains crucial as the delivery of quick-turn PCBs can be a gating item in the development of electronic products. Orders for quick-turn production PCBs conform specifically to the customer's exact end product requirements.
- Volume Production PCBs — These PCBs, which we sometimes refer to as "long lead" and "sub-contract" are used in the full scale production of electronic equipment and specifications conform strictly to end product requirements. Volume Production PCBs are ordered in large quantities, usually over 100 units, and response time is less important, ranging between 15 days to 10 weeks or more.

These categories can be further distinguished based on board complexity, with each portion facing different competitive threats. Advanced Circuits competes largely in the small-run and quick-turn production portions of the North American market, which have not been significantly impacted by Asian-based manufacturers due to the quick response time required for these products. Management believes the North American PCB market is estimated to be approximately $3.5 billion in 2016.

Several significant trends are present within the PCB manufacturing industry, including:

- Increasing Customer Demand for Quick-Turn Production Services — Rapid advances in technology are significantly shortening product life-cycles and placing increased pressure on OEMs to develop new products in shorter periods of time. In response to these pressures, OEMs invest heavily in research and development, which results in a demand for PCB companies that can offer engineering support and quick-turn production services to minimize the product development process.
- Increasing Complexity of Electronic Equipment — OEMs are continually designing more complex and higher performance electronic equipment, requiring sophisticated PCBs. To satisfy the demand for more advanced electronic products, PCBs are produced using exotic materials and increasingly have higher layer counts and greater component densities. Maintaining the production infrastructure necessary to manufacture PCBs of increasing complexity often requires significant capital expenditures and has acted to reduce the competitiveness of local and regional PCB manufacturers lacking the scale to make such investments.
- Shifting of High Volume Production to Asia — Asian based manufacturers of PCBs are capitalizing on their lower labor costs and are increasing their market share of volume production of PCBs used, for example, in high-volume consumer electronics applications, such as personal computers and cell phones. Asian based manufacturers have been

generally unable to meet the lead time requirements for small-run or quick-turn PCB production or the volume production of the most complex PCBs. This “off shoring” of high-volume production orders has placed increased pricing pressure and margin compression on many small domestic manufacturers that are no longer operating at full capacity. Many of these small producers are choosing to cease operations, rather than operate at a loss, as their scale, plant design and customer relationships do not allow them to focus profitably on the small-run and quick-turn sectors of the market.

Products and Services

A PCB is comprised of layers of laminate and contains patterns of electrical circuitry to connect electronic components. Advanced Circuits typically manufactures 2 to 20 layer PCBs, and has the capability to manufacture up even higher layer PCBs. The level of PCB complexity is determined by several characteristics, including size, layer count, density (line width and spacing), materials and functionality. Beyond complexity, a PCB's unit cost is determined by the quantity of identical units ordered, as engineering and production setup costs per unit decrease with order volume, and required production time, as longer times often allow increased efficiencies and better production management. Advanced Circuits primarily manufactures lower complexity PCBs.

To manufacture PCBs, Advanced Circuits generally receives circuit designs from its customers in the form of computer data files emailed to one of its sales representatives or uploaded on its interactive website. These files are then reviewed to ensure data accuracy and product manufacturability. While processing these computer files, Advanced Circuits generates images of the circuit patterns that are then physically developed on individual layers, using advanced photographic processes. Through a variety of plating and etching processes, conductive materials are selectively added and removed to form horizontal layers of thin circuits, called traces, which are separated by insulating material. A finished multilayer PCB laminates together a number of layers of circuitry. Vertical connections between layers are achieved by metallic plating through small holes, called vias. Vias are made by highly specialized drilling equipment capable of achieving extremely fine tolerances with high accuracy.

Advanced Circuits assists its customers throughout the life-cycle of their products, from product conception through volume production. Advanced Circuits works closely with customers throughout each phase of the PCB development process, beginning with the PCB design verification stage using its unique online FreeDFM.com tool, FreeDFM.com,™ which was launched in 2002, enables customers to receive a free manufacturability assessment report within minutes, resolving design problems that would prohibit manufacturability before the order process is completed and manufacturing begins. The combination of Advanced Circuits' user-friendly website and its design verification tool reduces the amount of human labor involved in the manufacture of each order as PCBs move from Advanced Circuits' website directly to its computer numerical control, or CNC, machines for production, saving Advanced Circuits and customers cost and time. As a result of its ability to rapidly and reliably respond to the critical customer requirements, Advanced Circuits receives a premium for their small-run and quick-turn PCBs as compared to volume production PCBs.

Advanced Circuits manufactures all high margin small-runs and quick-turn orders internally but often utilizes external partners to manufacture production orders that do not fit within its capabilities or capacity constraints at a given time. As a result, Advanced Circuits constantly adjusts the portion of volume production PCBs produced internally to both maximize profitability and ensure that internal capacity is fully utilized.

The following table shows Advanced Circuits' gross revenue by products and services for the periods indicated:

Gross Sales by Products and Services [1]	Year Ended December 31, 2016	2015	2014
Small-run Production	21.8 %	22.5 %	23.5 %
Quick-Turn Production	31.8 %	31.0 %	31.3 %
Volume Production (including assembly)	45.2 %	46.0 %	44.9 %
Third Party	1.2 %	0.5 %	0.3 %
Total	100.0 %	100.0 %	100.0 %

(1) As a percentage of gross sales, exclusive of sale discounts.

Competitive Strengths

Advanced Circuits has established itself as a leading provider of small-run and quick-turn PCBs in North America and focuses on satisfying customer demand for on-time delivery of high-quality PCBs. Advanced Circuits' management believes the following factors differentiate it from many industry competitors:

- Numerous Unique Orders Per Day — For the year ended December 31, 2016, Advanced Circuits received on average over 300 customer orders per day. Due to the large quantity of orders received, Advanced Circuits is able to combine multiple orders in a single panel design prior to production. Through this process, Advanced Circuits is able to reduce the number of costly, labor intensive equipment set-ups required to complete several manufacturing orders. As labor represents the single largest cost of production, management believes this capability gives Advanced Circuits a unique advantage over other industry participants. Advanced Circuits maintains proprietary software that maximizes the number of units placed on any one panel design. A single panel set-up typically accommodates 1 to 12 orders. Further, as a "critical mass" of like orders is required to maximize the efficiency of this process, management believes Advanced Circuits is uniquely positioned as an efficient manufacturer of small-run and quick-turn PCBs.

- Diverse Customer Base — Advanced Circuits possesses a customer base with little industry or customer concentration exposure. During the fiscal year ended December 31, 2016, Advanced Circuits did business with over 9,000 customers and added over 180 new customers per month. For each of the years ended December 31, 2016, 2015 and 2014, no customer represented over 2% of net sales.
- Highly Responsive Culture and Organization — A key strength of Advanced Circuits is its ability to quickly respond to customer orders and complete the production process. In contrast to many competitors that require a day or more to offer price quotes on small-run or quick-turn production, Advanced Circuits offers its customers quotes within seconds and the ability to place or track orders any time of day. In addition, Advanced Circuits' production facility operates three shifts per day and is able to ship a customer's product within 24 hours of receiving its order.
- Proprietary FreeDFM.com Software — Advanced Circuits offers its customers unique design verification services through its online FreeDFM.com tool. This tool, which was launched in 2002, enables customers to receive a free manufacturability assessment report, within minutes, resolving design problems before customers place their orders. The service is relied upon by many of Advanced Circuits' customers to reduce design errors and minimize production costs. Beyond improved customer service, FreeDFM.com has the added benefit of improving the efficiency of Advanced Circuits' engineers, as many routine design problems, which typically require an engineer's time and attention to identify, are identified and sent back to customers automatically.
- Established Partner Network — Advanced Circuits has established third party production relationships with PCB manufacturers in North America and Asia. Through these relationships, Advanced Circuits is able to offer its customers a complete suite of products including those outside of its core production capabilities. Additionally, these relationships allow Advanced Circuits to outsource orders for volume production and focus internal capacity on higher margin, short lead time, production and quick-turn manufacturing.

Business Strategies

Advanced Circuits' management is focused on strategies to increase market share and further improve operating efficiencies. The following is a discussion of these strategies:

Increase Portion of Revenue from Small-run and Quick-Turn Production — Advanced Circuits' management believes it can grow revenues and cash flow by continuing to leverage its core small-run and quick-turn capabilities. Over its history, Advanced Circuits has developed a suite of capabilities that management believes allow it to offer a combination of price and customer service unequaled in the market. Though reductions in military spending have created headwinds recently, Advanced Circuits intends to leverage this factor, as well as its core skill set, to increase net sales derived from higher margin small-run and quick-turn production PCBs. In this respect, marketing and advertising efforts focus on attracting and acquiring customers that are likely to require these premium services. And while production composition may shift, growth in these products and services is not expected to come at the expense of declining sales in volume production PCBs, as Advanced Circuits intends to leverage its extensive network of third-party manufacturing partners to continue to meet customers' demand for these services.

Acquire Customers from Local and Regional Competitors — Advanced Circuits' management believes the majority of its competition for small-run and quick-turn PCB orders comes from smaller scale local and regional PCB manufacturers. As an early mover in the small-run and quick-turn sector of the PCB market, Advanced Circuits has been able to grow faster and achieve greater production efficiencies than many industry participants. Management believes Advanced Circuits can continue to use these advantages to gain market share. Further, Advanced Circuits continues to enter into small-run and quick-turn manufacturing relationships with several subscale local and regional PCB manufacturers. Management believes that while many of these manufacturers maintain strong, long-standing customer relationships, they are unable to produce PCBs with short turn-around times at competitive prices. As a result, Advanced Circuits sees an opportunity for growth by providing production support to these manufacturers or direct support to the customers of these manufacturers, whereby the manufacturers act more as a broker for the relationship.

Remain Committed to Customers and Employees — Advanced Circuits has remained focused on providing the highest quality products and services to its customers. We believe this focus has allowed Advanced Circuits to achieve its outstanding delivery and quality record. Advanced Circuits' management believes this reputation is a key competitive differentiator and is focused on maintaining and building upon it. Similarly, management believes its committed base of employees is a key differentiating factor. Advanced Circuits currently has a profit sharing program and tri-annual bonuses for all of its employees. Management also occasionally sets additional performance targets for individuals and departments and establishes rewards, such as lunch celebrations or paid vacations, if these goals are met. Management believes that Advanced Circuits' emphasis on sharing rewards and creating a positive work environment has led to increased loyalty. Advanced Circuits plans to continue to focus on similar programs to maintain this competitive advantage.

Opportunistically Acquire Smaller PCB Manufacturers — Historically, Advanced Circuits has selectively made tuck-in acquisitions of regional PCB manufacturers, including the acquisitions of Circuit Express, Inc. in 2010 and Universal Circuits, Inc. in 2012. Management will continue to seek tuck-in acquisitions of smaller PCB manufacturers where sales and operational efficiencies can be realized, or strategic technical capabilities expanded.

Research and Development

Advanced Circuits engages in continual research and development activities in the ordinary course of business to update or strengthen its order processing, production and delivery systems. By engaging in these activities, Advanced Circuits expects to maintain and build upon the competitive strengths from which it benefits currently. Research and development expenses were not material in each of the last three years.

Customers and Distribution Channels

Advanced Circuits' focus on customer service and product quality has resulted in a broad base of customers in a variety of end markets, including industrial, consumer, telecommunications, aerospace/defense, biotechnology and electronics manufacturing. These customers range in size from large, blue-chip manufacturers to small, not-for-profit university engineering departments. The following table sets forth management's estimate of Advanced Circuits' approximate customer breakdown by industry sector for the fiscal years ended December 31, 2016, 2015 and 2014:

	Customer Distribution		
Industry Sector	2016	2015	2014
Electrical Equipment and Components	22 %	23 %	22 %
Measuring Instruments	4 %	6 %	5 %
Electronics Manufacturing Services	21 %	25 %	24 %
Engineer Services	4 %	3 %	5 %
Industrial and Commercial Machinery	12 %	10 %	11 %
Business Services	2 %	1 %	1 %
Wholesale Trade-Durable Goods	1 %	1 %	1 %
Educational Institutions	17 %	15 %	14 %
Transportation Equipment	12 %	10 %	11 %
All Other Sectors Combined	5 %	6 %	6 %
Total	100%	100%	100%

Management estimates that over 75% of its orders are generated from existing customers. Moreover, more than half of Advanced Circuits' orders in each of the years 2016, 2015 and 2014 were delivered within five days (not including CEI orders). In a typical year, no single customer represents more than 2% of Advanced Circuits' sales.

Sales and Marketing

Advanced Circuits has established a "consumer products" marketing strategy to both acquire new customers and retain existing customers. Advanced Circuits uses initiatives such as direct mail postcards, web banners, aggressive pricing specials and proactive outbound customer call programs as part of this strategy. Advanced Circuits spends approximately 1% of net sales each year on its marketing initiatives and advertising and has 48 employees dedicated to its marketing and sales efforts. These individuals are organized geographically and each is responsible for a region of North America. The sales team takes a systematic approach to placing sales calls and receiving inquiries and, on average, will place over 200 outbound sales calls and receive approximately 140 inbound phone inquiries per day. Beyond proactive customer acquisition initiatives, management believes a substantial portion of new customers are acquired through referrals from existing customers. In addition, other customers are acquired on-line where Advanced Circuits generates over 90% of its orders from its website.

Once a new client is acquired, Advanced Circuits offers an easy to use customer-oriented website and proprietary online design and review tools to ensure high levels of retention. By maintaining contact with its customers to ensure satisfaction with each order, Advanced Circuits believes it has developed strong customer loyalty, as demonstrated by over 75% of its orders being

received from existing customers. Included in each customer order is an Advanced Circuits prepaid “bounce-back” card on which a customer can evaluate Advanced Circuits’ services and send back any comments or recommendations. Each of these cards is read by senior members of management, and Advanced Circuits adjusts its services to respond to the requests of its customer base.

Substantially all revenue is derived from sales within the United States.

Advanced Circuits, due to the volume of small-run and quick turn sales, had a negligible amount in firm backlog orders at December 31, 2016 and 2015.

Competition

There are currently an estimated 170 active domestic PCB manufacturers. Advanced Circuits’ competitors differ amongst its products and services.

Competitors in the small-run and quick-turn PCBs production industry include larger companies as well as small domestic manufacturers. The two largest independent domestic small-run and quick-turn PCB manufacturers in North America are TTM Technologies, Inc. and Viasystems Group, Inc. Though each of these companies produces small-run PCBs to varying degrees, in many ways they are not direct competitors with Advanced Circuits. In recent years, each of these firms has primarily focused on producing boards with greater complexity in response to the off shoring of low and medium layer count technology to Asia. Compared to Advanced Circuits, small-run and quick-turn PCB production accounts for much smaller portions of each of these firm’s revenues. Further, these competitors often have much greater customer concentrations and a greater portion of sales through large electronics manufacturing services intermediaries. Beyond large, public companies, Advanced Circuits’ competitors include numerous small, local and regional manufacturers, often with revenues under $20 million that have long-term customer relationships and typically produce both small-run and quick-turn PCBs and production PCBs for small OEMs and EMS companies. The competitive factors in small-run and quick-turn production PCBs are response time, quality, error-free production and customer service. Competitors in the long lead-time production PCBs generally include large companies, including Asian manufacturers, where price is the key competitive factor.

New market entrants into small-run and quick-turn production PCBs confront substantial barriers including significant investments in equipment, highly skilled workforce with extensive engineering knowledge and compliance with environmental regulations. Beyond these tangible barriers, Advanced Circuits’ management believes that its network of customers, established over the last two decades, would be very difficult for a competitor to replicate.

Suppliers

Advanced Circuits’ raw materials inventory is small relative to sales and must be regularly and rapidly replenished. Advanced Circuits uses a just-in-time procurement practice to maintain raw materials inventory at low levels. Additionally, Advanced Circuits has established consignment relationships with several vendors allowing it to pay for raw materials as used. Because it provides primarily lower-volume quick-turn services, this inventory policy does not hamper its ability to complete customer orders. Raw material costs constituted approximately 19%, 20% and 20% of net sales for each of the fiscal years ended December 31, 2016, 2015 and 2014, respectively.

The primary raw materials that are used in production are core materials, such as copper clad layers of glass and chemical solutions, and copper and gold for plating operations, photographic film and carbide drill bits. Multiple suppliers and sources exist for all materials. Adequate amounts of all raw materials have been available in the past, and Advanced Circuits’ management believes this will continue in the foreseeable future. Advanced Circuits works closely with its suppliers to incorporate technological advances in the raw materials they purchase. Advanced Circuits does not believe that it has significant exposure to fluctuations in raw material prices. The fact that price is not the primary factor affecting the purchase decision of many of Advanced Circuits’ customers has allowed management to historically pass along a portion of raw material price increases to its customers. Advanced Circuits does not knowingly purchase material originating in the Democratic Republic of the Congo or adjoining countries.

Intellectual Property

Advanced Circuits seeks to protect certain proprietary technology by entering into confidentiality and non-disclosure agreements with its employees, consultants and customers, as needed, and generally limits access to and distribution of its proprietary information and processes. Advanced Circuits’ management does not believe that patents are critical to protecting Advanced Circuits’ core intellectual property, but, rather, its effective and quick execution of fabrication techniques, its website FreeDFM.com™ and its highly skilled workforce are the primary factors in maintaining its competitive position.

Advanced Circuits uses the following brand names: FreeDFM.com,™ 4pcb.com,™ 4PCB.com,™ 33each.com,™ barebonespcb.com™ and Advanced Circuits.™ These trade names have strong brand equity and are material to Advanced Circuits' business.

Regulatory Environment

Advanced Circuits' manufacturing operations and facilities are subject to evolving federal, state and local environmental and occupational health and safety laws and regulations. These include laws and regulations governing air emissions, wastewater discharge and the storage and handling of chemicals and hazardous substances. Management believes that Advanced Circuits is in compliance, in all material respects, with applicable environmental and occupational health and safety laws and regulations. New requirements, more stringent application of existing requirements, or discovery of previously unknown environmental conditions may result in material environmental expenditures in the future. Advanced Circuits has been recognized three times for exemplary environmental compliance as it was awarded the Denver Metro Wastewater Reclamation District Gold Award for the seven of the last ten years.

Employees

As of December 31, 2016, Advanced Circuits employed 517 persons. None of Advanced Circuits' employees are subject to collective bargaining agreements. Advanced Circuits believes its relationship with its employees is good.

Arnold

Overview

Founded in 1895 and now headquartered in Rochester, New York, Arnold is a manufacturer of engineered, application specific magnet solutions. Arnold manufactures a wide range of permanent magnets and precision magnetic assemblies with facilities in the United States, the United Kingdom, Switzerland and China. Arnold has hundreds of customers in its primary markets including aerospace and defense, motorsport/ automotive, oil and gas, medical, general industrial, electric utility, reprographics,and advertising specialties. Arnold is the largest and, we believe, the most technically advanced U.S. manufacturer of engineered magnets. Arnold is one of two domestic producers to design, engineer and manufacture rare earth magnetic solutions. Arnold serves customers and generates revenues via three business units:

- PMAG – Permanent Magnet and Assemblies Group- High performance magnets and assemblies for precision motors/generators, Hall Effect sensor and beam focusing applications. PMAG also manufactures assemblies for the reprographic industry used in printing and copying systems.
- Precision Thin Metals - Ultra thin gauge metal strip and foil products utilizing magnetic and non-magnetic alloys
- Flexmag™ - Flexible bonded magnets for specialty advertising, industrial and medical applications.

Arnold operates a 70,000 square foot manufacturing assembly and distribution facility in Rochester, New York with nine additional facilities worldwide in countries including the U.K., Switzerland and China.

For the fiscal year ended December 31, 2016, 2015 and 2014, Arnold had net sales of approximately $108.2 million, $120.0 million and $123.2 million, respectively, with an operating loss of $12.9 million in 2016, and operating income of $7.6 million in 2015 and $7.1 million in 2014. Arnold had total assets of $114.9 million and $139.0 million at December 31, 2016 and 2015, respectively. Net sales from Arnold represented 11.1%, 16.5% and 19.4% of our consolidated net sales for the years ended December 31, 2016, 2015 and 2014, respectively.

History of Arnold

Arnold was founded in 1895 as the Arnold Electric Power Station Company. Arnold began producing AlNiCo permanent magnets in its Marengo, Illinois facility in the mid-1930s. In 1946, Allegheny Ludlum Steel Corporation (Allegheny) purchased Arnold, and over the next few years began production of several additional magnetic product lines under license agreement with the Western Electric Company. In 1970, Arnold acquired Ogallala Electronics, which manufactured high power coils and electromagnets.

SPS Technologies (SPS), at the time a publicly traded company, purchased Arnold Engineering Company from Allegheny in 1986. Under SPS, Arnold made a series of acquisitions and partnerships to expand its portfolio and geographic reach. At the end of 2003, Precision Castparts, also a publicly traded company, acquired SPS. In January 2005, Audax, a Boston-based private equity firm acquired Arnold from Precision Castparts.

In February 2007, Arnold Magnetic Technologies completed the acquisition of Precision Magnetics with operations in Sheffield, England; Lupfig, Switzerland; and Wayne, New Jersey. The Wayne, New Jersey facility was relocated to Rochester, NewJersey later that year. In addition, Arnold's Lupfig, Switzerland operation is a joint venture partner with a Chinese rare earth producer. The joint venture manufactures RECOMA® Samarium Cobalt blocks for the Asian market.

We purchased a majority interest in Arnold on March 5, 2012.

Industry

Permanent Magnets

There exists a broad range of permanent magnets which include Rare Earth Magnets and magnets made from specialty magnetic alloys. Magnets produced from these materials may be sliced, ground, coated and magnetized to customer requirements. Those industry players with the broadest portfolio of these magnets, such as Arnold, maintain a significant competitive advantage over competitors as they are able to offer one-stop shop capabilities to customers. Management believes that being a manufacturer of these magnets, subject to patent rights, is another critical market advantage.

Rare Earth Magnets

- Samarium Cobalt (SmCo) – SmCo magnets are typically used in critical applications that require corrosion resistance or high temperature stability, such as motors, generators, actuators and sensors. Arnold markets its SmCo magnets under the trade name of RECOMA ®, and is DFARS (Defense Federal Acquisition Regulation) compliant.
- Neodymium (Neo) – Neo magnets offer the highest magnetic energy level of any material in the market. Applications include motors and generators, VCM's, magnetic resonance imaging, magnetic inspection systems, sensors and loudspeakers.

Other Permanent Magnet Types

- AlNiCo – The AlNiCo family of magnets remains a preferred material for many mission critical applications. Its favorable linear temperature characteristics, high magnetic flux density and good corrosion resistance are ideally suited for use in applications requiring magnetic stability. This material is manufactured by Arnold, making it a DFARS compliant material.
- Hard Ferrite – Hard ferrite (ceramic) magnets were developed as a low cost alternative to metallic magnets (steel and AlNiCo). Although they exhibit lower energy when compared to other materials available today and are relatively brittle, ferrite magnets have gained acceptance due to their low price per magnetic output.
- Injection Molded – Injection molded magnets are a composite of various types of resin and magnetic powders. The physical and magnetic properties of the product depend on the raw materials, but are generally lower in magnetic strength and resemble plastics in their physical properties. However, a major benefit of the injection molding process is that magnet material can be injection or over-molded, eliminating subsequent manufacturing steps.

Magnetic Assemblies- Arnold offers complex, customized value added magnetic assemblies. These assemblies are used in devices such as motors, generators, beam focusing arrays, sensors, and solenoid actuators. Magnetic assembly production capabilities include magnet fabrication, machining, encapsulation or sleeving, balancing, and field mapping.

Precision Strip and Foil

Precision rolled thin metal foil products are manufactured from a wide range of materials for use in applications such as transformers, motor laminations, honeycomb structures, shielding, and composite structures. These products are commonly found in security tags, medical implants, aerospace structures, batteries and speaker domes. Arnold has the expertise and capability to roll, anneal, slit and coat a wide range of materials to extremely thin gauges (2.5 microns) and exacting tolerances.

Flexible Magnets

Flexible magnet products span the range of applications from advertising (refrigerator magnets and displays) to medical applications (needle counters) to sealing and holding applications (door gaskets).

Products and Services

PMAG

Arnold's Precision Magnets and Assemblies (PMAG) segment is a leading global manufacturer of precision magnetic assemblies and high-performance magnets. The segment's products include tight tolerance assemblies consisting of many dozens of components and employing RECOMA® SmCo, Neo, and AlNiCo magnets. These products are sold to a wide range of industries including aerospace and defense, motorsport/ automotive, oil and gas, medical, general industrial, electric utility and reprographics. Arnold has established a reputation in the magnetic industry as the engineering solutions provider, assisting customers to ensure their critical assemblies meet expectations.

PMAG is Arnold's largest business unit representing approximately 72% of Arnold sales on an annualized basis (including Reprographics) with a global footprint including manufacturing facilities in the U.S., U.K., Switzerland, and China.

PMAG—Products and Applications:

- High precision magnetic rotors for use in electric motors and generators. Typically used in demanding applications such as aerospace, oil and gas exploration, energy recovery systems and under the hood automotive
- Sealed pump couplings
- Beam focusing assemblies such as traveling wave tubes
- Oil & Gas NMR tools as well as pipeline inspection and down hole power generation
- Hall effect sensor systems

Arnold's reprographics unit, which is part of the PMAG segment, produces systems and components for copier systems. The business unit's state-of-the-art, high-volume precision magnetic assembly facility produces numerous assemblies per year. The reprographics unit utilizes components produced by the Flexmag segment.

Reprographics—products and applications:

- Complex, multi-component, high-accuracy copier assemblies
- Toner rolls
- Toner and fuser assemblies

Precision Thin Metals

Arnold's precision thin metals segment manufactures precision thin strip and foil products from an array of materials and represents approximately 8% of Arnold sales on an annualized basis. The Precision Thin Metals segment serves the aerospace and defense, power transmission, alternative energy (hybrids, wind, battery, solar), medical, security, and general industrial end-markets. With top-of-the-line equipment and superior engineering, Precision Thin Metals has developed unique processing capabilities that allow it to produce foils and strip with precision and quality that are unmatched in the industry (down to 1/10th thickness of a human hair). In addition, the segment's facility is capable of increasing production from current levels with its existing equipment and is, we believe, well-positioned to realize future growth.

Precision Thin Metals—Products and Applications:

- Electrical steels for hybrid propulsion systems, electric motors, and micro turbines
- Security and product ID tags
- Honeycomb structures for aerospace applications
- Irradiation windows
- Batteries
- Military countermeasures

Flexmag

Arnold is one of two North American manufacturers of flexible rubber magnets for specialty advertising, medical, and reprographic applications. Flexmag represents approximately 20% of Arnold sales on an annualized basis. It primarily sells its products to specialty advertisers and original equipment manufacturers. With highly automated manufacturing processes, Flexmag can accommodate customer's required short lead times. Flexmag benefits from a loyal customer base and significant barriers to entry in the industry. Flexmag's success is driven by superior customer service, and proprietary formulations offering enhanced product performance.

Flexmag—products and applications:

- Extruded and calendared flexible rubber magnets with optional laminated printable substrates
- Retail displays
- Theft detection/ security

- Seals and enclosures
- Signage for various advertising and promotions

Competitive Strengths

Competitive Landscape

40

The specialty magnets industry is highly fragmented, creating a competitive landscape with a variety of magnetic component manufacturers. However, few have the breadth of capabilities that Arnold possesses. Manufacturers compete on the basis of technical innovation, co-development capabilities, time-to-market, quality, geographic reach and total cost of ownership. Industry competitors relevant to Arnold's served markets range from large multinational manufacturers to small, regional participants. Given these dynamics, we believe the industry will likely favor players that are able to achieve vertical integration and a diversification of offerings across a breadth of products along with magnet engineering and design expertise.

Barriers to Entry

- Low Substitution Risk – Arnold's solutions are typically specified into its customers' program designs through a co-development and qualification process that often takes 6-18 months. Arnold's customers are typically contractors and component manufacturers whose products are integrated into end-customers' applications. The high cost of failure, relatively low proportionate cost of magnets to the final product, sometimes lengthy testing and qualification process, and substantial upfront co-engineering investment required, represent significant barriers to customers changing solution providers such as Arnold.
- Equipment and Processing – Arnold's existing base of production equipment has a significant estimated replacement cost. A new entrant could require as much as 2-3 years of lead time to match the process performance requirements, customization of equipment and material formulations necessary to effectively compete in the specialty magnet industry. Further, given the program nature of a majority Arnold's sales, management estimates that it could take 5-10 years to build a sufficient book of business and base of institutional knowledge to generate positive cash flow out of a new manufacturing plant.

Business Strategies

Engineering and Product Development

Arnold's engineers work closely with the customer to co-develop a product or process to provide system solutions, representing a significant competitive advantage. Arnold's engineering expertise is leveraged with state-of-the-art technology across the various business units located in North America, Europe and Asia Pacific. Arnold's engineers work with customers on a global basis to optimize designs, guide material choices, and create magnetic models resulting in Arnold's products being specified into customer designs.

Arnold has a talented and experienced engineering staff of design and application experts, quality personnel and technicians. Included in this team are engineers with backgrounds in materials science, physics, and metallurgical engineering. Other members of the team bring backgrounds in ceramics, mechanical engineering, chemical engineering and electrical engineering.

Arnold continues to be an industry leader with regard to new product formulations and innovations. As evidence of this, Arnold currently relies on a deep portfolio of "trade secrets" and internal intellectual property. Arnold continuously endeavors to introduce magnet solutions that exceed the performance of current offerings and meet customer design specifications.

Growth in Arnold's business is primarily focused in three areas:

(i) Growing market share in existing end-markets and geographies, with a focus on aerospace and defense, and medical;

(ii) Vertical integration through new products and technologies; and

(iii) Completing opportunistic acquisitions and partnerships to reduce product introduction and market penetration time.

Existing End-Markets and Geographies

Aerospace and Defense

In the aerospace and defense sector, Arnold is selling magnets, magnetic assemblies and ultra-thin foil solutions. Specifically, in the aerospace industry, Arnold's assemblies have been designed into products, which enables Arnold to benefit from the market growth and a healthy flow of business based on current airframe orders. Through its OEM customers, essentially all new commercial aircraft placed in service contain assemblies produced by Arnold. Arnold's sales to large aerospace and defense manufactures includes magnetic assemblies used in applications such as motors and generators, actuators, trigger mechanisms, and guidance systems, as well as magnets for these and other uses. In addition, it sells its ultra-thin foil for use in military countermeasures, honeycomb structures, brazing alloys, and motor laminations.

Automotive

In the automotive sector, Arnold is selling magnets and magnetic assemblies primarily to Tier 1 and 2 companies. It is estimated that the current automobile contains over 50 magnetic systems, and this number is expected to grow due to vehicle electrification initiatives in order to meet increasing fuel efficiency standards. Typical applications include magnets for Hall Effect sensors that are used in braking, passenger restraint, and steering and engine control systems. Emerging magnetic applications include electric traction drives, regenerative braking systems, starter generators, and electric turbo charging. The auto industry continues to adopt increasingly sophisticated technology to reduce vehicle weight and improve fuel efficiency. As much of this technology utilizes magnetic systems, Arnold expects to benefit from this trend.

Oil and Gas

Arnold currently provides magnets and precision assemblies for use in oil and gas exploration and production, applications which typically require exceptional collaboration and co-development with its customers. Arnold supplies products used in applications such as a new oil well shutoff valve, a new down-hole logging while drilling tool, and a down-hole magnetic transfer coupling. Other applications for which Arnold is actively involved include pipeline inspection, wireless tomography tools, and chip collection.

Power Transmission

Arnold’s Precision Thin Metals segment supplies grain-oriented silicon steel produced with proprietary methods for use in transformers and inductors. These cores allow for the production of very efficient transformers and inductors while minimizing size. In addition, Arnold’s magnet solutions can be found in advanced automatic circuit re-closer solutions that substantially reduce the stress on system components on the grid. Arnold’s solutions are also present in new power storage systems. The permanent magnet bearings used in new designs improve the efficiency of the flywheel energy storage system.

General Industrial

Within the industrial sector, Arnold provides magnet assemblies as well as magnets for custom made motor systems. These include stepper motors, pick and place robotic systems, and new designs that are increasingly being required by regulation to meet energy efficiency standards. An example is a motor utilizing Arnold’s bonded magnets for use in commercial refrigeration systems. Arnold also produces magnetic couplings for seal-less pumps used in chemical and oil & gas applications that allow chemical companies to meet environmental requirements.

Medical

Within the medical sector, Arnold provides magnetic assemblies, magnets, flexible magnets, and ultrathin foils. Its magnet assemblies and magnets are critical parts of motor systems for dental instruments as well as saws and grinders. Magnet assemblies are also provided for skin expansion systems, shunt valves, and position sensors. In addition, its Precision Thin Metals business unit is providing a specialty alloy for advanced breast cancer treatment.

New Products & Technologies

Flexcoat, launched in April 2010, this product was engineered to eliminate the issues associated with the conventional flexible magnetic product laminated with a printable surface. The solution is a printable coating that is applied to the magnet, which replaces substrates such as vinyl and paper that are currently adhered to the base magnet material. This results in a printed magnet that is now completely recyclable and is easier to process.

Research and Development

Arnold has a core research and development team, which has collectively over 30 years of combined industry experience. In addition to the core engineering group, a large number of other Arnold staff members assigned to the business units contribute to the research and development effort at various stages. Product development also includes collaborating with customers and field testing. This feedback helps ensure products will meet Arnold’s demanding standards of excellence as well as the constantly changing needs of end users. Arnold’s research and development activities are supported by state-of-the-art engineering software design tools, integrated manufacturing facilities and a performance testing center equipped to ensure product safety, durability and superior performance. Arnold spent approximately $0.3 million, $0.5 million and $1.0 million, respectively, in research and development activities in each of the years ended December 31, 2016, 2015 and 2014.

Customers and Distribution Channels

Arnold's focus on customer service and product quality has resulted in a broad base of customers in a variety of end markets. Products are used in applications such as general industrial, reprographic systems, aerospace and defense, advertising and promotion, consumer and appliance, energy, automotive and medical.

The following table sets forth management's estimate of Arnold's approximate customer breakdown by industry sector for the fiscal year ended December 31, 2016, 2015 and 2014:

	Customer Distribution		
Industry Sector	2016	2015	2014
General industrial	24 %	27 %	27 %
Aerospace and defense	28 %	24 %	21 %
Advertising and promotion	13 %	13 %	12 %
Consumer and appliance	2 %	2 %	2 %
Energy	3 %	9 %	8 %
Automotive	10 %	8 %	9 %
Medical	3 %	3 %	2 %
Reprographic	11 %	11 %	16 %
All Other Sectors Combined	6 %	3 %	3 %
Total	100%	100%	100%

Arnold has a large and diverse, blue-chip customer base. No customer represented greater that 10% of Arnold's annual revenue in 2016. Sales to Arnold's top ten customers were 29% of total sales for the year ended December 31, 2016, and 33% of total sales for each of the years ended December 31, 2015 and 2014, respectively.

Sales and Marketing

PMAG - Arnold's PMAG segment supports a global team of direct sales and marketing professionals and critical design and application engineers. The PMAG sales force is organized for regional coverage with a focus on sales in U.S., Europe, and South East Asia. Arnold serves over 840 active customers globally. As the majority of revenues are project based in the PMAG business unit, technical sales are critical to the segment's success. Arnold's highly-qualified application engineers are often integrated into its customers' product design, planning, and implementation phases, offering the most cost effective solution for demanding clients. The resulting intimate customer relationships yield a high close rate, with revenue achieved primarily after the prototype phase.

Precision Thin Metals – Similar to Arnold's PMAG segment, the vast majority of Precision Thin Metals' sales are technically driven engineered solutions. These teams communicate closely in order to take advantage of potential cross-selling opportunities. Approximately 80% of sales are in the domestic market.

Flexmag Products - The Flexmag business segment services over 540 customers globally. Its sales force is comprised of seven total sales professionals and supported by seven design and application engineers. This segment is primarily book/bill and has limited revenue subject to long-term purchase commitments.

The following table sets forth Arnold's net sales by geographic location for the fiscal years ended December 31, 2016, 2015 and 2014:

Geographic location	2016	2015	2014
North America	66 %	66 %	58 %
Europe	28 %	28 %	33 %
Asia Pacific	6 %	6 %	9 %
All Other Locations Combined	— %	— %	— %
Total	100%	100%	100%

Arnold had firm backlog orders totaling approximately $28.1 million and $25.2 million, respectively, at December 31, 2016 and 2015.

Competition

Management believes the following companies represent Arnold's top competitors:

- Thomas & Skinner
- Magnum Magnetics
- Electron Energy
- Vacuumschmelze Gruner, Germany-based

Suppliers

Raw materials utilized by Arnold include nickel and cobalt, stainless steel shafts, Inconel sleeves, adhesives, laminates, aluminum extrusions and binders. Although Arnold considers its relationships with vendors to be strong, Arnold's management team also maintains a variety of alternative sources of comparable quality, quantity and price. The management team therefore believes that it is not dependent upon any single vendor to meet its sourcing needs. Arnold is generally able to pass through material costs to its customers and believes that in the event of significant price increases by vendors that it could pass the increases to its customers.

Intellectual Property

Arnold currently relies on a deep portfolio of "trade secrets" and internal intellectual property.

Patents

Arnold currently has 14 patents; over half of the patents were granted in the U.S. with the remaining patents granted in European countries such as Germany, Great Britain, France and the Netherlands. Ten of the patents are related to methods of making magnetic strips. In 2004, Arnold was granted a patent related to a thermally-stable, high-temperature, SmCo molding compound.

Trademarks

Arnold currently has 86 trademarks, 12 of which are in the U.S. The most notable trademarked items are the following: "RECOMA", "PLASTIFORM", "FLEXMAG" & "ARNOLD". Application dates for various trademarks date back to as early as 1960.

Regulatory Environment

Arnold's domestic manufacturing and assembly operations and its facilities are subject to evolving Federal, state and local environmental and occupational health and safety laws and regulations. These include laws and regulations governing air emissions, wastewater discharge and the storage and handling of chemicals and hazardous substances. Arnold's foreign manufacturing and assembly operations are also subject to local environmental and occupational health and safety laws and regulations. Management believes that Arnold is in compliance, in all material respects, with applicable environmental and occupational health and safety laws and regulations. New requirements, more stringent application of existing requirements, or discovery of previously unknown environmental conditions could result in material environmental expenditures in the future.

Arnold is a major producer of both Samarium Cobalt permanent magnets under its brand name RECOMA® and Alnico (in both cast and sintered forms). Both materials from Arnold meet the current Berry Amendment or Defense Acquisition Regulations Systems (DFARS) requirements per clause 252.225.7014 further described under 10 U.S.C. 2533b. This provision covers the protection of strategic materials critical to national security. These magnet types are considered "specialty metals" under these regulations.

Employees

Arnold is led by a capable management team of industry veterans that possess a balanced combination of industry experience and operational expertise. Arnold employs approximately 681 hourly and salaried employees located throughout North America, Europe and Asia. Arnold's employees are compensated at levels commensurate with industry standards, based on their respective position and job grade.

Arnold's workforce is non-union except for approximately 64 hourly employees at its Marengo, Illinois facilities, which are represented by the International Association of Machinists (IAM). Arnold enjoys good labor relations with its employees and union and has a three year contract in place with the IAM, which will expire in June 2019.

Clean Earth

Overview

Headquartered in Hatboro, Pennsylvania, Clean Earth provides environmental services for a variety of contaminated materials including soils, dredged material, hazardous waste and drill cuttings. Clean Earth analyzes, treats, documents and recycles waste streams generated in multiple end markets such as power, construction, oil and gas, medical, infrastructure, industrial and dredging. Treatment includes thermal desorption, dredged material stabilization, bioremediation, physical treatment/screening and chemical fixation. Before the company accepts contaminated materials, it identifies a third party "beneficial reuse" site such as commercial redevelopment or landfill capping where the materials will be sent after they are treated. Clean Earth operates 18 permitted facilities in the Eastern United States. Revenues from the environmental recycling facilities are generally recognized at the time of receipt.

For the fiscal years ended December 31, 2016, December 31, 2015 and December 31, 2014 (from the date of acquisition), Clean Earth had net sales of approximately $189.0 million, $175.4 million and $68.4 million, respectively, and operating income of $7.9 million, $11.0 million and $2.7 million, respectively. Clean Earth had total assets of $356.3 million and $338.2 million at December 31, 2016 and 2015, respectively. Net sales from Clean Earth represented 19.3% of our consolidated net sales for the year ended December 31, 2016, 24.1% of our consolidated net sales for 2015, and 9.7% of our consolidated net sales for 2014 (from the date of acquisition).

We purchased a majority interest in Clean Earth on August 26, 2014.

History of Clean Earth

Clean Earth was founded in 1990 with the establishment of a contaminated material treatment facility in New Castle, Delaware focused on processing soils. The treatment of contaminated materials has diversified significantly over the years as Clean Earth now also processes dredged material, coal ash, hazardous waste and drill cuttings. Clean Earth has been able to grow consistently via both organic initiatives and acquisition. In 1997, the Company opened Clean Earth of Carteret, which was the first "fixed-based" bioremediation facility permitted in the State of New Jersey. In 1998, Clean Earth started offering hazardous waste treatment after acquiring S&W Waste, now Clean Earth of North Jersey, a fully permitted commercial Resource Conservation and Recovery Act ("RCRA") Part B Treatment, Storage & Disposal Facility ("TSDF"). That same year, Clean Earth also expanded services into the treatment of dredged material through the acquisition of Consolidated Technologies Inc. (now Clean Earth Dredging Technologies). Today, Clean Earth is one of the largest providers of contaminated materials treatment in the East. In addition to diversifying the number of contaminated materials it handles, Clean Earth has also significantly expanded its geography. The Company now operates permitted facilities from Connecticut to Florida, and with its recent acquisitions, Clean Earth has expanded their footprint of permitted facilities to Kentucky, West Virginia and Alabama.

Industry

Overview

The U.S. environmental services industry is highly fragmented, with Clean Earth most closely correlated with the remediation and hazardous waste management segments of the industry. Historically, growth in these sectors has been primarily driven by increasing regulations and growing volume of waste generated, and is now positively affected by increases in waste disposal costs and resulting landfill avoidance trends. Other trends driving growth include increasing concern in corporate America regarding environmental liabilities and a push by companies to outsource a larger amount of environmental services to a smaller number of service providers due to increasing compliance costs.

Contaminated Materials

Contamination of soils and other materials is prevalent and often caused by the introduction of chemicals, petroleum hydrocarbons, solvents, pesticides, lead and other heavy metals into the earth. These contaminants are common in areas of industrialization and severely impact the environment as a result of inadequate containment or improper disposal. As a result of their prevalence and impact, these contaminates are subject to ever more stringent environmental regulations which now govern the handling, treatment, and disposal of these contaminants. As a result, when soil or other materials are removed from a site, they must be tested. The strong likelihood that materials will contain some level of contamination generates consistent demand for treatment and beneficial reuse solutions. Contaminated materials are routinely associated with infrastructure, commercial development, and other excavation projects, heavy industrial activity, spill clean-up or environmental remediation projects, locations with former manufactured gas plants (“MGP”), underground storage tanks (“UST”) or aboveground storage tanks, and a wide variety of increasingly regulated waste streams.

Dredge Market
Dredging is the act of removing sediment from the bottom of waterways, both inland (rivers and canals) and ocean (floors, harbors, channels, etc.), and is performed for both navigational and environmental purposes. Like soil, most dredged material largely contains some level of contamination, particularly in current or historically industrially active areas. Accordingly, the Environmental Protection Agency (the "EPA") has established regulations that govern the disposal methods of dredged material, including the Marine Protection, Research and Sanctuaries Act (“MPRSA”), and the Federal Water Pollution Control Act, or the Clean Water Act.
The treatment and beneficial reuse of dredged material began in 1995, when various government entities in New Jersey and New York permitted a unique project to demonstrate the feasibility of using treated and processed dredged material to reclaim a former landfill and repurpose it for a new building project. Regulations require contaminated dredge spoils to be taken upland for treatment or disposal in accordance with Title 33 as administered by the United States Army Corps of Engineers and the EPA. Once treated, dredged material is used for structural fill and development purposes.

Hazardous Waste
The hazardous waste services industry encompasses the generation, collection, treatment, and ultimate disposal of wastes classified as hazardous by RCRA. RCRA, the primary law governing the disposal of solid and hazardous waste, was passed by Congress in 1976 to address increasing problems associated with growing volumes of municipal and industrial waste.

Accidents, spills, leaks, and improper handling and disposal of hazardous materials and waste have resulted in the contamination of land, water and air in the U.S. The U.S. generated 34 million tons of hazardous waste in 2011, according to the EPA. These wastes come primarily from three sources, Superfund sites, routine business and the increasingly expanding waste regulations.

In order to address these environmental hazards, the EPA established a program known as the Superfund, which allows the EPA to clean up such sites, or to compel responsible parties to perform clean-ups or reimburse the EPA for its clean-up expenses. This includes regulatory requirements that raise both the monetary and reputational costs for non-compliance. The Superfund program has identified tens of thousands of sites that require treatment over its more than 20-year history.

Outside of the known Superfund sites, hazardous waste is also generated during the routine course of business and manufacturing, requiring the same care of handling by a specialized treatment facility. The generation of hazardous waste is common throughout the chemicals and petrochemical, steel, general manufacturing, government, aerospace and public utilities industries. Within the U.S., the Northeast region is one of the most densely concentrated areas for generators of hazardous waste.

In addition to hazardous waste generated by industrial activity, increasingly complex regulations have expanded the scope of what is considered hazardous waste from non-traditional sources, such as retailers and households. For instance, environmental regulations require large quantity generators such as big box retailers to dispose of all returned or damaged products that include pesticides, aerosols, fertilizers and cleaners through a permitted hazardous waste disposal program. Similarly, household products, such as paints, oils, batteries, fluorescent light bulbs and pesticides, which contain potentially hazardous ingredients, require special treatment and disposal.

Growing and Increasingly Regulated Waste Streams
Federal, state and local regulators have continuously expanded legal guidelines to include additional waste streams, becoming increasingly vigilant to ensure the proper treatment and disposal of an ever-increasing number of contaminants. Two of the most prevalent increasingly regulated waste streams include drill cuttings from natural gas drilling and coal ash, a byproduct of fossil fuel power plants.

Services

Clean Earth provides services to a variety of customers handling numerous unique sites that often require a range of custom solutions based upon project-specific factors. Clean Earth provides its core material treatment capabilities and complementary services. In addition to its treatment offerings, Clean Earth also provides turnkey services that include proper identification of waste services, management of all transportation and logistics, appropriate testing and analytics, manifesting/documentation and environmentally compliant placement of treated materials at backend locations.

Site Planning and Sampling

Before work commences, Clean Earth has the ability to conduct waste characterization services consisting of field sampling, contaminated material collection and laboratory analysis. Properly identifying waste contaminants upfront can be important, as misclassification leads to mishandling of the waste, which can be costly in terms of fines, penalties, reduced recycling rates (increased disposal fees), and lost project time. Results are analyzed to assess time, cost and logistics, which give Clean Earth the ability to provide customers with a disposal recommendation and a cost-effective solution.

Testing and Analytics
Clean Earth utilizes internal and external, fully-certified and approved laboratories that perform field sampling and contaminated material collection, laboratory analysis, site sampling plans and sampling location diagrams. Laboratory testing is customizable, and Clean Earth determines appropriate testing methods to assess the quantity and type of contaminant in the material. Clean Earth analyzes the results to determine an appropriate treatment and beneficial reuse plan specific to each material. Clean Earth maintains a state-certified hazardous waste laboratory in the New York metropolitan area at its Kearny, New Jersey facility.

Transportation and Logistics
Clean Earth operates an asset-light business model in which it arranges for transportation of the materials on behalf of its customers via pre-qualified independent hauling companies for the vast majority of its volume. Due to Clean Earth's ability to provide year-round work for transportation companies and its consistent payment practices, it has developed very strong and long-standing relationships with its vendors, providing a large pool of available trucks to complete projects efficiently.

Manifesting and Documentation
Clean Earth provides uniform manifests for customer projects that can be used throughout its network of facilities. These manifests provide tracking of all material moved from a customer site to its facilities and eventually to the final beneficial use site. Furthermore, these documents are maintained and submitted to regulatory agencies such as the EPA for their review.

Treatment
Clean Earth offers several processes to treat, stabilize and/or decharacterize waste material and subsequently avoid costly landfill disposal and meet strict regulatory and site-specific requirements before being beneficially reused.

- Thermal Desorption
Primarily used to treat soil with high levels of volatile contaminants by heating it in a rotating dryer to volatilize and then subsequently destroy the contaminants
The treated material then enters a soil conditioner (called a pugmill), where it is cooled and rehydrated
Finally, the cooled soil is stockpiled, sampled, and tested by an independent certified laboratory to ensure effective treatment and fulfillment of reuse standards
This treatment method is primarily used for soils that contain high levels of contaminants, such as soil from manufactured gas plant sites
- Stabilization of Dredged Material
Dredged sediments are screened to remove large objects and excess water
The remaining material is fed through a conveyor belt to a pugmill mixing system, where proprietary reagent admixtures are introduced
The resulting material is valued for its geotechnical properties and is beneficially reused as fill material
- Bioremediation
Used to treat soil that is contaminated with petroleum hydrocarbons
Involves inoculating the contaminated material with engineered bacteria and nutrients to break down the contaminants
The bacteria consume and process the nutrients and the hydrocarbons thereby remediating the contaminants
- Chemical Fixation
Used for light to medium hydrocarbon and/or contaminated material impacted by light or heavy metals
Soil is screened, and paired with chemical additives to formulate a chemically stable and geotechnically desirable material
- Physical Treatment/Screening
Special sizing and segregation processes remove unsuitable materials from inbound materials to meet site-specific geotechnical specifications

The segregated material, often rock, can be mixed with other material for reuse or crushed to create aggregate material for resale

Placement at Backend Sites

Clean Earth maintains a vast network of permitted, active backend locations owned by third parties that utilize its treated materials to achieve site specifications and/or meet regulatory obligations. Clean Earth operates a system in which before accepting any material it identifies which specific backend site will accept it and how much it will cost to treat, transport, and place. Its beneficial reuse solutions serve as an alternative to permitted landfill disposal and incineration. In order to ensure sufficient capacity for any future project, the Clean Earth continuously seeks to add backend sites to its network.

Business Strategies

Growth in Clean Earth’s business is primarily focused in five areas:

Continued participation in large and growing end markets
Within the U.S. environmental services market, Clean Earth primarily operates within the remediation and hazardous waste management segments. Growth in the industry will be driven by numerous secular trends, including an increasing national awareness and dedication to environmental stewardship, regulatory guidelines for a growing number of contaminated waste streams, and increasing prevalence of and preference for cost-effective landfill avoidance and recycling strategies. As a result of these market trends, generators or those responsible for contaminated waste streams will likely seek to utilize service providers like Clean Earth that can offer environmentally compliant and cost-effective solutions for their treatment and disposal needs.

Contaminated Materials
Clean Earth's operations are diversified across a variety of stable end markets focused primarily in the power, oil & gas, infrastructure and industrial industries. Clean Earth has also positioned itself to capitalize on future increases in the commercial development sector.

Dredged Material
Clean Earth has maintained a strong position in the New York and New Jersey harbors for its dredged material management and recycling services. Demand for Clean Earth's services has grown such that it constructed a second dredge processing facility in 2009. Outside of the New York and New Jersey harbors, increased demand for maintenance projects is expected to be driven largely by the increasing size of heavy shipping vessels and expansion of the Panama Canal. As waterways are deepened, sediment accumulates in greater volume, which must be regularly removed to maintain the new depth.

Hazardous Waste
Clean Earth maintains unique hazardous waste operations in an active region of the United States. There are significant number of hazardous waste generators in the U.S. that are located in New York and New Jersey and Clean Earth operates one the few commercial RCRA Part B permitted TSDFs in the New York metro area. Clean Earth is currently able to accept hazardous liquids, solids and gasses, as well as a variety of other specialty waste classes, including lab-packs, electronic waste, universal waste, wastewater, household hazardous waste, medical waste, used oils and antifreeze. Clean Earth can also accept nonhazardous waste at this facility. In addition to its hazardous waste facility in New Jersey, Clean Earth also operates RCRA Part B facilities in Calvert City, KY and Morgantown, WV.

Increasing share in existing markets
Clean Earth has historically increased the volume of materials processed at its existing facilities by expanding the scope of its existing permits and developing new treatment and processing techniques. The permitting expertise of its environmental, health, and safety organization allows Clean Earth to be proactive in seeking additional waste streams and adaptable to changing contaminants found in the materials it manages, as well as in newly regulated materials.

Numerous dynamics have made the market increasingly beneficial for Clean Earth in its core markets. These dynamics include stricter regulations, increasing levels of enforcement and a more discerning customer base.

Accelerating participation in increasingly regulated end markets
Within its current footprint, there are opportunities for Clean Earth to continue to expand the scope of its service offering by adding additional specialty waste streams.

Continued tuck-in acquisition growth
Since 2011, Clean Earth has expanded its footprint by launching operations in Florida (acquired), the Marcellus Shale (greenfield), Georgia (acquired), Kentucky (acquired), West Virginia (acquired), Greater Washington, D.C. region (acquired and repurposed) Connecticut (acquired) and Alabama (acquired).

The market for waste management services is highly fragmented, with many companies operating a single facility. Accordingly, there are several tuck-in acquisition opportunities in Clean Earth’s marketplace that would enable it to continue growing in existing and adjacent markets, as well as in new geographies.

Platform expansion opportunities

While Clean Earth has historically remained focused on its core markets, many opportunities exist to diversify and augment its environmental service offering using Clean Earth as a platform. Clean Earth can acquire select competitors and industrial services companies, as well as pursue vertical integration prospects and new treatment technologies.

Customers
Clean Earth serves approximately 1,700 customers at more than 6,300 discrete sites. The Company maintains strong relationships with customers at various levels of the decision and supply chain, including public and private corporations and property owners, as well as environmental consultants, brokers, construction firms, municipalities, and regulatory agencies, among others.

In 2016, 2015 and 2014, the top 10 customers accounted for approximately 25%, 28% and 45% of net sales, respectively. While Clean Earth works with certain customers that have recurring needs for disposal and recycling solutions, its revenue per customer changes frequently. Many of the Clean Earth's customers are long-time customers, but do not generate a consistent amount of revenue year in, year out. Consequently, Clean Earth is more focused on winning specific “projects” as opposed to winning the business of a particular customer.

Seasonality
Clean Earth typically has lower earnings in the winter months due to limits on outdoor construction due to colder weather and dredging due to environmental restrictions in certain waterways in the Northeastern United States.

Sales and Marketing
Clean Earth’s team is comprised of 28 sales and marketing professionals that are primarily focused on direct selling to customers. Clean Earth is focused on servicing customers at various levels of the decision and supply chain, including waste generators, environmental service companies, consultants, construction and engineering firms, commercial developers, municipalities and government-sponsored organizations, and regulatory agencies, among others. Clean Earth has spent years developing direct relationships with its clients, many of whom routinely generate large volumes of waste and demand treatment and disposal solutions at various sites and locations.

The large dredging contractors manage the vast majority of the dredging activity. Clean Earth has built relationships with these contractors to ensure it is well-positioned to serve as many of the large or small dredging projects in the New York/New Jersey harbor and surrounding waterways, as possible.

Clean Earth is a long-standing member of multiple national, regional, and local organizations throughout the U.S. The Company also conducts annual customer surveys, manages a focused advertising campaign, participates in trade shows, and has an extensive web presence.

Competition

Competitive Landscape
The environmental services market is highly fragmented with numerous participants. However, a majority of these companies specialize in a narrower scope of services or treatment capabilities. Industry competitors relevant to Clean Earth’s served markets range from large public companies to small, single-service participants. Competition primarily includes processors of contaminated soils, dredging companies (to a limited extent), waste treatment providers and waste management companies. In Clean Earth’s core markets, competition tends to be primarily comprised of regional services providers or single-service companies with limited scale. Given these dynamics, we believe the industry will likely favor players such as Clean Earth that have large scale and management teams with many years of experience and extensive familiarity with the regulatory landscape.

Barriers to Entry
- Permits - Clean Earth maintains an extensive portfolio of regulatory permits, including 107 active permits and 140 permit modifications. Each facility maintains various local, state, and federal authorizations for the acceptance, treatment, and beneficial reuse of a wide variety of hazardous and nonhazardous materials, as well as all necessary air and water discharge permits required for operation. These permits are extremely difficult to obtain due to the complex navigation of multiple layers of regulation, lengthy and costly public review periods and typical public NIMBY

opposition. Clean Earth maintains a large team of environmental, health and safety experts that have developed trusted relationships and credibility with local, state and federal regulatory agencies over the last 25 years.

- Extensive Network - The Company's extensive network of 18 permitted facilities is strategically located near major waste generation centers with an abundance of regulations governing waste treatment and disposal. Given transportation costs, the proximity of Clean Earth's facilities to key markets and convenient access to rail, barge, and trucking transportation are significant competitive advantages that drive profitability. Furthermore, its maintenance of multiple backend beneficial reuse sites provides flexibility to direct volume to the most appropriate facilities based on available processing and placement capacity.

Regulatory Environment

Clean Earth’s facility operations are subject to various local, state, and federal authorizations for the acceptance, treatment, and beneficial reuse of a wide variety of hazardous and nonhazardous materials, as well as all necessary air and water discharge permits required for operation. These permits are extremely difficult to obtain due to the complex navigation of multiple layers of regulation, lengthy and costly public review periods, and typical public NIMBY opposition. Clean Earth maintains a large team of environmental, health, and safety experts that have developed trusted relationships and credibility with local, state, and federal regulatory agencies over the last 25 years. Management believes that Clean Earth is in compliance, in all material respects, with applicable environmental and occupational health and safety laws and regulations.

Employees

Clean Earth is led by a capable management team of industry veterans that possess a balanced combination of industry experience and operational expertise. The current senior management team has over 150 years of cumulative experience with an average tenure of approximately 10 years at Clean Earth. Current management has implemented numerous operational, strategic, and financial initiatives over the past several years. In addition to the senior management team, there are operational managers that hold significant responsibilities across the business and work closely with management on a daily basis.

Clean Earth employs approximately 434 hourly and salaried employees located throughout the United States. Clean Earth’s employees are compensated at levels commensurate with industry standards, based on their respective position and job grade.

Clean Earth’s workforce is non-union except for approximately 25 hourly employees at its dredge facilities, who are represented by International Union of Operating Engineers Local No. 825 (IUOE Local 825). Clean Earth enjoys good labor relations with its employees and union and has a three year contract in place with the IUOE Local 825, which will expire in July 2019.

Sterno Products

Overview

Sterno Products, headquartered in Corona, California, is a manufacturer and marketer of portable food warming fuel and creative table lighting solutions for the foodservice industry. Sterno Products offers a broad range of wick and gel chafing fuels, butane stoves and accessories, liquid wax, traditional wax and flameless candles, catering equipment and lamps. As the leading supplier of canned heat to foodservice distributors and foodservice group purchasing organizations, Sterno Products is always pursuing end-user solutions and innovations to strengthen its position in the marketplace. For over 100 years, the iconic "Sterno" brand has been synonymous with quality canned heat. The heritage of reliability and innovation continues today, as Sterno Products continues to bring to market new products that give foodservice industry professionals greater control over food quality and décor. In January 2016, Sterno Products acquired all of the outstanding stock of Northern International, Inc. (NII). NII markets and manufactures a complete array of outdoor and indoor lighting products aimed at the Home Improvement / Home Decor Market. NII’s product offerings includes a full line of innovative patented flameless candles, traditional house and garden lighting including path lights, spotlights, bollards, coach and security lights as well as emerging décor categories of illuminated products such as post caps, deck, patio and fence lighting and other popular novelty products including stick lights, string lights, baskets and lanterns. The flameless candles and novelty lighting are powered by solar or battery power and the more traditional outdoor lighting fixtures are driven via solar power or low voltage technologies. Northern International Inc. (NII) brands include Candle Impressions®, Mirage®, Night Splendor® and Inglow® for flameless candles as well as Paradise Garden Lighting®, Manor House®, Style Line® and Lumabrite® for outdoor décor and security lighting.

For the fiscal years ended December 31, 2016, December 31, 2015 and December 31, 2014 (from the date of acquisition) Sterno Products had net sales of approximately $218.8 million, $140.0 million and $36.7 million, respectively, and operating income of $18.8 million and $13.2 million in 2016 and 2015, respectively, and an operating loss of $1.8 million in 2014 (from date of acquisition). Sterno Products had total assets of $213.4 million and $174.9 million at December 31, 2016 and 2015, respectively. Sterno's net sales for the years ended December 31, 2016, December 31, 2015 and December 31, 2014 (from the date of acquisition) represented 22.4%, 19.2% and 5.8% of our consolidated net sales, respectively.

History of Sterno Products

Sterno Products was formed in 2012 with the merger of two manufacturers and marketers of portable food warming fuel products, The Sterno Group LLC and the Candle Lamp Company, LLC. Sterno's history dates back to 1893 when S. Sternau & Co. began making chafing dishes and coffee percolators in Tenafly, New Jersey. In 1914, S. Sternau & Co. introduced “canned heat” with the launch of its gelled ethanol product under the “Sterno” brand. Since then, the Sternau and Sterno names have been the most well-known names in portable food warming fuel. In 1917, S. Sternau & Co. was renamed The Sterno Corporation. During World

War I, Sterno portable stoves were promoted as an essential gift for soldiers going to fight in the trenches of Europe. Sterno stoves heated water and rations, sterilized surgical instruments, and provided light and warmth in bunkers and foxholes. During World War II, Sterno produced ethanol and methanol chafing fuels under contract with the U.S. military. Sterno's production facilities were moved from New Jersey to Texarkana, Texas in the early 1980s.

The Candle Lamp Company, LLC was founded in Riverside, California in 1978, focusing initially on the liquid wax candle market. Over the next several decades, CandleLamp began to supply chafing fuel in addition to lighting products. The Candle Lamp Company operated manufacturing facilities in Riverside, California and Memphis, Tennessee. In 2012, the Candle Lamp Company entered into negotiations to acquire The Sterno Group LLC, consummating a transaction in October 2012, and immediately rebranded the new company Sterno Products. Today, Sterno Products operates out of its corporate headquarters in Corona California and two manufacturing facilities in Texarkana, Texas and Memphis, Tennessee.

NII was formed in 1997 by its three founding partners who had been in the import and product development business since 1979. The success in the outdoor lighting an innovative use of LED technology evolved into the development of patented flameless candle product line. NII’s flameless candle evolved the battery operated candle market from a functional safety oriented product into an attractive décor piece meant to enhance the beauty of consumer’s homes.

We purchased Sterno Products on October 10, 2014.

Industry

Sterno Products competes in the broadly defined U.S. foodservice industry, which is expected to grow to at a 2-3% compounded annual rate through 2016. Restaurant, catering and hospitality sales accounted for approximately 67% of the market with the remainder comprised of the travel and leisure, education and healthcare related sales. At present, the Sterno Products' sales are concentrated in the U.S. foodservice industry; specifically, Sterno Products’ focus is on safe, portable fire solutions for cooking and warming, as well as tabletop lighting décor.

Within the foodservice industry, the catering market represents over $45 billion dollars in sales in 2013, with industry revenues doubling over the last 10 years according to the 2013 National Restaurant Association Industry Forecast. According to an IBISWorld November 2014 report, demand for catering will take a positive turn in the next five years, after the recession and low consumer sentiment temporarily stifled revenue. A rise in demand from high-income households and businesses will bolster growth, with consumers spending more money on parties and other catered functions and corporate budgets loosening in line with stronger corporate profit.

NII competes in the outdoor lighting and home decor industry. NII's sales are concentrated in the United States and Canada, with a small percentage of sales coming through global retailers with locations in Japan, Taiwan, the United Kingdom and Australia. Management believes that a rise in demand from high-income households and businesses will bolster growth, with consumers spending more money on the cocooning trend and specifically on beautifying their indoor and outdoor home, changing out trendy accent items more frequently and investing in more spacious and comfortable outdoor spaces with many equivalent amenities of their indoor spaces.

Products and Services

Sterno Products is a “full-line” supplier offering a broad array of portable chafing fuels, table lighting and outdoor lighting products with approximately 400 SKUs serving the foodservice and retail markets. The Company originally focused on chafing fuel (“canned heat”) products and later expanded its offerings to include table ambiance products such as liquid wax, wax candles and votive lamp, as well as outdoor lighting with the acquisition of NII in 2016. Sterno Products’ products fall into five major categories: canned heat, table lighting, flameless candles and outdoor lighting, catering equipment and butane products.

Canned Heat - The canned heat product line is composed of various chafing fuels packaged in small, portable cans. The portable warming (canned heat) line is composed of various wick-based and gel-based chafing fuels packaged in steel cans. These products are used by foodservice professionals in a variety of food serving and holding applications and are designed to keep food products at an optimal food-safe serving temperature of 140-165 Fahrenheit. The canned heat product line is composed of two subcategories: wick chafing fuel and gel chafing fuel. The subcategories are distinguished based on the type of chafing fuel being used; the four primary chafing fuels are diethylene glycol (“DEG”), propylene glycol, ethanol and methanol. Each fuel contains unique characteristics and properties that allow the Company to offer a broad array of configurations to suit varying user requirements.

Wick chafing Fuel

The wick chafing fuel line ("Wick") is composed of either DEG or propylene glycol chafing fuel. DEG and propylene glycol chafing fuels with advance wick technology have higher heat output than alternatives such as ethanol and methanol. The liquid

Wick products feature a variety of wick types and burn times to meet the specific needs of the user. Wick fuels are clean burning, biodegradable, nonflammable if spilled (will not ignite without a wick) and the can stays cool to the touch when lit.

Gel Chafing Fuel

The gel chafing fuel line ("Gel") is composed of either gelled ethanol or gelled methanol chafing fuel. Ethanol chafing fuel has a higher heat output than methanol fuel; both ethanol and methanol fuels have lower heat output than some DEG and propylene glycol products. The Gel product line tends to have shorter burn times than the Wick product.

For an Environmentally preferred chafing fuel, the Company offers a patented line of "Green" chafing fuels featuring USDA Certified Biobased Product formulas that are also endorsed by the Green Restaurant Association. The "Green Heat" and "Green Wick" products perform similar to the Wick and Gel chafing fuels, but are made from renewable resources that are biodegradable and more environmentally friendly.

Table Lighting - Sterno Products sells a variety of items designed to enhance lighting and ambiance at meal settings which are critical to a customer's experience. Products include liquid wax, traditional hard wax and flameless electronic candles, as well as votive lamps, shaded lamps and accent lamps.

Flameless Candles and Outdoor Lighting - Through the NII subsidiary, Sterno offers a offers a wide selection of lighting for your home, garden, patio and yard with over 1000 SKUS available in our retail markets. NII first delved into lighting with lighting fixtures for illuminating front and backyard pathways. NII quickly expanded its line to include other types of home lighting products, most notably bollards, shepherd hook lights and line voltage powered coach lights and street lights. NII's 20-year history of providing high quality, low cost consumer-directed lighting has cemented it as a top tier supplier in both the flameless candle and outdoor lighting categories. All of NII's products are powered by one of the following:

- Solar - solar panel with rechargeable power source - usually a rechargeable battery
- Battery - battery operated
- Plug-in - plugs directly into a regular wall socket either with 2 or 3 prong plug and with or without included and attached transformer
- Low Voltage - part of a set which includes a stand-alone transformer. Fixtures connect through a stand-alone wire via clip connectors
- Line Voltage - hardwired into a home's electrical circuitry
- Rechargeable - product is recharged when empty usually through a plug in wire and an onboard rechargeable power source

Flameless Candles

The flameless candle product line is made up of various types and sizes of candles with all of them sharing the one main attribute: their glow is powered by an artificial power source, most often battery. This makes them inherently safer than traditional candles as there is no flame or even heat generated to cause any type of accidents. Although pillar type candles are the most common shape, NII also designs and manufactures votives, tealights, tapers as well as specialty molded candles. NII was also the first to introduce the timer function to their flameless candle line. NII's candles stand out from the competition as they are the only manufacturer that offers the patented black wick. NII also developed its unique algorithm-based light circuit which gives the candle a naturally random flicker and glow.

Landscape Lighting

The landscape lighting category was NII's first offering. Starting with simple low voltage path lights, NII quickly expanded its offering to reflect the growing needs of the DIY and home décor consumer. Landscape lighting is lighting that promotes and accentuates elements of a consumer's home, yard or garden so its beauty can be enjoyed both in daytime and nighttime. Another benefit of landscape lighting is added safety as it is easier to navigate around a home at night when it is reasonably well-lit. Landscape lighting was originally most commonly powered through a low voltage setup but as solar technologies have rapidly developed, many of these fixtures can achieve their lighting purposes with only a solar panel as power generation. Consumers with higher and more consistent lighting requirements most often opt for low voltage kits using wire and transformers to light their fixtures. Solar powered fixtures are advantageous for those consumers looking for cheaper and quicker to set up lighting solutions even if it often means lesser lumens and light. Another notable technology has been the development of LED lighting. LED's more efficient power generation technology has allowed for advantageous fixture designs and a higher level of power generation which were not easy or as cost effective to achieve as with legacy lighting technologies such as incandescent or halogen. LEDs also last longer and are generally more robust than older technologies.

Décor Lighting

Décor lighting is NII’s newest category. Décor lighting has similar functions to landscape lighting but is usually less about safety and functionality and more about accenting an area of the outside home with ornamentation of some sort. With a décor piece, the light the piece gives off and the item itself together become elements of beauty in the setting. Because these items are very trend driven, consumers are more apt to switch them out more often therefore increasing repeat purchase potential and other recurrent sales opportunities for NII. Some of the most common categories of décor lighting are lanterns and baskets and string lighting.

Catering Equipment - Catering equipment products are designed to provide a complete commercial catering solution whether indoor or outdoor. Products include chafing dish frames and lids, wind guards and buffet sets.

Butane - Sterno Products produces a full line of professional quality portable butane stoves, ideal for action stations, made-to-order omelet lines, tableside and off-site cooking, outdoor events and more. Products also include select butane accessories for special culinary applications such as the culinary torch. Sterno Products butane fuel comes with an additional safety feature called Countersink Release Vent (CRV) Technology.

Sterno Products sells into FoodService, Retail and OEM markets with foodservice accounts comprising approximately 75% of sales and Retail and OEM comprising approximately 25% of sales.

Competitive Strengths

Leading Brand Recognition & Market Share - Sterno Products is the market share leader in the canned chafing fuel market. Management believes Sterno Products enjoys outstanding brand awareness and a reputation for superior quality and performance with distributors, caterers, hotels and other end users. NII offers a wide variety of products to a cross section of North American retail and our diversity gives us a unique standing in this marketplace. Most of NII’s competitors specialize in one aspect of fulfilling the market. They either only sell to a few retailers or only actively develop few or even only one category of product. This exposes them to major financial challenges when they lose that account or when that product is beat out by a competitor or starts to wane in the marketplace.

Low Cost versus Alternatives - Sterno Products’ customers are typically caterers, hotels or restaurants who utilize canned chafing fuel to maintain prepared food at a safe and enjoyable serving temperature. The risk of ruining a dining experience and the low proportionate cost of canned chafing fuel relative to the cost of a catered event represent significant barriers to customers switching out of Sterno Products’ canned chafing fuel products. Additionally, management believes that there is no other technology available today that offers the portability, reliability and low cost of the Sterno Products canned chafing fuel products.

Business Strategies

Defend Leading Market Position - As a leading supplier of canned fuels , flameless candles and outdoor lighting, Sterno Products’ places great value delivering unmatched customer service and product selection. In a market characterized by fragmented categories and competition, Sterno Products will continue to focus on providing the best in class service to its customers. Sterno Products has been the recipient of numerous vendor awards for its high degree of customer service.

Pursue Selective Acquisitions - Sterno Products views acquisitions as a potentially attractive means to expand its product offerings in the foodservice and retail channels as well as enter new international markets.

Expand Retail Distribution - Sterno Products’ management believes that there is an opportunity to leverage the iconic nature of the “Sterno Products” brand to expand its retail product offering and to expand distribution into additional retailers.

Customers and Distribution Channels

Sterno's products are sold primarily through the foodservice and consumer retail channels. Sterno’s product distribution network is comprised of long-standing, entrenched relationships with a diversified set of customers. Sterno’s top ten customers comprised approximately 59% and 69% of gross sales in the year ended December 31, 2016 and 2015, respectively.

Foodservice - The foodservice channel consists of multiple layers of distribution comprised of broadline distributors, equipment and supply dealers and cash and carry dealers. Within the foodservice channel, Sterno’s products are predominantly used in the restaurant, lodging/hospitality and catering markets.

Retail - The retail channel consists of club stores, mass merchants, specialty retailers, grocers and national and regional DIY stores. The Company’s retail products are used in home, camping and emergency applications. The Company’s retail products appeal to a wide variety of consumers, from home entertainers to recreational campers and extreme outdoorsmen. Online retail sales are also an important channel for NII. With an online dynamic, it is also much easier to showcase how NII's products look in actual dark use conditions, directly addressing NII product's primary merchandising challenge.

Sterno Products had approximately $25.3 million and $3.6 million in firm backlog orders at December 31, 2016 and 2015, respectively, with the increase in 2016 backlog reflecting the acquisition of NII in January 2016.

Seasonality
Sterno typically has higher sales in the second and fourth quarter of each year, reflecting the outdoor summer season and the holiday season.

Sales and marketing
Within the foodservice channel, Sterno Products directly employ sales professionals and utilizes a broad network of independent sales representative firms assigned to differing U.S. territories managed by in-house sales management professionals. The independent sales representatives have long-standing relationships with distributors and end-users and typically represent 10 to 20 of the best non-food product lines alongside the Company's products. The independent sales representatives are used primarily to manage the day to day order fulfillment and customer relationships. The independent sales representative firms are paid on a commission basis based on customer type and sales territory.
Within the retail channel, Sterno Products directly employ sales professionals and utilizes a network of independent retail sales broker firms. The independent retail sales brokers are paid on a commission basis based on customer type and sales territory. Sterno Products maintains direct sales relationships with many key customers. NII also utilizes a broad network of independent sales representative firms and retail-linked agencies. These agents and rep firms are managed by NII's in-house sales management professionals.
Sterno Products has implemented a multi-faceted marketing plan which includes (i) targeted print advertising; (ii) tradeshows; (iii) increasing online education through the Sterno Products University and the NII websites; and (iv) social media.
Suppliers
Sterno's product manufacturing is based on a dual strategy of in-house manufacturing and strategic alliances with select vendors. Sterno operates an efficient, low-cost supply chain, sourcing materials and employing contract manufacturers from across the Asia-Pacific region and the U.S.
Sterno's primary raw materials are Diethylene glycol, ethanol, liquid paraffin and steel cans for which it receives multiple shipments per month. Sterno Products purchases its materials from a combination of domestic and foreign suppliers.
NII sources all of their inventory from China. NII operates an efficient supply chain with emphasis on quality production and low cost. NII's China-based support team in the Yuyao office permits NII to be more hands on in the factories reporting proactively on potential issues and working to implement practical solutions when required.
Intellectual Property
Sterno Products relies upon a combination of trademarks and patents in order to secure and protect its intellectual property rights. Sterno currently owns 44 trademarks and 6 patents in the U.S. and has 1 patent pending application at the U.S. Patent Offices. NII currently owns 125 trademarks and 122 patents in the U.S. and has 51 patent pending application at the U.S. Patent Offices.
Regulatory Environment
Sterno Products is proactive regarding regulatory issues and is in compliance with all relevant regulations. Sterno Products maintains adequate product liability insurance coverage. Management believes that Sterno is in compliance, in all material respects, with applicable environmental and occupational health and safety laws and regulations.
Employees
As of December 31, 2016 Sterno Products employed approximately 320 persons in 3 locations, of which approximately 160 were temporary employees. None of Sterno Products' employees are subject to collective bargaining agreements. We believe that Sterno Products' relationship with its employees is good.

ITEM 1A. RISK FACTORS
Risks Related to Our Business and Structure
Our future success is dependent on the employees of our Manager and the management teams of our businesses, the loss of any of whom could materially adversely affect our financial condition, business and results of operations.
Our future success depends, to a significant extent, on the continued services of the employees of our Manager, most of whom have worked together for a number of years. While our Manager will have employment agreements with

certain of its employees,

including our Chief Financial Officer, these employment agreements may not prevent our Manager's employees from leaving or from competing with us in the future. Our Manager does not have an employment agreement with our Chief Executive Officer.

The future success of our businesses also depends on their respective management teams because we operate our businesses on a stand-alone basis, primarily relying on existing management teams for management of their day-to-day operations. Consequently, their operational success, as well as the success of our internal growth strategy, will be dependent on the continued efforts of the management teams of the businesses. We provide such persons with equity incentives in their respective businesses and have employment agreements and/or non-competition agreements with certain persons we have identified as key to their businesses. However, these measures may not prevent the departure of these managers. The loss of services of one or more members of our management team or the management team at one of our businesses could materially adversely affect our financial condition, business and results of operations.

We face risks with respect to the evaluation and management of future platform or add-on acquisitions.

A component of our strategy is to continue to acquire additional platform subsidiaries, as well as add-on businesses for our existing businesses. Generally, because such acquisition targets are held privately, we may experience difficulty in evaluating potential target businesses as the information concerning these businesses is not publicly available. In addition, we and our subsidiary companies may have difficulty effectively managing or integrating acquisitions. We may experience greater than expected costs or difficulties relating to such acquisition, in which case, we might not achieve the anticipated returns from any particular acquisition, which may have a material adverse effect on our financial condition, business and results of operations.

We may not be able to successfully fund future acquisitions of new businesses due to the lack of availability of debt or equity financing at the Company level on acceptable terms, which could impede the implementation of our acquisition strategy and materially adversely impact our financial condition, business and results of operations.

In order to make future acquisitions, we intend to raise capital primarily through debt financing at the Company level, additional equity offerings, the sale of stock or assets of our businesses, and by offering equity in the Trust or our businesses to the sellers of target businesses or by undertaking a combination of any of the above. Since the timing and size of acquisitions cannot be readily predicted, we may need to be able to obtain funding on short notice to benefit fully from attractive acquisition opportunities. Such funding may not be available on acceptable terms. In addition, the level of our indebtedness may impact our ability to borrow at the Company level. Another source of capital for us may be the sale of additional shares, subject to market conditions and investor demand for the shares at prices that we consider to be in the interests of our shareholders. These risks may materially adversely affect our ability to pursue our acquisition strategy successfully and materially adversely affect our financial condition, business and results of operations.

While we intend to make regular cash distributions to our shareholders, the Company's board of directors has full authority and discretion over the distributions of the Company, other than the profit allocation, and it may decide to reduce or eliminate distributions at any time, which may materially adversely affect the market price for our shares.

To date, we have declared and paid quarterly distributions, and although we intend to pursue a policy of paying regular distributions, the Company's board of directors has full authority and discretion to determine whether or not a distribution by the Company should be declared and paid to the Trust and in turn to our shareholders, as well as the amount and timing of any distribution. In addition, the management fee and profit allocation will be payment obligations of the Company and, as a result, will be paid, along with other Company obligations, prior to the payment of distributions to our shareholders. The Company's board of directors may, based on their review of our financial condition and results of operations and pending acquisitions, determine to reduce or eliminate distributions, which may have a material adverse effect on the market price of our shares.

We will rely entirely on receipts from our businesses to make distributions to our shareholders.

The Trust's sole asset is its interest in the Company, which holds controlling interests in our businesses. Therefore, we are dependent upon the ability of our businesses to generate earnings and cash flow and distribute them to us in the form of interest and principal payments on indebtedness and, from time to time, dividends on equity to enable us, first, to satisfy our financial obligations and second to make distributions to our shareholders. This ability may be subject to limitations under laws of the jurisdictions in which they are incorporated or organized. If, as a consequence of these

various restrictions, we are unable to generate sufficient receipts from our businesses, we may not be able to declare, or may have to delay or cancel payment of, distributions to our shareholders.
We do not own 100% of our businesses. While we receive cash payments from our businesses which are in the form of interest payments, debt repayment and dividends, if any dividends were to be paid by our businesses, they would be shared pro rata with the minority shareholders of our businesses and the amounts of dividends made to minority shareholders would not be available

to us for any purpose, including Company debt service or distributions to our shareholders. Any proceeds from the sale of a business will be allocated among us and the non-controlling shareholders of the business that is sold.

The Company's board of directors has the power to change the terms of our shares in its sole discretion in ways with which you may disagree.

As an owner of our shares, you may disagree with changes made to the terms of our shares, and you may disagree with the Company's board of directors' decision that the changes made to the terms of the shares are not materially adverse to you as a shareholder or that they do not alter the characterization of the Trust. Your recourse, if you disagree, will be limited because our Trust Agreement gives broad authority and discretion to our board of directors. However, the Trust Agreement does not relieve the Company's board of directors from any fiduciary obligation that is imposed on them pursuant to applicable law. In addition, we may change the nature of the shares to be issued to raise additional equity and remain a fixed-investment trust for tax purposes.

Certain provisions of the LLC Agreement of the Company and the Trust Agreement make it difficult for third parties to acquire control of the Trust and the Company and could deprive you of the opportunity to obtain a takeover premium for your shares.

The amended and restated LLC Agreement of the Company, which we refer to as the LLC Agreement, and the amended and restated Trust Agreement of the Trust, which we refer to as the Trust Agreement, contain a number of provisions that could make it more difficult for a third party to acquire, or may discourage a third party from acquiring, control of the Trust and the Company. These provisions include, among others:

- restrictions on the Company's ability to enter into certain transactions with our major shareholders, with the exception of our Manager, modeled on the limitation contained in Section 203 of the Delaware General Corporation Law, or DGCL;
- allowing only the Company's board of directors to fill newly created directorships, for those directors who are elected by our shareholders, and allowing only our Manager, as holder of a portion of the Allocation Interests, to fill vacancies with respect to the class of directors appointed by our Manager;
- requiring that directors elected by our shareholders be removed, with or without cause, only by a vote of 85% of our shareholders;
- requiring advance notice for nominations of candidates for election to the Company's board of directors or for proposing matters that can be acted upon by our shareholders at a shareholders' meeting;
- having a substantial number of additional authorized but unissued shares that may be issued without shareholder action;
- providing the Company's board of directors with certain authority to amend the LLC Agreement and the Trust Agreement, subject to certain voting and consent rights of the holders of trust interests and Allocation Interests;
- providing for a staggered board of directors of the Company, the effect of which could be to deter a proxy contest for control of the Company's board of directors or a hostile takeover; and
- limitations regarding calling special meetings and written consents of our shareholders.

These provisions, as well as other provisions in the LLC Agreement and Trust Agreement may delay, defer or prevent a transaction or a change in control that might otherwise result in you obtaining a takeover premium for your shares.

We may have conflicts of interest with the noncontrolling shareholders of our businesses.

The boards of directors of our respective businesses have fiduciary duties to all their shareholders, including the Company and noncontrolling shareholders. As a result, they may make decisions that are in the best interests of their shareholders generally but which are not necessarily in the best interest of the Company or our shareholders. In dealings with the Company, the directors of our businesses may have conflicts of interest and decisions may have to be made without the participation of directors appointed by the Company, and such decisions may be different from those that we would make.

Our third party credit facility exposes us to additional risks associated with leverage and inhibits our operating flexibility and reduces cash flow available for distributions to our shareholders.

At December 31, 2016, we had approximately $565.7 million outstanding under our 2014 Term Loan and 2016 Incremental Term Loan Facility and $8.6 million outstanding under our 2014 Revolving Credit Facility (representing the outstanding revolver balance and outstanding letters of credit). We expect to increase our level of debt in the future. The terms of our 2014 Revolving Credit Facility contains a number of affirmative and restrictive covenants that, among other things, require us to:

- maintain a minimum level of cash flow;
- leverage new businesses we acquire to a minimum specified level at the time of acquisition;
- keep our total debt to cash flow at or below a ratio of 3.5 to 1; and
- make acquisitions that satisfy certain specified minimum criteria.

If we violate any of these covenants, our lender may accelerate the maturity of any debt outstanding and we may be prohibited from making any distributions to our shareholders. Such debt is secured by all of our assets, including the stock we own in our businesses and the rights we have under the loan agreements with our businesses. Our ability to meet our debt service obligations may be affected by events beyond our control and will depend primarily upon cash produced by our businesses. Any failure to comply with the terms of our indebtedness could materially adversely affect us.

Changes in interest rates could materially adversely affect us.

Our Credit Facility bears interest at floating rates which will generally change as interest rates change. We bear the risk that the rates we are charged by our lender will increase faster than the earnings and cash flow of our businesses, which could reduce profitability, adversely affect our ability to service our debt, cause us to breach covenants contained in our Revolving Credit Facility and reduce cash flow available for distribution, any of which could materially adversely affect us.

We may engage in a business transaction with one or more target businesses that have relationships with our officers, our directors, our Manager or CGI, which may create potential conflicts of interest.

We may decide to acquire one or more businesses with which our officers, our directors, our Manager or CGI have a relationship. While we might obtain a fairness opinion from an independent investment banking firm, potential conflicts of interest may still exist with respect to a particular acquisition, and, as a result, the terms of the acquisition of a target business may not be as advantageous to our shareholders as it would have been absent any conflicts of interest.

We are exposed to risks relating to evaluations of controls required by Section 404 of the Sarbanes-Oxley Act of 2002.

We are required to comply with Section 404 of the Sarbanes-Oxley Act of 2002. While we have concluded that at December 31, 2016 that we have no material weaknesses in our internal controls over financial reporting, we cannot assure you that we will not have a material weakness in the future. A “material weakness” is a control deficiency, or combination of significant deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. If we fail to maintain a system of internal controls over financial reporting that meets the requirements of Section 404, we might be subject to sanctions or investigation by regulatory authorities such as the SEC or by the New York Stock Exchange. Additionally, failure to comply with Section 404 or the report by us of a material weakness may cause investors to lose confidence in our financial statements and our stock price may be adversely affected. If we fail to remedy any material weakness, our financial statements may be inaccurate, we may not have access to the capital markets, and our stock price may be adversely affected.

CGI may exercise significant influence over the Company.

CGI, through a wholly owned subsidiary, owns 7,931,000 or approximately 13.2% of our shares and may have significant influence over the election of directors in the future.

We could be negatively impacted by cybersecurity attacks.

We, and our businesses, use a variety of information technology systems in the ordinary course of business, which are potentially vulnerable to unauthorized access, computer viruses and cybersecurity attacks, including cybersecurity attacks to our information technology infrastructure and attempts by others to gain access to our propriety or sensitive information, and ranging from individual attempts to advanced persistent threats. The procedures and controls we use to monitor these threats and mitigate our exposure may not be sufficient to prevent cybersecurity incidents. The results of these incidents could include misstated financial data, theft of trade secrets or other intellectual property, liability for disclosure of confidential customer, supplier or employee information, increased costs arising from the implementation of additional security protective measures, litigation and reputational damage, which could materially adversely affect our financial condition, business and results of operations. Any remedial costs or other liabilities related to cybersecurity incidents may not be fully insured or indemnified by other means.

If, in the future, we cease to control and operate our businesses, we may be deemed to be an investment company under the Investment Company Act of 1940, as amended.

Under the terms of the LLC Agreement, we have the latitude to make investments in businesses that we will not operate or control. If we make significant investments in businesses that we do not operate or control or cease to operate and control our businesses, we may be deemed to be an investment company under the Investment Company Act of 1940, as amended, or the Investment Company Act. If we were deemed to be an investment company, we would either have to register as an investment company under the Investment Company Act, obtain exemptive relief from the SEC or modify our investments or organizational structure or our contract rights to fall outside the definition of an investment company. Registering as an investment company could, among other things, materially adversely affect our financial condition, business and results of operations, materially limit our ability to borrow funds or engage in other transactions involving leverage and require us to add directors who are independent of us or our Manager and otherwise will subject us to additional regulation that will be costly and time-consuming.

Risks Relating to Our Manager

Our Chief Executive Officer, directors, Manager and management team may allocate some of their time to other businesses, thereby causing conflicts of interest in their determination as to how much time to devote to our affairs, which may materially adversely affect our operations.

While the members of our management team anticipate devoting a substantial amount of their time to the affairs of the Company, only Mr. Ryan Faulkingham, our Chief Financial Officer, devotes substantially all of his time to our affairs. Our Chief Executive Officer, directors, Manager and members of our management team may engage in other business activities. This may result in a conflict of interest in allocating their time between our operations and our management and operations of other businesses. Their other business endeavors may be related to CGI, which will continue to own several businesses that were managed by our management team prior to our initial public offering, or affiliates of CGI as well as other parties. Conflicts of interest that arise over the allocation of time may not always be resolved in our favor and may materially adversely affect our operations. See the section entitled "Certain Relationships and Related Party Transactions" for the potential conflicts of interest of which you should be aware.

Our Manager and its affiliates, including members of our management team, may engage in activities that compete with us or our businesses.

While our management team intends to devote a substantial majority of their time to the affairs of the Company, and while our Manager and its affiliates currently do not manage any other businesses that are in similar lines of business as our businesses, and while our Manager must present all opportunities that meet the Company's acquisition and disposition criteria to the Company's board of directors, neither our management team nor our Manager is expressly prohibited from investing in or managing other entities, including those that are in the same or similar line of business as our businesses. In this regard, the management services agreement and the obligation to provide management services will not create a mutually exclusive relationship between our Manager and its affiliates, on the one hand, and the Company, on the other.

Our Manager need not present an acquisition or disposition opportunity to us if our Manager determines on its own that such acquisition or disposition opportunity does not meet the Company's acquisition or disposition criteria.

Our Manager will review any acquisition or disposition opportunity presented to the Manager to determine if it satisfies the Company's acquisition or disposition criteria, as established by the Company's board of directors from time to time. If our Manager determines, in its sole discretion, that an opportunity fits our criteria, our Manager will refer the opportunity to the Company's board of directors for its authorization and approval prior to the consummation thereof; opportunities that our Manager determines do not fit our criteria do not need to be presented to the Company's board of directors for consideration. If such an opportunity is ultimately profitable, we will have not participated in such opportunity. Upon a determination by the Company's board of directors not to promptly pursue an opportunity presented to it by our Manager in whole or in part, our Manager will be unrestricted in its ability to pursue such opportunity, or any part that we do not promptly pursue, on its own or refer such opportunity to other entities, including its affiliates.

We cannot remove our Manager solely for poor performance, which could limit our ability to improve our performance and could materially adversely affect the market price of our shares.

Under the terms of the management services agreement, our Manager cannot be removed as a result of under-performance. Instead, the Company's board of directors can only remove our Manager in certain limited circumstances or upon a vote by the majority of the Company's board of directors and the majority of our shareholders to terminate the management services agreement. This limitation could materially adversely affect the market price of our shares.

Our Manager can resign on 180 days' notice and we may not be able to find a suitable replacement within that time, resulting in a disruption in our operations that could materially adversely affect our financial condition, business and results of operations as well as the market price of our shares.

Our Manager has the right, under the management services agreement, to resign at any time on 180 days' written notice, whether we have found a replacement or not. If our Manager resigns, we may not be able to contract with a new manager or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms within 90 days, or at all, in which case our operations are likely to experience a disruption, our financial condition, business and results of operations as well as our ability to pay distributions are likely to be adversely affected and the market price of our shares may decline. In addition, the coordination of our internal management, acquisition activities and supervision of our businesses is likely to suffer if we are unable to identify and reach an agreement with a single institution or group of executives having the expertise possessed by our Manager and its affiliates. Even if we are able to retain comparable management, whether internal or external, the integration of such management and their lack of familiarity with our businesses may result in additional costs and time delays that could materially adversely affect our financial condition, business and results of operations.

We must pay our Manager the management fee regardless of our performance.

Our Manager is entitled to receive a management fee that is based on our adjusted consolidated net assets, as defined in the management services agreement, regardless of the performance of our businesses. The calculation of the management fee is unrelated to the Company's net income. As a result, the management fee may incentivize our Manager to increase the amount of our assets, for example, the acquisition of additional assets or the incurrence of third party debt rather than increase the performance of our businesses.

We cannot determine the amount of the management fee that will be paid over time with any certainty.

The management fee paid to CGM for the year ended December 31, 2016 was $29.4 million. The management fee is calculated by reference to the Company's adjusted net assets, which will be impacted by the acquisition or disposition of businesses, which can be significantly influenced by our Manager, as well as the performance of our businesses and other businesses we may acquire in the future. Changes in adjusted net assets and in the resulting management fee could be significant, resulting in a material adverse effect on the Company's results of operations. In addition, if the performance of the Company declines, assuming adjusted net assets remains the same, management fees will increase as a percentage of the Company's net income.

We cannot determine the amount of profit allocation that will be paid over time with any certainty.

We cannot determine the amount of profit allocation that will be paid over time with any certainty. Such determination would be dependent on the potential sale proceeds received for any of our businesses and the performance of the Company and its businesses over a multi-year period of time, among other factors that cannot be predicted with certainty at this time. Such factors may have a significant impact on the amount of any profit allocation to be paid. Likewise, such determination would be dependent on whether certain hurdles were surpassed giving rise to a payment of profit allocation. Any amounts paid in respect of the profit allocation are unrelated to the management fee earned for performance of services under the management services agreement.

The fees to be paid to our Manager pursuant to the management services agreement, the offsetting management services agreements and integration services agreements and the profit allocation to be paid to certain persons who are employees and partners of our Manager, as holders of the Allocation Interests, pursuant to the LLC Agreement may significantly reduce the amount of cash available for distribution to our shareholders.

Under the management services agreement, the Company will be obligated to pay a management fee to and, subject to certain conditions, reimburse the costs and out-of-pocket expenses of our Manager incurred on behalf of the Company in connection with the provision of services to the Company. Similarly, our businesses will be obligated to pay fees to and reimburse the costs and expenses of our Manager pursuant to any offsetting management services agreements entered into between our Manager and one of our businesses, or any integration services agreements to which such businesses are a party. In addition, Sostratus LLC, as holder of the Allocation Interests, will be entitled to receive profit allocations. While it is difficult to quantify with any certainty the actual amount of any such payments in the future, we do expect that such amounts could be substantial. See the section entitled "Certain Relationships and Related Party Transactions" for more information about these payment obligations of the Company. The management fee and profit allocation will be payment obligations of the Company and, as a result, will be paid, along with other Company obligations, prior to the payment of distributions to shareholders. As a result, the payment of these amounts may significantly reduce the amount of cash flow available for distribution to our shareholders.

Our Manager's influence on conducting our operations, including on our conducting of transactions, gives it the ability to increase its fees, which may reduce the amount of cash flow available for distribution to our shareholders.

Under the terms of the management services agreement, our Manager is paid a management fee calculated as a percentage of the Company's adjusted net assets for certain items and is unrelated to net income or any other performance base or measure. Our Manager, controls, may advise us to consummate transactions, incur third party debt or conduct our operations in a manner that, in our Manager's reasonable discretion, are necessary to the future growth of our businesses and are in the best interests of our shareholders. These transactions, however, may increase the amount of fees paid to our Manager. Our Manager’s ability to increase its fees, through the influence it has over our operations, may increase the compensation paid by our Manager. Our Manager’s ability to influence the management fee paid to it by us could reduce the amount of cash flow available for distribution to our shareholders.

Fees paid by the Company and our businesses pursuant to integration services agreements do not offset fees payable under the management services agreement and will be in addition to the management fee payable by the Company under the management services agreement.

The management services agreement provides that our businesses may enter into integration services agreements with our Manager pursuant to which our businesses will pay fees to our Manager for services provided by our Manager relating to the integration of a business's financial reporting, computer systems and decision making and management processes into our operations following an acquisition of such business. See the section entitled "Certain Relationships and Related Party Transactions" for more information about these agreements. Unlike fees paid under the offsetting management services agreements, fees that are paid pursuant to such integration services agreements will not reduce the management fee payable by the Company. Therefore, such fees will be in excess of the management fee payable by the Company.

The fees to be paid to our Manager pursuant to these integration service agreements will be paid prior to any principal, interest or dividend payments to be paid to the Company by our businesses, which will reduce the amount of cash flow available for distributions to shareholders.

Our profit allocation may induce our Manager to make suboptimal decisions regarding our operations.

Sostratus LLC, as holder of our Allocation Interests, will receive a profit allocation based on ongoing cash flows and capital gains in excess of a hurdle rate. Certain persons who are employees and partners of our Manager are owners of Sostratus LLC. In this respect, a calculation and payment of profit allocation may be triggered upon the sale of one of our businesses. As a result, our Manager may be incentivized to recommend the sale of one or more of our businesses to the Company's board of directors at a time that may not be optimal for our shareholders.

The obligations to pay the management fee and profit allocation may cause the Company to liquidate assets or incur debt.

If we do not have sufficient liquid assets to pay the management fee and profit allocation when such payments are due, we may be required to liquidate assets or incur debt in order to make such payments. This circumstance could materially adversely affect our liquidity and ability to make distributions to our shareholders.

Risks Related to Taxation

Our shareholders will be subject to tax on their share of the Company's taxable income, which taxes or taxable income could exceed the cash distributions they receive from the Trust.

For so long as the Company or the Trust (if it is treated as a tax partnership) would not be required to register as an investment company under the Investment Company Act of 1940 and at least 90% of our gross income for each taxable year constitutes ''qualifying income'' within the meaning of Section 7704(d) of the Internal Revenue Code of 1986, as amended (the ''Code''), on a continuing basis, we will be treated, for U.S. federal income tax purposes, as a partnership and not as an association or a publicly traded partnership taxable as a corporation. In that case our shareholders will be subject to U.S. federal income tax and, possibly, state, local and foreign income tax, on their share of the Company's taxable income, which taxes or taxable income could exceed the cash distributions they receive from the Trust. There is, accordingly, a risk that our shareholders may not receive cash distributions equal to their portion of our taxable income or sufficient in amount even to satisfy their personal tax liability those results from that income. This may result from gains on the sale or exchange of stock or debt of subsidiaries that will be allocated to shareholders who hold (or are deemed to hold) shares on the day such gains were realized if there is no corresponding distribution of the proceeds from such sales, or where a shareholder disposes of shares after an allocation of gain but before proceeds (if any) are distributed by the Company. Shareholders may also realize income in excess of distributions due to the Company's use of cash from operations or sales proceeds for uses other than to make distributions to shareholders, including funding acquisitions, satisfying short- and long-term working capital needs of our businesses, or satisfying known or unknown liabilities. In addition, certain financial covenants with the Company's lenders may limit or prohibit the distribution of cash to shareholders. The Company's board of directors is also free to change the Company's distribution policy. The Company is under no obligation to make distributions to shareholders equal to or in excess of their portion of our taxable income or sufficient in amount even to satisfy the tax liability that results from that income.

All of the Company's income could be subject to an entity-level tax in the United States, which could result in a material reduction in cash flow available for distribution to holders of shares of the Trust and thus could result in a substantial reduction in the value of the shares.

We do not expect the Company to be characterized as a corporation so long as it would not be required to register as an investment company under the Investment Company Act of 1940 and 90% or more of its gross income for each taxable year constitutes “qualifying income.” The Company expects to receive more than 90% of its gross income each year from dividends, interest and gains on sales of stock or debt instruments, including principally from or with respect to stock or debt of corporations in which the Company holds a majority interest. The Company intends to treat all such dividends, interest and gains as "qualifying income."

If the Company fails to satisfy this "qualifying income" exception, the Company will be treated as a corporation for U.S. federal (and certain state and local) income tax purposes, and would be required to pay income tax at regular corporate rates on its income. Taxation of the Company as a corporation could result in a material reduction in distributions to our shareholders and after-tax return and, thus, could likely result in a reduction in the value of, or materially adversely affect the market price of, the shares of the Trust.

A shareholder may recognize a greater taxable gain (or a smaller tax loss) on a disposition of shares than expected because of the treatment of debt under the partnership tax accounting rules.

We may incur debt for a variety of reasons, including for acquisitions as well as other purposes. Under partnership tax accounting principles (which apply to the Company), debt of the Company generally will be allocable to our shareholders, who will realize the benefit of including their allocable share of the debt in the tax basis of their investment in shares. At the time a shareholder later sells shares, the selling shareholder's amount realized on the sale will include not only the sales price of the shares but also the shareholder's portion of the Company's debt allocable to his shares (which is treated as proceeds from the sale of those shares). Depending on the nature of the Company's activities after having incurred the debt, and the utilization of the borrowed funds, a later sale of shares could result in a larger taxable gain (or a smaller tax loss) than anticipated.

Our structure involves complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. Our structure also is subject to potential legislative, judicial or administrative change and differing interpretations, possibly on a retroactive basis.

The U.S. federal income tax treatment of holders of the Shares depends in some instances on determinations of fact and interpretations of complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. You should be aware that the U.S. federal income tax rules are constantly under review by persons involved in the legislative process, the IRS, and the U.S. Treasury Department, frequently resulting in revised interpretations of established concepts, statutory changes, revisions to regulations and other modifications and interpretations. The IRS pays close attention to the proper application of tax laws to partnerships. The present U.S. federal income tax treatment of an investment in the Shares may be modified by administrative, legislative or judicial interpretation at any time, and any such action may affect investments and commitments previously made. For example, changes to the U.S. federal tax laws and interpretations thereof could make it more difficult or impossible to meet the qualifying income exception for us to be treated as a partnership for U.S. federal income tax purposes that is not taxable as a corporation, affect or cause us to change our investments and commitments, affect the tax considerations of an investment in us and adversely affect an investment in our Shares. Our organizational documents and agreements permit the Board of Directors to modify our operating agreement from time to time, without the consent of the holders of Shares, in order to address certain changes in U.S. federal income tax regulations, legislation or interpretation. In some circumstances, such revisions could have a material adverse impact on some or all of the holders of our Shares. Moreover, we will apply certain assumptions and conventions in an attempt to comply with applicable rules and to report income, gain, deduction, loss and credit to holders in a manner that reflects such holders' beneficial ownership of partnership items, taking into account variation in ownership interests during each taxable year because of trading activity. However, these assumptions and conventions may not be in compliance with all aspects of applicable tax requirements. It is possible that the IRS will assert successfully that the conventions and assumptions used by us do not satisfy the technical requirements of the Code and/or Treasury regulations and could require that items of income, gain, deductions, loss or credit, including interest deductions, be adjusted, reallocated, or disallowed, in a manner that adversely affects holders of the Shares.

Risks Relating Generally to Our Businesses

Impairment of our intangible assets could result in significant charges that would adversely impact our future operating results.

We have significant intangible assets, including goodwill with an indefinite life, which are susceptible to valuation adjustments as a result of changes in various factors or conditions. The most significant intangible assets on our balance sheet are goodwill, technologies, customer relationships and trademarks we acquired when we acquired our businesses. Customer relationships are amortized on a straight line basis based upon the pattern in which the economic benefits of customer relationships are being utilized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. We assess the potential impairment of goodwill and indefinite lived intangible assets on an annual basis, as well as whenever events or changes in circumstances indicate that the carrying value may not be recoverable. We assess definite lived intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Factors that could trigger impairment include the following:

- significant under performance relative to historical or projected future operating results;
- significant changes in the manner of or use of the acquired assets or the strategy for our overall business;
- significant negative industry or economic trends;
- significant decline in our stock price for a sustained period;
- changes in our organization or management reporting structure could result in additional reporting units, which may require alternative methods of estimating fair values or greater desegregation or aggregation in our analysis by reporting unit; and
- a decline in our market capitalization below net book value.

As of December 31, 2016, we had identified indefinite lived intangible assets with a carrying value in our financial statements of $72.2 million, and goodwill of $491.6 million.

Our businesses are subject to unplanned business interruptions which may adversely affect our performance.

Operational interruptions and unplanned events at one or more of our production facilities, such as explosions, fires, inclement weather, natural disasters, accidents, transportation interruptions and supply could cause substantial losses in our production capacity. Furthermore, because customers may be dependent on planned deliveries from us, customers that have to reschedule their own operations due to our delivery delays may be able to pursue financial claims against us, and we may incur costs to correct such problems in addition to any liability resulting from such claims. Such interruptions may also harm our reputation among actual and potential customers, potentially resulting in a loss of business. To the extent these losses are not covered by insurance, our financial position, results of operations and cash flows may be adversely affected by such events.

Our businesses rely and may rely on their intellectual property and licenses to use others' intellectual property, for competitive advantage. If our businesses are unable to protect their intellectual property, are unable to obtain or retain licenses to use other's intellectual property, or if they infringe upon or are alleged to have infringed upon others' intellectual property, it could have a material adverse effect on their financial condition, business and results of operations.

Each business's success depends in part on their, or licenses to use others', brand names, proprietary technology and manufacturing techniques. These businesses rely on a combination of patents, trademarks, copyrights, trade secrets, confidentiality procedures and contractual provisions to protect their intellectual property rights. The steps they have taken to protect their intellectual property rights may not prevent third parties from using their intellectual property and other proprietary information without their authorization or independently developing intellectual property and other proprietary information that is similar. In addition, the laws of foreign countries may not protect our businesses' intellectual property rights effectively or to the same extent as the laws of the United States.

Stopping unauthorized use of their proprietary information and intellectual property, and defending claims that they have made unauthorized use of others' proprietary information or intellectual property, may be difficult, time-consuming and costly. The use of their intellectual property and other proprietary information by others, and the use by others of their intellectual property and proprietary information, could reduce or eliminate any competitive advantage they have developed, cause them to lose sales or otherwise harm their business.

Our businesses may become involved in legal proceedings and claims in the future either to protect their intellectual property or to defend allegations that they have infringed upon others' intellectual property rights. These claims and any resulting litigation could subject them to significant liability for damages and invalidate their property rights. In addition, these lawsuits, regardless of their merits, could be time consuming and expensive to resolve and could divert management's time and attention. The costs associated with any of these actions could be substantial and could have a material adverse effect on their financial condition, business and results of operations.

The operations and research and development of some of our businesses' services and technology depend on the collective experience of their technical employees. If these employees were to leave our businesses and take this knowledge, our businesses' operations and their ability to compete effectively could be materially adversely impacted.

The future success of some of our businesses depends upon the continued service of their technical personnel who have developed and continue to develop their technology and products. If any of these employees leave our businesses, the loss of their technical knowledge and experience may materially adversely affect the operations and research and development of current and future services. We may also be unable to attract technical individuals with comparable experience because competition for such technical personnel is intense. If our businesses are not able to replace their technical personnel with new employees or attract additional technical individuals, their operations may suffer as they may be unable to keep up with innovations in their respective industries. As a result, their ability to continue to compete effectively and their operations may be materially adversely affected.

If our businesses are unable to continue the technological innovation and successful commercial introduction of new products and services, their financial condition, business and results of operations could be materially adversely affected.

The industries in which our businesses operate, or may operate, experience periodic technological changes and ongoing product improvements. Their results of operations depend significantly on the development of commercially viable new products, product grades and applications, as well as production technologies and their ability to integrate new technologies. Our future growth will depend on their ability to gauge the direction of the commercial and technological progress in all key end-use markets and upon their ability to successfully develop, manufacture and market products in such changing end-use markets. In this regard, they must make ongoing capital investments.

In addition, their customers may introduce new generations of their own products, which may require new or increased technological and performance specifications, requiring our businesses to develop customized products. Our businesses may not be successful in developing new products and technology that satisfy their customers' demand and their customers may not accept any of their new products. If our businesses fail to keep pace with evolving technological innovations or fail to modify their products in response to their customers' needs in a timely manner, then their financial condition, business and results of operations could be materially adversely affected as a result of reduced sales of their products and sunk developmental costs. These developments may require our personnel staffing business to seek better educated and trained workers, who may not be available in sufficient numbers.

Our businesses could experience fluctuations in the costs of raw materials as a result of inflation and other economic conditions, which fluctuations could have a material adverse effect on their financial condition, business and results of operations.

Changes in inflation could materially adversely affect the costs and availability of raw materials used in our manufacturing businesses, and changes in fuel costs likely will affect the costs of transporting materials from our suppliers and shipping goods to our customers, as well as the effective areas from which we can recruit temporary staffing personnel. For example, for Advanced Circuits, the principal raw materials consist of copper and glass and typically represent approximately 20% of net sales. Prices for these key raw materials may fluctuate during periods of high demand. The ability by these businesses to offset the effect of increases in raw material prices by increasing their prices is uncertain. If these businesses are unable to cover price increases of these raw materials, their financial condition, business and results of operations could be materially adversely affected.

Our businesses do not have and may not have long-term contracts with their customers and clients and the loss of customers and clients could materially adversely affect their financial condition, business and results of operations.

Our businesses are and may be, based primarily upon individual orders and sales with their customers and clients. Our businesses historically have not entered into long-term supply contracts with their customers and clients. As such, their customers and clients could cease using their services or buying their products from them at any time and for any reason. The fact that they do not enter into long-term contracts with their customers and clients means that they have no recourse in the event a customer or client no longer wants to use their services or purchase products from them. If a significant number of their customers or clients elect not to use their services or purchase their products, it could materially adversely affect their financial condition, business and results of operations.

Our businesses are and may be subject to federal, state and foreign environmental laws and regulations that expose them to potential financial liability. Complying with applicable environmental laws requires significant resources, and if our businesses fail to comply, they could be subject to substantial liability.

Some of the facilities and operations of our businesses are and may be subject to a variety of federal, state and foreign environmental laws and regulations including laws and regulations pertaining to the handling, storage and transportation of raw materials, products and wastes, which require and will continue to require significant expenditures to remain in compliance with such laws and regulations currently in place and in the future. Compliance with current and future environmental laws is a major consideration for our businesses as any material violations of these laws can lead to substantial liability, revocations of discharge permits, fines or penalties. Because some of our businesses use hazardous materials and generate hazardous wastes in their operations, they may be subject to potential financial liability for costs associated with the investigation and remediation of their own sites, or sites at which they have arranged for the disposal of hazardous wastes, if such sites become contaminated. Even if they fully comply with applicable environmental laws and are not directly at fault for the contamination, our businesses may still be liable.

Our businesses may also be held liable for damages caused by environmental and other conditions that existed prior to our acquisition the assets, business or operations involved, whether or not such damages are subject to indemnification from a prior owner. Costs associated with these risks could have a material adverse effect on our financial condition, business and results of operations.

Defects in the products provided by our companies could result in financial or other damages to their customers, which could result in reduced demand for our companies' products and/or liability claims against our companies.

As manufacturers and distributors of consumer products, certain of our companies are subject to various laws, rules and regulations, which may empower governmental agencies and authorities to exclude from the market products that are found to be unsafe or hazardous. Under certain circumstances, a governmental authority could require our companies to repurchase or recall one or more of their products. Additionally, laws regulating certain consumer products exist in some cities and states, as well as in other countries in which they sell their products, where more restrictive laws and regulations exist or may be adopted in the future. Any repurchase or recall of such products could be costly and could damage the reputation of our companies. If any of our companies were required to remove, or voluntarily remove, their products from the market, their reputation may be tarnished and they may have large quantities of finished products that they cannot sell. Additionally, our companies may be subject to regulatory actions that could harm their reputations, adversely impact the values of their brands and/or increase the cost of production.

Our companies also face exposure to product liability claims in the event that one of their products is alleged to have resulted in property damage, bodily injury or other adverse effects. Defects in products could result in customer dissatisfaction or a reduction in, or cancellation of, future purchases or liability claims against our companies. If these defects occur frequently, our reputation may be impaired permanently. Defects in products could also result in financial or other damages to customers, for which our companies may be asked or required to compensate their customers, in the form of substantial monetary judgments or otherwise. While our companies take the steps deemed necessary to comply with all laws and regulations, there can be no assurance that rapidly changing safety standards will not render unsaleable products that complied with previously-applicable safety standards. As a result, these types of claims could have a material adverse effect on our businesses, results of operations and financial condition.

Some of our businesses are subject to certain risks associated with the movement of businesses offshore.

Some of our businesses are potentially at risk of losing business to competitors operating in lower cost countries. An additional risk is the movement offshore of some of our businesses' customers, leading them to procure products or services from more closely located companies. Either of these factors could negatively impact our financial condition, business and results of operations.

Loss of key customers of some of our businesses could negatively impact financial condition.

Some of our businesses have significant exposure to certain key customers, the loss of which could negatively impact our financial condition, business and results of operations.

Our businesses are subject to certain risks associated with their foreign operations or business they conduct in foreign jurisdictions.

Some of our businesses have and may have operations or conduct business outside the United States. Certain risks are inherent in operating or conducting business in foreign jurisdictions, including exposure to local economic conditions; difficulties in enforcing agreements and collecting receivables through certain foreign legal systems; longer payment cycles for foreign customers; adverse currency exchange controls; exposure to risks associated with changes in foreign exchange rates; potential adverse changes in political environments; withholding taxes and restrictions on the withdrawal of foreign investments and earnings; export and import restrictions; difficulties in enforcing intellectual property rights; and required compliance with a variety of foreign laws and regulations. These risks individually and collectively have the potential to negatively impact our financial condition, business and results of operations.

Regulations related to conflict minerals may force certain of our businesses to incur additional expenses, may make the supply chain of such businesses more complex and may result in damage to the customer relationships of such businesses.

In August 2012, as mandated by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the Securities and Exchange Commission promulgated final rules regarding disclosure of the use of certain minerals and their derivatives, including tin, tantalum, tungsten and gold, known as "conflict minerals," if these minerals are necessary to the functionality or production of the company's products. These regulations require such issuers to report annually whether or not such minerals originate from the Democratic Republic of Congo (DRC) and adjoining countries and in some cases to perform extensive due diligence on their supply chains for such minerals.

Our businesses have incurred and will continue to incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant minerals used in the products of certain of our businesses. These requirements could adversely affect the sourcing, availability and pricing of conflict minerals used in the manufacturing processes for certain products of our businesses. We have determined that certain of our subsidiaries’ products contain conflict minerals and we have developed a process to identify where such minerals originated. As of the date of our conflict minerals report for the 2015 calendar year, we were unable to determine whether or not such minerals originated in the DRC or its adjoining countries. We may continue to face difficulties in gathering this information in the future since the supply chain of certain of our businesses is complex, and we may not be able to ascertain the origins for these minerals or determine that these minerals are DRC conflict-free, which may harm the reputation of some of our businesses. Our pool of suppliers from which some of our businesses source these minerals may be limited, and we may be unable to obtain conflict-free minerals at competitive prices, which could increase costs and adversely affect the manufacturing operations and profitability of certain of our businesses. Any one or a combination of these various factors could negatively impact our financial condition, business and results of operations.

Risks Related to Advanced Circuits

Unless Advanced Circuits is able to respond to technological change at least as quickly as its competitors, its services could be rendered obsolete, which could materially adversely affect its financial condition, business and results of operations.

The market for Advanced Circuits' services is characterized by rapidly changing technology and continuing process development. The future success of its business will depend in large part upon its ability to maintain and enhance its technological capabilities, retain qualified engineering and technical personnel, develop and market services that meet evolving customer needs and successfully anticipate and respond to technological changes on a cost-effective and timely basis. Advanced Circuits' core manufacturing capabilities are for 2 to 12 layer printed circuit boards. Trends towards miniaturization and increased performance of electronic products are dictating the use of printed circuit boards with increased layer counts. If this trend continues Advanced Circuits may not be able to effectively respond to the technological requirements of the changing market. If it determines that new technologies and equipment are required to remain competitive, the development, acquisition and implementation of these technologies may require significant capital investments. It may be unable to obtain capital for these purposes in the future, and investments in new technologies may not result in commercially viable technological processes. Any failure to anticipate and adapt to its customers' changing technological needs and requirements or retain qualified engineering and technical personnel could materially adversely affect its financial condition, business and results of operations.

Advanced Circuits' customers operate in industries that experience rapid technological change resulting in short product life cycles and as a result, if the product life cycles of its customers slow materially, and research and development expenditures are reduced, its financial condition, business and results of operations will be materially adversely affected.

Advanced Circuits' customers compete in markets that are characterized by rapidly changing technology, evolving industry standards and continuous improvement in products and services. These conditions frequently result in short product life cycles. As professionals operating in research and development departments represent the majority of Advanced Circuits' net sales, the rapid development of electronic products is a key driver of Advanced Circuits' sales and operating performance. Any decline in the development and introduction of new electronic products could slow the demand for Advanced Circuits' services and could have a material adverse effect on its financial condition, business and results of operations.

Electronics manufacturing services corporations are increasingly acting as intermediaries, positioning themselves between PCB manufacturers and OEMS, which could reduce operating margins.

Advanced Circuits' OEM customers are increasingly outsourcing the assembly of equipment to third party manufacturers. These third party manufacturers typically assemble products for multiple customers and often purchase circuit boards from Advanced Circuits in larger quantities than OEM manufacturers. The ability of Advanced Circuits to sell products to these customers at margins comparable to historical averages is uncertain. Any material erosion in margins could have a material adverse effect on Advanced Circuits' financial condition, business and results of operations.

Risks Related to Arnold

Changes in the cost and availability of certain rare earth minerals and magnets could materially harm Arnold's business, financial condition and results of operations.

Arnold manufactures precision magnetic assemblies and high-performance rare earth magnets including Samarium Cobalt magnets. Arnold is especially susceptible to changes in the price and availability of certain rare earth materials. The price of these materials has fluctuated significantly in recent years and we believe price fluctuations are likely to occur in the future. Arnold's need to maintain a continuing supply of rare earth materials makes it difficult to resist price increases and surcharges imposed by its suppliers. Arnold's ability to pass increases in costs for such materials through to its customers by increasing the selling prices of its products is an important factor in Arnold's business. We cannot guarantee that Arnold will be able to maintain an appropriate differential at all times. If costs for rare earth materials increase, and if Arnold is unable to pass along, or is delayed in passing along, those increases to its customers, Arnold will experience reduced profitability. Rare earth minerals and magnets are available from a limited number of suppliers, primarily in China. Political and civil instability and unexpected adverse changes in laws or regulatory requirements, including with respect to export duties, quotas or embargoes, may affect the market price and availability of rare earth materials, particularly from China. If a substantial interruption should occur in the supply of rare earth materials, Arnold may not be able to obtain other sources of supply in a timely fashion, at a reasonable price or as would be necessary to satisfy its requirements. Accordingly, a change in the supply of, or price for, rare earth minerals and magnets could materially harm Arnold’s business, financial condition and results of operations.

Risks Related to Clean Earth

If Clean Earth is unable to renew its operating permits or lease agreements with regulatory bodies, its business would be adversely affected.

Clean Earth’s facilities operate using permits and licenses issued by various regulatory bodies at various local, state and federal government levels. Failure to renew its permits and licenses necessary to operate Clean Earth’s facilities on a timely basis or failure to renew or maintain compliance with its permits and site lease agreements on a timely basis could prevent or restrict its ability to provide certain services, resulting in a material adverse effect on its business. There can be no assurance that Clean Earth will continue to be successful in obtaining timely permit or license applications approval, maintaining compliance with its permits and lease agreements and obtaining timely lease renewals.

Clean Earth operates eighteen facilities that accept, process and/or treat materials provided by its customers. These facilities may be inherently dangerous workplaces. If Clean Earth fails to maintain safe worksites, it may be subject to significant operating risks and hazards that could result in injury or death to persons, which could result in losses or liabilities to it.

Clean Earth’s safety record is an important consideration for it and its customers. If serious accidents or fatalities occur or its safety record was to deteriorate, it may be ineligible to bid on certain work, and existing service arrangements could be terminated. Further, regulatory changes implemented by OSHA could impose additional costs on Clean Earth. Adverse experience with hazards and claims could have a negative effect on Clean Earth’s reputation with its existing or potential new customers and its prospects for future work.

If Clean Earth fails to comply with applicable environmental laws and regulations, its business could be adversely affected.

The changing regulatory framework governing Clean Earth’s business creates significant risks. Clean Earth could be held liable if its operations cause contamination of air, groundwater or soil or expose its employees or the public to contamination. Under current law, Clean Earth may be held liable for damage caused by conditions that existed before it acquired the assets, business or operations involved. Also, it may be liable if it arranges for the transportation, disposal or treatment of hazardous substances that cause environmental contamination at facilities operated by others, or if a predecessor made such arrangements and Clean Earth is a successor. Liability for environmental damage could have a material adverse effect on Clean Earth’s financial condition, results of operations and cash flows.

Stringent regulations of federal, state or provincial governments have a substantial impact on Clean Earth’s contaminated soil, dredge material and solid and hazardous waste treatment, storage, disposal and beneficial use activities. Local government controls may also apply. Many complex laws, rules, orders and regulatory interpretations govern environmental protection, health, safety, noise, visual impact, odor, land use, zoning, transportation and related matters. Clean Earth also may be subject to laws concerning the protection of certain marine and bird species, their habitats, and wetlands. It may incur substantial costs in order to conduct its operations in compliance with these environmental laws and regulations. Changes in environmental laws or regulations or changes in the enforcement or interpretation of existing laws, regulations or permitted activities may require Clean Earth to make significant capital or other expenditures, to modify existing operating licenses or permits, or obtain additional approvals or limit operations. New environmental laws or regulations that raise compliance standards or require changes in operating practices or technology may impose significant costs and/or limit Clean Earth’s operations.

Clean Earth’s revenue is primarily generated as a result of requirements imposed on our customers under federal, state, and provincial laws and regulations to protect public health and the environment. If requirements to comply with laws and regulations governing management of contaminated soils, dredge material, and hazardous wastes were relaxed or less vigorously enforced, demand for Clean Earth’s services could materially decrease and its revenues and earnings could be significantly reduced.

Risks Related to Liberty Safe

A limited number of customers in the retail segment account for a large amount of Liberty's non-dealer sales, and Liberty's operations may be adversely affected by the loss of one of these customers.
During the year ended December 31, 2016 and 2015, sales to Liberty's two largest customers accounted for approximately 36% and 37%, respectively, of Liberty's total sales. The loss of either of these retail customers could have an adverse effect on on its business, results of operations, financial condition and cash flows.

Risks Related to Manitoba Harvest

Reduced availability of raw materials and other inputs, as well as increased costs for our raw materials and other inputs, could adversely affect us.

Manitoba Harvest's business depends heavily on raw materials and other inputs used in the production of our products, particularly raw hemp seeds and organic raw hemp seeds. The raw materials are generally sourced from third-party farmers, and we are not assured of continued supply or pricing. In addition, a substantial portion of our raw materials are agricultural products, which are vulnerable to adverse weather conditions and natural disasters, such as severe rains, floods, droughts, frost, earthquakes, and pestilence. Adverse weather conditions and natural disasters also can lower hemp seeds crop yields and reduce supplies of this ingredient or increase its prices. Incremental costs, including transportation, may also be incurred if we need to find alternate short-term supplies of hemp seeds from other growers. These factors can increase costs, decrease revenues and lead to additional charges to earnings, which may have a material adverse effect on our business, results of operations and financial condition.

Cost increases in raw materials and other inputs could cause our profits to decrease significantly compared to prior periods, as we may be unable to increase our prices to offset the increased cost of these raw materials and other inputs. If we are unable to obtain raw materials and other inputs for our products or offset any increased costs for such raw materials and inputs, our business could be negatively affected.

The loss of a significant customer could negatively impact our sales and profitability.

Manitoba Harvest’s three largest customers account for approximately 47% of their total sales. The loss of any large customer, the reduction of purchasing levels or the cancellation of any business from a large customer for an extended length of time could negatively impact our sales and may have a material adverse effect on its business, results of operations, financial conditions and cash flows.

Risks Related to Sterno Products

Sterno's products operate at high temperatures and use flammable fuels, each of which could subject our business to product liability claims.

Sterno products expose it to potential product liability claims typical of fuel based heating products. The fuels Sterno Products uses in its products are flammable and may be toxic if ingested. Although Sterno products have comprehensive labeling and it follows government and third party based standards and protocols, it cannot guarantee there will not be accidents due to misuse or otherwise. Accidents involving Sterno products may have an adverse effect on its reputation and reduce demand for its products. In addition, Sterno Products may be held responsible for damages beyond its insurance coverage and there can be no guarantee that it will be able to produce adequate insurance coverage in the future.

ITEM 1B. UNRESOLVED STAFF COMMENTS

NONE

ITEM 2. PROPERTIES

Our corporate offices are located in Westport, Connecticut, where we lease approximately 1,500 square feet from our Manager. The following is a summary as of December 31, 2016 of the properties owned or leased by our business.

5.11

5.11 is headquartered in Irvine, California and leases offices and warehouse space in locations worldwide. The summary below outlines 5.11's leased offices and warehouse space.

Location	Use

	Square Feet	
Lathrop, CA	221,893	Warehouse

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Modesto, CA	66,545	Warehouse/Office
Irvine, CA	21,807	Office
Irvine, CA	1,073	Office
Irvine, CA	4,381	Office
Manteca, CA	400,000	Warehouse
Penrose Place, CO	1,100	Office
Seattle, WA	11,340	Office
Mexico City, Mexico	2,583	Office
Bankstown, Australia	10,387	Office
Malmo, Sweden	6,049	Office
Kowloon Bay, Hong Kong	13,613	Office
Dubai, UAE	1,951	Office

In addition, at December 31, 2016, 5.11 leased space for 10 retail stores, ranging in size from 3,250 square feet to 8,375 square feet.

Ergobaby

Ergobaby is headquartered in Los Angeles, California and has four other office locations worldwide. The summary below outlines Ergobaby's property locations. All locations are leased.

	Location	Square Feet
Ergobaby - Corporate	Los Angeles, CA	16,378
Ergobaby - Office	Los Angeles, CA	3,292
Ergobaby - Office	Salt Lake City, Utah	3,550
Ergobaby	Pukalani, HI	2,907
Ergobaby Europe	Hamburg, Germany	2,410
Ergobaby France	Paris, France	4,680
Ergobaby UK	Surrey, United Kingdom	251
Tula	San Diego, CA	6,221
Tula	Bialystok, Poland	9,688

Liberty Safe

Liberty Safe leases offices and warehouse facilities at two locations in Payson, Utah, where it is headquartered. The corporate headquarters and manufacturing facility are located in a 314,000 square foot building. Liberty leases an additional warehouse facility totaling approximately 11,000 square feet.

Manitoba Harvest

Manitoba Harvest leases office and warehouse facilities at two locations in a connected building in Winnipeg, Manitoba. The corporate headquarters and manufacturing and warehouse facility are located in a facility totaling approximately 14,700 square feet, and its customer experience center and additional warehouse space are located in a facility that total approximately 11,000 square feet. Manitoba Harvest's subsidiary, HOCI, owns a recently built facility on seven acres of land in St. Agathe, Manitoba. The facility is approximately 35,000 square feet and comprises manufacturing, warehouse and office space.

Advanced Circuits

Advanced Circuits' operations are located in an 113,000 square foot building in Aurora, Colorado, a 30,000 square foot building in Tempe, Arizona, and a 50,000 square foot building in Maple Grove, Minnesota. These facilities are leased and comprise both the factory and office space. The lease terms are for approximately 15 years with a renewal option at the Aurora, Colorado location for an additional 10 years.

Arnold

Arnold is headquartered in Rochester, New York and has nine manufacturing facilities. The summary below outlines Arnold’s property locations. Arnold owns the Ogallala, Nebraska location and the other locations are leased.

Location	Sq. Ft.	Use
Marengo, IL	94,220	Office/Warehouse
Marietta, OH	81,000	Office/Warehouse
Marietta, OH	22,646	Warehouse
Marengo, IL	55,200	Office/Warehouse
Norfolk, NE	109,000	Office/Warehouse
Rochester, NY	73,000	Office/Warehouse
Ogallala, NE	25,000	Office/Warehouse
Guangdong Province, China	154,210	Office/Warehouse
Sheffield, England	25,000	Office/Warehouse
Lupfig, Switzerland	58,405	Office/Warehouse
Hanau, Germany	1,092	Office
Crolles, France	215	Office

Clean Earth

Clean Earth is headquartered in Hatboro, Pennsylvania and has eighteen permitted facilities as well as several offices. The summary below outlines Clean Earth's property locations.

Location (County, State)	Operation	Size	Leased or Owned
Montgomery, PA	Corporate Headquarters	16,669 sq. ft.	Leased
Butler, PA	Offices	7,525 sq. ft.	Leased
Middlesex, NJ	Fixed Base Remediation	~ 16 acres	Leased
Hudson, NJ	Dredged Material Processing and Beneficial Reuse	~ 7 acres	Leased
Hudson, NJ	RCRA TSDF	~ 14.5 acres	Owned/ Leased
Hudson, NJ	Dredging Services and Beneficial Reuse	~ 20 acres	Lease
Philadelphia, PA	Med. Temperature Thermal Desorption	8.5 acres	Owned
Bucks, PA	Med. Temperature Thermal Desorption	7.8 acres	Owned
Lycoming, PA	Drill Cuttings Stabilization	~ 2 acres	Leased
New Castle, DE	Med. Temperature Thermal Desorption	7.6 acres	Leased
Prince Georges, MD	Chemical Stabilization	42.49 acres	Owned
Washington, MD	Chemical Stabilization	13.67 acres	Owned
Glades, FL	Med. Temperature Thermal Desorption	11.29 acres	Owned
Camden, GA	Med. Temperature Thermal Desorption	2.92 acres	Owned
Marshall, KY	RCRA TSDF	~ 25.2 acres	Owned
Monongalia, WV	RCRA TSDF - Aerosol Recycling	~ 1 acres	Owned
Butler, PA	Transportation facility	1,500 sq. ft.	Leased
Newport News, VA	Office & Warehouse	3,200 sq, ft.	Leased
Hartford, CT	Thermal Desorption	16 acres	Owned
Etowah, AL	RCRA Part B Permitted Hazardous Waste TSDF	42 acres	Owned

Sterno Products

Sterno Products is headquartered in Corona, California. Sterno Products owns a 103,500 square foot manufacturing and production facility in Memphis, Tennessee, and a 214,000 square foot manufacturing and production facility in Texarkana, Texas. All other properties are leased.

Location	Square Feet	Use
Corona, CA	12,330	Corporate Office
Memphis, TN	103,500	Manufacturing
Texarkana, TX	214,000	Manufacturing
Texarkana, TX	16,000	Warehouse
Des Plaines, IL	11,400	Office (subleased)
Toronto, Canada	13,867	Office
Vancouver, Canada	50,372	Office
Vancouver, CA	33,711	Warehouse
Montreal, CA	2,100	Warehouse
Montreal, Canada	12,500	Office
Atlanta, GA	1,235	Showroom
Las Vegas, NV	342	Showroom
Yuyao, China	2,982	Office
Yuyao, China	323	Office
Shunde, China	343	Office

Our corporate offices are located in Westport, Connecticut, where we lease approximately 1,500 square feet from our Manager.

We believe that our properties and the terms of their leases at each of our businesses are sufficient to meet our present needs and we do not anticipate any difficulty in securing additional space, as needed, on acceptable terms.

ITEM 3. LEGAL PROCEEDINGS

In the normal course of business, we are involved in various claims and legal proceedings. While the ultimate resolution of these matters has yet to be determined, we do not believe that their outcome will have a material adverse effect on our financial position or results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF SECURITIES

Market Information

Our Trust stock has traded on the New York Stock Exchange (the “NYSE”) under the symbol “CODI” since November 1, 2011. Previously, our stock was traded on the NASDAQ Global Select Market under the symbol “CODI.” The following table sets forth the intraday high and low sales prices per share as reported on the NYSE for the periods indicated:

Quarter Ended	High	Low	Distribution Declared
December 31, 2016	$19.50	$16.95	$ 0.36
September 30, 2016	17.58	16.51	0.36
June 30, 2016	17.00	15.41	0.36
March 31, 2016	16.09	13.65	0.36
December 31, 2015	17.25	15.10	0.36
September 30, 2015	17.14	9.70	0.36
June 30, 2015	17.53	15.90	0.36
March 31, 2015	16.01	17.24	0.36

Common Stock Holders

On December 31, 2016 there were 15 registered holders of our common stock. The number of registered holders includes banks and brokers who act as nominees, each of whom may represent more than one shareholder.

Securities Authorized for Issuance under Equity Compensation Plans

There are no securities currently authorized for issuance under an equity compensation plan.

COMPARATIVE PERFORMANCE OF SHARES OF TRUST STOCK

The performance graph shown below compares the change in cumulative total shareholder return on shares of Trust stock with the NASDAQ Stock Market Index, the NASDAQ Other Finance Index, the NYSE Composite Index and the NYSE Financial Sector Index for the previous five years, through the quarter ended December 31, 2016. The graph sets the beginning value of shares of Trust stock and the indices at $100, and assumes that all quarterly dividends were reinvested at the time of payment. This graph does not forecast future performance of shares of Trust stock.

Data	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012
Compass Diversified Holdings	$ 153.56	$ 147.20	$ 158.36	$ 159.96
NASDAQ Stock Market Index	$ 138.69	$ 131.67	$ 139.80	$ 135.46
NASDAQ Other Finance Index	$ 83.12	$ 80.69	$ 83.59	$ 83.87
NYSE Financial Sector Index	$ 55.18	$ 51.30	$ 54.71	$ 58.85
NYSE Composite Index	$ 97.85	$ 93.02	$ 98.37	$ 100.67

Data	March 31, 2013	June 30, 2013	September 30, 2013	December 31, 2013
Compass Diversified Holdings	$ 174.98	$ 195.86	$ 201.45	$ 224.45
NASDAQ Stock Market Index	$ 146.58	$ 152.67	$ 169.19	$ 187.36
NASDAQ Other Finance Index	$ 98.41	$ 102.70	$ 106.62	$ 117.93
NYSE Financial Sector Index	$ 63.14	$ 65.10	$ 68.66	$ 73.10
NYSE Composite Index	$ 108.58	$ 108.65	$ 114.71	$ 124.00

Data	March 31, 2014	June 30, 2014	September 30, 2014	December 31, 2014
Compass Diversified Holdings	$218.56	$212.14	$ 206.95	$ 194.20
NASDAQ Stock Market Index	$188.37	$197.75	$ 201.58	$ 212.46
NASDAQ Other Finance Index	$115.15	$114.94	$ 113.84	$ 117.29
NYSE Financial Sector Index	$73.30	$75.02	$ 74.39	$ 77.17
NYSE Composite Index	$125.52	$130.90	$ 127.60	$ 129.23

Data	March 31, 2015	June 30, 2015	September 30, 2015	December 31, 2015
Compass Diversified Holdings	$206.87	$200.67	$ 199.51	$ 198.94
NASDAQ Stock Market Index	$219.86	$223.71	$ 207.26	$ 224.64
NASDAQ Other Finance Index	$121.74	$121.61	$ 112.03	$ 115.43
NYSE Financial Sector Index	$75.83	$76.67	$ 70.13	$ 72.55
NYSE Composite Index	$129.94	$128.82	$ 116.84	$ 120.93

Data	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
Compass Diversified Holdings	$198.47	$225.44	$198.47	$225.44
NASDAQ Stock Market Index	$218.46	$238.30	$218.46	$238.30
NASDAQ Other Finance Index	$114.3	$123.62	$114.30	$123.62
NYSE Financial Sector Index	$68.25	$71.76	$68.25	$71.76
NYSE Composite Index	$121.7	$127.83	$121.70	$127.83

Distributions

For the years 2016, 2015 and 2014, we have declared and paid quarterly cash distributions to holders of record as follows:

Quarter Ended	Declaration Date	Payment Date	Distribution Per Share
December 31, 2016	January 5, 2017	January 26, 2017	$ 0.36
September 30, 2016	October 6, 2016	October 27, 2016	$ 0.36
June 30, 2016	July 7, 2016	July 28, 2016	$ 0.36
March 31, 2016	April 7, 2016	April 28, 2016	$ 0.36
December 31, 2015	January 7, 2016	January 28, 2016	$ 0.36
September 30, 2015	October 7, 2015	October 29, 2015	$ 0.36
June 30, 2015	July 9, 2015	July 29, 2015	$ 0.36
March 31, 2015	April 9, 2015	April 29, 2015	$ 0.36
December 31, 2014	January 8, 2015	January 28, 2015	$ 0.36
September 30, 2014	October 7, 2014	October 30, 2014	$ 0.36
June 30, 2014	July 10, 2014	July 30, 2014	$ 0.36
March 31, 2014	April 10, 2014	April 30, 2014	$ 0.36

We currently intend to continue to declare and pay regular quarterly cash distributions on all outstanding shares through fiscal 2017. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" in Part II, Item 7.

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities by Issuer and Affiliated Partners

None.

ITEM 6. – SELECTED FINANCIAL DATA

The following table sets forth selected historical and other data of the Company and should be read in conjunction with the more detailed consolidated financial statements included elsewhere in this Annual Report. Selected financial data below includes the results of operations, cash flow and balance sheet data of the Company for the years ended December 31, 2016, 2015, 2014, 2013, and 2012.

The Company sold 5,800,238 shares of FOX during FOX's initial public offering in August 2013, and an additional 4,466,569 shares during a FOX secondary offering in July 2014, resulting in the Company holding approximately 41% ownership interest in FOX at December 31, 2015 and 2014. Effective July 11, 2014, the date that the Company's ownership interest in FOX fell below 50%, the Company began accounting for the investment in FOX as an equity method investment at fair value. FOX's results of operations and cash flows are included in the consolidated results of operations and cash flows of the Company from the date of acquisition through July 10, 2014, the date at which the Company began accounting for the investment in FOX using the equity method of accounting. On November 16, 2016, our ownership interest in FOX fell below 20%. We use the fair value option to account for the FOX investment whereby gains or losses resulting from changes in the fair value of the investment are recorded through the statement of operations. Therefore, despite the decrease in the ownership interest in FOX below 20%, changes in the fair value of the investment will continue to be recorded in our net income (loss) for the period.

The operating results for Tridien are reflected as discontinued operations in each of the years presented in the table below and are not included in continuing operations. The operating results of CamelBak and American Furniture in 2015, 2014, 2013 and 2012 and HALO in 2012 are reflected as discontinued operations and are not included in the continuing operations data below. Data included below only includes activity in our operating subsidiaries from their respective dates of acquisition.

	Year ended December 31,				
	2016	2015	2014	2013	2012
Statements of Operations Data:					
Net sales	$978,309	$727,978	$636,675	$680,639	$579,778
Cost of sales	651,739	487,242	431,658	457,913	392,881
Gross profit	326,570	240,736	205,017	222,726	186,897
Operating expenses:					
Selling, general and administrative	217,830	136,399	128,190	116,549	108,418
Supplemental put expense (reversal)	—	—	—	(45,995)	15,995
Management fees	29,406	25,658	21,872	17,782	16,783
Amortization expense	35,069	28,761	23,063	19,350	19,532
Impairment expense/ loss on disposal of assets	25,204	—	—	—	—
Operating income	19,061	49,918	31,892	115,040	26,169
Gain on deconsolidation of subsidiary	—	—	264,325	—	—
Gain on equity method investment	74,490	4,533	11,029	—	—
Income (loss) from continuing operations	53,749	8,991	270,077	71,052	(15,745)
Income and gain from discontinued operations	2,781	156,779	21,078	7,764	20,085
Net income	56,530	165,770	291,155	78,816	4,340
Net income from continuing operations—noncontrolling interest	1,961	5,133	11,661	12,124	7,232
Net income (loss) from discontinued operations—noncontrolling interest	(116)	(1,201)	659	(1,372)	1,050
Net income (loss) attributable to Holdings	$54,685	$161,838	$278,835	$68,064	$(3,942)
Basic and fully diluted income (loss) per share attributable to Holdings:					
Continuing operations	$0.46	$(0.30)	$4.98	$0.86	$(0.48)
Discontinued operations	0.05	2.91	0.40	0.19	0.40
Basic and fully diluted income (loss) per share attributable to Holdings	$0.51	$2.61	$5.38	$1.05	$(0.08)

Cash distribution declared per share	$1.44	$1.44	$1.44	$1.44	$1.44
Cash Flow Data:					
Cash provided by operating activities	$111,372	$84,548	$70,695	$72,374	$52,566
Cash (used in) provided by investing activities	(363,021)	233,880	(424,753)	66,286	(84,426)
Cash provided by (used in) financing activities	208,726	(254,357)	265,487	(44,122)	(82,232)
Foreign currency impact on cash	(3,174)	(1,905)	(955)	450	(37)
Net increase (decrease) in cash and cash equivalents	$(46,097)	$62,166	$(89,526)	$94,988	$(114,129)

	December 31,				
	2016	2015	2014	2013	2012
Balance Sheet Data:					
Current assets	$452,819	$291,363	$320,799	$399,133	$267,659
Total assets	1,777,155	1,421,042	1,547,430	1,044,913	955,201
Current liabilities	202,521	116,479	141,231	130,130	113,799
Long-term debt	551,652	308,639	485,547	280,389	267,008
Total liabilities	882,611	547,823	739,096	475,978	498,989
Noncontrolling interests	38,139	47,135	40,903	95,550	41,584
Shareholders’ equity attributable to Holdings	856,405	826,084	767,431	473,385	414,628

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Item 7 contains forward-looking statements. Forward-looking statements in this Annual Report on Form 10-K are subject to a number of risks and uncertainties, some of which are beyond our control. Our actual results, performance, prospects or opportunities could differ materially from those expressed in or implied by the forward-looking statements. Additional risks of which we are not currently aware or which we currently deem immaterial could also cause our actual results to differ, including those discussed in the sections entitled "Forward-Looking Statements" and "Risk Factors" included elsewhere in this Annual Report.

Overview

Compass Diversified Holdings, a Delaware statutory trust, was incorporated in Delaware on November 18, 2005. Compass Group Diversified Holdings, LLC, a Delaware limited liability Company, was also formed on November 18, 2005. In accordance with the Trust Agreement, the Trust is sole owner of 100% of the Trust Interests (as defined in the LLC Agreement) of the Company and, pursuant to the LLC Agreement, the Company has outstanding, the identical number of Trust Interests as the number of outstanding shares of the Trust. Sostratus LLC owns all of our Allocation Interests. The Company is the operating entity with a board of directors and other corporate governance responsibilities, similar to that of a Delaware corporation.

The Trust and the Company were formed to acquire and manage a group of small and middle-market businesses headquartered in North America. We characterize small and middle market businesses as those that generate annual cash flows of up to $60 million. We focus on companies of this size because we believe that these companies are more able to achieve growth rates above those of their relevant industries and are also frequently more susceptible to efforts to improve earnings and cash flow.

In pursuing new acquisitions, we seek businesses with the following characteristics:

- North American base of operations;
- stable and growing earnings and cash flow;
- maintains a significant market share in defensible industry niche (i.e., has a "reason to exist");
- solid and proven management team with meaningful incentives;
- low technological and/or product obsolescence risk; and
- a diversified customer and supplier base.

Our management team's strategy for our subsidiaries involves:

- utilizing structured incentive compensation programs tailored to each business in order to attract, recruit and retain talented managers to operate our businesses;
- regularly monitoring financial and operational performance, instilling consistent financial discipline, and supporting management in the development and implementation of information systems to effectively achieve these goals;
- assisting management in their analysis and pursuit of prudent organic cash flow growth strategies (both revenue and cost related);
- identifying and working with management to execute attractive external growth and acquisition opportunities; and
- forming strong subsidiary level boards of directors, including independent directors, to supplement management in their development and implementation of strategic goals and objectives.

Based on the experience of our management team and its ability to identify and negotiate acquisitions, we believe we are well- positioned to acquire additional attractive businesses. Our management team has a large network of approximately 2,000 deal intermediaries to whom it actively markets and who we expect to expose us to potential acquisitions. Through this network, as well as our management team's active proprietary transaction sourcing efforts, we typically have a substantial pipeline of potential acquisition targets. In consummating transactions, our management team has, in the past, been able to successfully navigate complex situations surrounding acquisitions, including corporate spin-offs, transitions of family-owned businesses, management buy-outs and reorganizations. We believe the flexibility, creativity, experience and expertise of our management team in structuring transactions provides us with a strategic advantage by allowing us to consider non-traditional and complex transactions tailored to fit a specific acquisition target.

In addition, because we intend to fund acquisitions through the utilization of our Revolving Credit Facility, we do not expect to be subject to delays in or conditions by closing acquisitions that would be typically associated with transaction specific financing, as is typically the case in such acquisitions. We believe this advantage is a powerful one and is highly unusual in the marketplace for acquisitions in which we operate.

Initial public offering and Company formation
On May 16, 2006, we completed our initial public offering of 13,500,000 shares of the Trust at an offering price of $15.00 per share (the "IPO"). Subsequent to the IPO the Company's board of directors engaged our Manager to externally manage the day-to-day operations and affairs of the Company, oversee the management and operations of the businesses and to perform those services customarily performed by executive officers of a public company.
From May 16, 2006 through December 31, 2016, we purchased seventeen businesses (each of our businesses is treated as a separate operating segment) and disposed of seven businesses. The tables below reflect summarized information relating to our acquisitions and dispositions from the date of our IPO through December 31, 2016 (in thousands):
Acquisitions

			Ownership Interest - December 31, 2016	
Business	Acquisition Date	CODI Purchase Price	Primary	Diluted
CBS Holdings (Staffmark) (1)	May 16, 2006	$183,200	N/a	N/a
Crosman	May 16, 2006	$72,600	N/a	N/a
Advanced Circuits (3)	May 16, 2006	$81,000	69.4%	69.3%
Silvue	May 16, 2006	$36,000	N/a	N/a
Tridien (3)	August 1, 2006	$31,000	N/a	N/a
Aeroglide	February 28, 2007	$58,200	N/a	N/a
Halo	February 28, 2007	$62,300	N/a	N/a
American Furniture	August 31, 2007	$97,000	N/a	N/a
FOX (2)	January 4, 2008	$80,400	14.0%	N/a
Liberty Safe (3)	March 31, 2010	$70,200	88.6%	84.7%
Ergobaby (3)	September 16, 2010	$85,200	83.5%	76.9%
CamelBak	August 24, 2011	$251,400	N/a	N/a
Arnold Magnetics	March 5, 2012	$128,800	96.7%	84.7%
Clean Earth (3)	August 7, 2014	$251,400	97.5%	79.8%
Sterno Products (3)	October 10, 2014	$160,000	100.0%	89.5%
Manitoba Harvest (3)	July 10, 2015	$102,700	76.6%	65.6%
5.11	August 31, 2016	$408,200	97.5%	85.1%

(1) The total purchase price for CBS Holdings includes the acquisition of Staffmark Investment LLC on January 21, 2008 for a purchase price of $128.6 million. The Company renamed its CBS Personnel business to Staffmark subsequent to the acquisition.

(2) FOX completed an IPO of its common stock in August 2013 in which we sold a 22% interest in FOX, reducing our ownership interest to 53%. In July 2014, FOX completed a secondary offering in which we sold a 12% interest in FOX, reducing our ownership interest to 41% and resulting in the deconsolidation of FOX from our financial results. We now hold an ownership interest in FOX of approximately 14%. We have recognized total net proceeds from the sale of our FOX shares of approximately $328.9 million.

(3) The total purchase price does not reflect add-on acquisitions made by our businesses subsequent to their purchase by CODI.

Dispositions

Business	Date of Disposition	Sale Price	CODI Proceeds from Disposition [1]	Gain (loss) recognized
Crosman	January 5, 2007	$143,000	$ 109,600	$35,800
Aeroglide	June 24, 2008	$95,000	$ 78,500	$34,000
Silvue	June 25, 2008	$95,000	$ 63,600	$39,400
Staffmark	October 17, 2011	$295,000	$ 216,000	$88,600
Halo	May 1, 2012	$76,500	$ 66,500	$(500)
CamelBak	August 3, 2015	$412,500	$ 367,800	$164,000
American Furniture	October 5, 2015	$24,100	$ 23,500	$(14,300)
Tridien	September 21, 2016	$25,000	$ 22,700	$1,680

[1] CODI portion of the net proceeds from disposition includes debt and equity proceeds and reflects the accounting for the redemption of the sold business's minority shareholders and transaction expenses.

We are dependent on the earnings of, and cash receipts from, the businesses that we own in order to meet our corporate overhead and management fee expenses and to pay distributions. The earnings and distributions of our businesses are generally lowest in the first quarter, and strongest in the third and fourth quarter, of each fiscal year. These earnings and distributions, net of any non-controlling interest in these businesses, are available to:

- meet capital expenditure requirements, management fees and corporate overhead charges;
- fund distributions from the businesses to the Company; and
- be distributed by the Trust to shareholders.

2016 Highlights

Acquisitions

Platform Acquisition

5.11

On August 31, 2016, we closed on the acquisition of 5.11, a leading provider of purpose-built tactical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. The purchase price for 5.11, net of transaction costs of $2.1 million was $408.2 million. We funded the acquisition through an Incremental Facility Amendment to the 2014 Credit Agreement. The Incremental Facility Amendment provided an increase to the 2014 Revolving Credit Facility of $150.0 million, and an advance under the 2016 Incremental Term Loan in the amount of $250.0 million.

Add-ons

Acquisition of Baby Tula

On May 11, 2016, the Company's Ergobaby subsidiary, acquired all of the outstanding membership interests in New Baby Tula LLC ("Baby Tula"), a maker of premium baby carriers, toddler carriers, slings, blankets and wraps. The purchase price was $73.8 million, net of transaction costs, plus a potential earn-out of $8.2 million based on 2017 financial performance. Ergobaby paid $0.8 million in transaction costs in connection with the acquisition. Ergobaby funded the acquisition and payment of related transaction costs through the issuance of an additional $68.2 million in intercompany loans with the Company, and the issuance of $8.2 million in Ergobaby shares to the selling shareholders.

Acquisitions of EWS and Phoenix Soil

On June 1, 2016, the Company's Clean Earth subsidiary acquired certain of the assets and liabilities of EWS Alabama, Inc. ("EWS".) Clean Earth funded the acquisition and the related transaction costs through the issuance of additional intercompany debt with the Company. Based in Glencoe, Alabama, EWS provides a range of hazardous and non-hazardous waste management services from a fully permitted hazardous waste RCRA Part B facility.

On April 15, 2016, Clean Earth acquired certain assets and liabilities of Phoenix Soil, LLC ("Phoenix Soil") and WIC, LLC (together with Phoenix Soil, the "Sellers"). Clean Earth funded the acquisition and the related transaction costs through the issuance of additional intercompany debt with the Company. Phoenix Soil is based in Plainville, CT and provides environmental services for nonhazardous contaminated soil materials with a primary focus on soil. Phoenix Soil recently completed its transition to a new 58,000 square foot thermal desorption facility owned by WIC, LLC. The acquisition increased Clean Earth's soil treatment capabilities and expand its geographic footprint into New England.

Acquisition of Northern International, Inc.

On January 22, 2016, Sterno Products, a wholly owned subsidiary of the company, acquired all of the outstanding stock of Northern International, Inc. (NII), for a purchase price of approximately $35.8 million (C$50.6 million). The purchase price includes an earn-out payable over two years of up to a maximum amount of $1.8 million (C$2.5 million). Headquartered in Coquitlam, British Columbia, Canada, NII sells flameless candles and outdoor lighting products through the retail segment. Sterno Products financed the acquisition and payment of the related transaction costs through the issuance of an additional $37.0 million in intercompany loans with the Company.

Dispositions

Disposition of Tridien Medical

On September 21, 2016, a subsidiary of Hill-Rom Holdings, Inc. acquired our Tridien subsidiary, based on an enterprise value of $25 million. After the allocation of the sales price to non-controlling equity holders and the payment of transaction expenses, the Company received approximately $22.7 million in net proceeds related to the sale. We recognized a gain of $1.7 million on the sale of Tridien during the year ended December 31, 2016.

Partial Divestiture of FOX shares

In November 2016, FOX closed on a secondary offering of 3,500,000 shares of FOX common stock held by the Company, for total net proceeds of $71.8 million. This sale of the portion of our FOX shares in November 2016 qualified as a Sale Event under the Company's LLC Agreement. Our board of directors declared a distribution to the Holders of the Allocation Interests of $13.4 million in connection with the Sale Event in the fourth quarter of 2016. The profit allocation payment was made during the first quarter of 2017. As a result of the November 2016 sale of FOX shares, our ownership interest in FOX was reduced to approximately 14%. We continue to evaluate opportunities to divest the remainder of our FOX shares.

On August 12, 2016, FOX, closed on a secondary public offering of 4,025,000 shares held by certain FOX shareholders, including the Company. The Company sold a total of 3,500,000 shares of FOX common stock in this offering, for total net proceeds of $63.0 million. Upon completion of the offering, our ownership of FOX decreased from approximately 33% to approximately 23%. This sale of the portion of our FOX shares in August 2016 qualified as a Sale Event under the Company's LLC Agreement. Our board of directors declared a distribution to the Holders of the Allocation Interests of $11.6 million in connection with the Sale Event of FOX in August 2016. The profit allocation payment, offset by the negative profit allocation resulting from the disposition of Tridien, was made during the quarter ended December 31, 2016.

During the first quarter of 2016, FOX closed on a secondary public offering of 2,500,000 shares of FOX common shares held by the Company. Concurrently with the closing of the offering, FOX repurchased 500,000 shares of FOX common stock held by the Company. As a result of the sale of shares through the offering and the repurchase of shares by FOX, we sold a total of 3,000,000 shares of FOX common stock, with total net proceeds of approximately $47.7 million. Upon completion of the offering and repurchase of shares by FOX, our ownership interest in FOX was reduced from approximately 41% to 33%. This sale of the portion of our FOX shares in March 2016 qualified as a Sale Event under the Company's LLC Agreement. During the second quarter, our board of directors declared a distribution to the Holders of the Allocation Interests of $8.6 million in connection with the Sale Event of FOX. The profit allocation payment was made during the quarter ended June 30, 2016.

Sale of Trust Common Shares

In December 2016, the Company completed an offering of 5,600,000 Trust common shares at an offering price of $18.65 per share. The net proceeds to the Company, after deducting the underwriter's discount and offering costs, totaled approximately $99.4 million.

Ergobaby Share Repurchase

In June 2016, Ergobaby repurchased 77,425 shares of Ergobaby common stock from certain noncontrolling interest shareholders for a total purchase price of $15.4 million. Ergobaby financed the repurchase of shares with an increase to the intercompany debt facility with the Company. Subsequent to the repurchase, the noncontrolling interest in Ergobaby is 83.9% on a primary basis and 76.2% on a fully diluted basis. The shares have been accounted for as treasury shares by Ergobaby.

2016 Distributions

For the 2016 fiscal year we declared distributions to our shareholders totaling $1.44 per share.

2017 Outlook

Middle market deal flow remained steady in 2016 relative to 2015, in part due to continued attractive valuations for sellers. High valuation levels continue to be driven by the availability of debt capital with favorable terms and financial and strategic buyers seeking to deploy available equity capital.

We remain focused on marketing the Company’s attractive ownership and management attributes to potential sellers of middle market businesses and intermediaries. In addition, we continue to pursue opportunities for add-on acquisitions by certain of our existing subsidiary companies, which can be particularly attractive from a strategic perspective.

The areas of focus for 2017, which are generally applicable to each of our businesses, include:

- Achieving sales growth through a combination of new product development, increasing distribution and international expansion;
- Taking market share, where possible, in each of our niche market leading companies, generally at the expense of less well capitalized competitors;
- Striving for excellence in supply chain management, manufacturing and technological capabilities;
- Continuing to pursue expense reduction and cost savings in lower margin business lines or in response to lower production volume;
- Continuing to grow through disciplined, strategic acquisitions and rigorous integration processes; and
- Driving free cash flow through increased net income and effective working capital management, enabling continued investment in our businesses, strategic acquisitions, and distributions to our shareholders.

Results of Operations

We were formed on November 18, 2005 and acquired our existing businesses (segments) as follows:

May 16, 2006	March 31, 2010	September 16, 2010	March 5, 2012
Advanced Circuits	Liberty Safe	Ergobaby	Arnold

August 26, 2014	October 10, 2014	July 10, 2015	August 31, 2016
Clean Earth	Sterno Products	Manitoba Harvest	5.11

Fiscal 2016, 2015 and 2014 each represent a full year of operating results included in our consolidated results of operations for four of our businesses. We acquired 5.11 in August 2016, Manitoba Harvest in July 2015, and Clean Earth and Sterno Products in August 2014 and October 2014, respectively. Additionally, on July 10, 2014, our ownership interest in FOX decreased below 50% and as a result, beginning July 10, 2014, FOX no longer met the requirements for inclusion in our consolidated results of operations. In the following results of operations, we provide (i) our actual Consolidated Results of Operations for the years ended December 31, 2016, 2015 and 2014, which includes the historical results of operations of each of our businesses (operating segments) from the date of acquisition and (ii) comparative historical results of operations for each of our businesses on a stand-alone basis ("Results of Operations – Our Businesses"), for each of the years ended December 31, 2016, 2015 and 2014, where all years presented include relevant pro-forma adjustments for pre-acquisition periods and explanations where applicable.

Consolidated Results of Operations — Compass Diversified Holdings

(in thousands)	Year Ended December 31, 2016	December 31, 2015
Net revenues	$978,309	$727,978
Cost of sales	651,739	487,242
Gross profit	326,570	240,736
Selling, general and administrative expense	217,830	136,399
Management fees	29,406	25,658
Amortization of intangibles	35,069	28,761
Impairment expense	16,000	—
Loss on disposal of assets	9,204	—
Operating income	$19,061	$49,918

(in thousands)	Year Ended December 31, 2014		
	Consolidated Results of Operations	Less: FOX	Consolidated Results less FOX
Net revenues	$636,675	$149,995	$ 486,680
Cost of sales	431,658	103,701	327,957
Gross profit	205,017	46,294	158,723
Selling, general and administrative expense	128,190	25,780	102,410
Management fees	21,872	—	21,872
Amortization of intangibles	23,063	3,220	19,843
Operating income	$31,892	$17,294	$ 14,598

Year Ended December 31, 2016 compared to the Year Ended December 31, 2015

Net sales

On a consolidated basis, net sales for the year ended December 31, 2016 increased by approximately $250.3 million or 34.4% compared to the corresponding period in 2015. 5.11 sales since the date of acquisition were $109.8 million, while $41.9 million of the increase reflects a full year of net sales at Manitoba Harvest in 2016 as compared to 2015. The remaining amount of the increase was primarily due to add-on acquisitions made during 2016, specifically the Ergobaby acquisition of Baby Tula in May 2016 ($16.3 million in net sales from date of acquisition), and the Sterno acquisition of NII in January 2016 ($77.9 million in net sales from the date of acquisition). Refer to "Results of Operations - Our Businesses" for a more detailed analysis of net sales by business segment.
We do not generate any revenues apart from those generated by the businesses we own. We may generate interest income on the investment of available funds, but expect such earnings to be minimal. Our investment in our businesses is typically in the form of loans from the Company to such businesses, as well as equity interests in those businesses. Cash flows coming to the Trust and the Company are the result of interest payments on those loans, amortization of those loans and, in some cases, dividends on our equity ownership. However, on a consolidated basis these items will be eliminated.

Cost of sales

On a consolidated basis, cost of sales increased approximately $164.5 million during the year ended December 31, 2016, compared to the corresponding period in 2015. 5.11 cost of sales since the date of acquisition were $78.8 million, while $20.9 million of the increase reflects a full year of cost of sales at Manitoba Harvest in 2016 as compared to 2015. The remaining amount of the increase was primarily due to add-on acquisitions made during 2016, specifically the Ergobaby acquisition of Baby Tula in May 2016 ($4.7 million in cost of sales from date of acquisition), and the Sterno acquisition of NII in January 2016 ($58.1 million in net sales from the date of acquisition). Gross profit as a percentage of sales was approximately 33.4% in year ended December 31, 2016 compared to 33.1% in 2015. Refer to "Results of Operations - Our Businesses" for a more detailed analysis of cost of sales by business segment.

Selling, general and administrative expense

On a consolidated basis, selling, general and administrative expense increased approximately $81.4 million during the year ended December 31, 2016, compared to the corresponding period in 2015. The increase in expenses in 2016 compared to 2015 is principally the result of the acquisition of 5.11 in August 2016 ($38.1 million in selling, general and administrative expenses, including $2.1 million in acquisition costs), a full year of expense related to our 2015 acquisition, Manitoba Harvest, ($11.5 million), and the add on acquisitions of Baby Tula by Ergobaby and NII by Sterno Products ($3.9 million and $18.6 million, respectively, in selling, general and administrative expense). Refer to "Results of Operations - Our Businesses" for a more detailed analysis of selling, general and administrative expense by business segment. At the corporate level, general and administrative expense increased from $10.6 million in 2015 to $12.3 million in 2016.

Fees to manager

Pursuant to the Management Services Agreement, we pay CGM a quarterly management fee equal to 0.5% (2.0% annually) of our consolidated adjusted net assets. We accrue for the management fee on a quarterly basis. For the year ended December 31, 2016, we incurred approximately $29.4 million in expense for these fees compared to $25.7 million for the corresponding period in 2015. The $3.8 million increase in the year ended December 31, 2016 is principally due to the increase in consolidated net assets resulting from the acquisition of 5.11 in August 2016, and the add-on acquisitions by our businesses that occurred throughout 2016.

Impairment expense

The Company performed interim goodwill impairment testing on the three reporting units of Arnold as of December 31, 2016. The results of the impairment test (Step 1) indicated that the goodwill associated with the PMAG reporting unit was impaired. The Company developed an estimated range of the potential goodwill impairment at PMAG of between $14 million and $19 million, and has recorded impairment expense of $16 million at December 31, 2016. The result of the Step 2 analysis is expected to be recorded in the first quarter of 2017.

Loss on disposal of assets

Both the Ergobaby and Clean Earth businesses recognized losses on disposal of assets during 2016. Ergobaby recorded a $5.9 million loss on disposal of assets during the year ended December 31, 2016 related to its decision to dispose of the Orbit Baby product line. The loss is comprised of the write-off of intangible assets of $5.5 million, property, plant and equipment of $0.4 million, and other assets of $1.0 million. In October 2016, Ergobaby sold a majority of the Orbit Baby intellectual property and tooling assets. The proceeds of the sale reduced the loss recorded on disposal of assets by approximately $1.0 million in the fourth quarter of 2016. Clean Earth recognized a loss on disposal of assets of $3.3 million during the fourth quarter of 2016 related to the closure of the Company's Williamsport, Pennsylvania site which processed drill cuttings. The loss was comprised of intangible assets specific to the Williamsport location, as well as equipment that could not be repurposed to other sites at the time of the closing of the facility.

Year Ended December 31, 2015 compared to the Year Ended December 31, 2014

Net sales

On a consolidated basis, net of FOX, net sales for the year ended December 31, 2015 increased by approximately $241.3 million or 49.6% compared to the corresponding period in 2014. Our acquisitions of Clean Earth and Sterno Products in August and October 2014, respectively, contributed $210.2 million of the total increase, and the acquisition of Manitoba Harvest in July 2015 contributed an additional $17.4 million. During the year ended December 31, 2015 compared to 2014, we also saw notable sales increases at Ergobaby ($4.3 million) and Liberty ($11.0 million), offset in part by decreased sales at Arnold Magnetics ($3.2 million). Refer to "Results of Operations - Our Businesses" for a more detailed analysis of net sales by business segment.

Cost of sales

On a consolidated basis, net of FOX, cost of sales increased approximately $159.3 million during the year ended December 31, 2015, compared to the corresponding period in 2014. The 2014 acquisitions ($150.7 million) and Manitoba Harvest ($11.9 million of the increase, including the amortization of the step up in fair value of inventory associated with the purchase price allocation of $3.1 million) were the primary drivers of the increase in cost of sales during the year ended December 31, 2015. Gross profit as a percentage of sales was approximately 33.1% in year ended December 31, 2015 compared to 32.6% in 2014. Refer to "Results of Operations - Our Businesses" for a more detailed analysis of cost of sales by business segment.

Selling, general and administrative expense

On a consolidated basis, net of FOX, selling, general and administrative expense increased approximately $34.0 million during the year ended December 31, 2015, compared to the corresponding period in 2014. The increase in expenses in 2015 compared to 2014 is principally the result of including a full year of expenses from our 2014 acquisitions (an increase of $24.1 million), as well as the expenses from Manitoba Harvest ($9.8 million, including acquisition costs). Refer to "Results of Operations - Our Businesses" for a more detailed analysis of selling, general and administrative expense by business segment. At the corporate level, general and administrative expense decreased from $11.2 million in 2014 to $10.6 million in 2015.

Fees to manager

Pursuant to the Management Services Agreement, we pay CGM a quarterly management fee equal to 0.5% (2.0% annually) of our consolidated adjusted net assets. We accrue for the management fee on a quarterly basis. For the year ended December 31, 2015, we incurred approximately $25.7 million in expense for these fees compared to $21.9

million for the corresponding period in 2014. The $3.8 million increase in the year ended December 31, 2015 is principally due to the increase in consolidated net assets resulting from the 2014 acquisitions during the third and fourth quarter of 2014, respectively, and Manitoba Harvest in the third quarter of 2015, and the timing of the dispositions of CamelBak and American Furniture during the latter half of 2015.

Amortization expense

Amortization expense increased $8.9 million, from $19.8 million for the year ended December 31, 2014 to $28.8 million for the year ended December 31, 2015. The increase primarily relates to a full year of amortization expense in 2015 for our 2014 acquisitions (resulting in an increase of $11.1 million), offset by a decrease in amortization at our Liberty Safe business related to certain intangibles that were fully amortized in 2014.

Results of Operations — Our Businesses

As previously discussed, we acquired our businesses on various acquisition dates beginning May 16, 2006. As a result, our consolidated operating results only include the results of operations since the acquisition date associated with each of our businesses in accordance with Generally Accepted Accounting Principles. The following discussion reflects a comparison of the historical results of operations for each of our businesses (segments) for the complete fiscal years ending December 31, 2016, 2015 and 2014. For 5.11, which we acquired in August 2016, the following discussion reflects the comparative pro forma results of operations for the fiscal years ended December 31, 2016, 2015 and 2014 as if we had acquired the business on January 1, 2014. For Manitoba Harvest, which was acquired in July 2015, the following discussion reflects the historical operations for the year ended December 31, 2016, and comparative pro forma results of operation for the entire fiscal years ending December 31, 2015 and 2014 as if we had acquired the business January 1, 2014. For the 2014 acquisitions, the following discussion reflects historical operations for the year ending December 31, 2016 and 2015, and comparative pro forma results of operations for the entire fiscal year ending December 31, 2014, as if we had acquired the businesses on January 1, 2014. Where appropriate, relevant pro forma adjustments are reflected as part of the historical operating results. We believe this presentation enhances the discussion and provides a more meaningful comparison of operating results. The following operating results of our businesses are not necessarily indicative of the results to be expected for a full year, going forward.

We categorize the businesses we own into two separate groups of businesses (i) branded consumer businesses, and (ii) niche industrial businesses. Branded consumer businesses are characterized as those businesses that we believe capitalize on a valuable brand name in their respective market sector. We believe that our branded consumer businesses are leaders in their particular category. Niche industrial businesses are characterized as those businesses that focus on manufacturing and selling particular products or services within a specific market sector. We believe that our niche industrial businesses are leaders in their specific market sector.

Branded Consumer Businesses

5.11

Overview

5.11 is a leading provider of purpose-built tactical apparel and gear for law enforcement, firefighters, EMS, and military special operations as well as outdoor and adventure enthusiasts. 5.11 is a brand known for innovation and authenticity, and works directly with end users to create purpose-built apparel and gear designed to enhance the safety, accuracy, speed and performance of tactical professionals and enthusiasts worldwide. Headquartered in Irvine, California, 5.11 operates sales offices and distribution centers globally, and 5.11 products are widely distributed in uniform stores, military exchanges, outdoor retail stores, its own retail stores and on 511tactical.com.

We made loans to and purchased a controlling interest in 5.11 for a net purchase price of $408.2 million in August 2016, representing approximately 97.5% of the initial outstanding equity of 5.11 ABR Corp.

Results of Operations

The table below summarizes the pro forma results of operations for 5.11 for the years ended December 31, 2016, 2015 and 2014. We acquired 5.11 on August 31, 2016. The following results are reported as if we had acquired 5.11 on January 1, 2014.

	Year ended December 31,		
(in thousands)	2016 (Pro forma)	2015 (Pro forma)	2014 (Pro forma)
Net sales	$295,256	$284,471	$278,852
Cost of sales (a)	182,456	161,785	156,693
Gross profit	112,800	122,686	122,159
Selling, general and administrative expenses (b)	107,149	97,953	98,370
Management fees (c)	1,000	1,000	1,000
Amortization of intangibles (d)	8,503	8,189	8,189
(Loss) income from operations	$(3,852)	$15,544	$14,600

Pro forma results of operations for 5.11 for the annual periods ended December 31, 2016, 2015 and 2014 include the following pro forma adjustments applied to historical results:

(a) The purchase price allocation for 5.11 included a step-up in the value of inventory of $39.1 million which is being recognized through cost of sales over the inventory turns of 5.11 of approximately 1.3x annually. $17.4 million in expense was recognized from the date of acquisition through December 31, 2016, and the remaining amount of inventory step-up will be recognized through cost of sales in the first and second quarter of 2017.

(b) Selling, general and administrative expenses were increased by approximately $0.9 million, $1.1 million and $0.7 million in the years ended December 31, 2016, 2015 and 2014, respectively, as a result of stock compensation expense related to stock options that have been granted to 5.11 employees as a result of the acquisition.

(c) Represents management fees that would have been payable to the Manager in each period presented.

(d) Represents amortization of intangible assets in the three years ended December 31, 2016, 2015 and 2014, respectively, for amortization expense associated with the allocation of the fair value of intangible assets resulting from the final purchase price allocation in connection with our acquisition.

Pro Forma Year Ended December 31, 2016 compared to the Pro Forma Year Ended December 31, 2015

Net sales

Net sales for the year ended December 31, 2016 were $295.3 million, an increase of $10.8 million, or 3.8%, compared to the same period in 2015. Base revenues, which are considered all revenues outside of direct-to-agency business, increased $15.8 million, or 6% over the comparable period. This increase was driven primarily by growing demand in the consumer wholesale channel, which increased 11% due to strong sell-through in the outdoor and sporting goods accounts. Retail and e-commerce revenues grew 131% and 20%, respectively. Retail revenues grew due to six new store openings since January 2015 (bringing the total store count to ten as of December 31, 2016), and a comparable store sales increase of 16%. Direct-to-agency sales decreased $5.7 million in fiscal 2016 compared to 2015, primarily as a result of a significant contract that shipped in the third quarter of 2015 but did not recur in 2016.

Cost of sales

Cost of sales for the year ended December 31, 2016 were $182.5 million compared to $161.8 million for the year ended December 31, 2015. Gross profit as a percentage of sales decreased from 43.1% in the year ended December 31, 2015 to 38.2% in the year ended December 31, 2016. Cost of sales for the year ended December 31, 2016 includes $17.4 million in expense related to a $39.1 million inventory step-up resulting from the acquisition purchase price allocation. The total inventory step-up amount of $39.1 million will be expensed to cost of goods sold over the expected turns of 5.11's inventory, with the remaining amount of $21.7 million at December 31, 2016 recognized during the first half of 2017. Excluding the effect of $17.4 million of expense associated with the inventory step-up, gross profit as a percentage of sales increased from 43.1% for the year ended December 31, 2015 to 44.1% for the year ended December 31, 2016. The gross profit as a percentage of sales increased 100 bps due to lower discounts and promotional activity and a larger proportion of revenues from the higher margin retail and e-commerce distribution channels as compared to the prior year period. During the year ended December 31, 2015, 5.11 incurred unusually high levels of discounts and promotional activity caused by the West Coast Port slowdown. These unusually high levels of discounts and promotional activity did not recur in the year ended December 31, 2016.

Selling, general and administrative expenses

Selling, general and administrative expenses for the year ended December 31, 2016 increased to $107.1 million or 36.3% of net sales compared to $98.0 million or 34.4% of net sales in the same period in 2015. This increase in selling, general and administrative expenses was primarily attributable to increases in employee related costs including wage increases and slightly increased staffing levels, as well as six new retail stores that were not open in the prior year comparable period. Selling, general and administrative expense for the year ended December 31, 2016 also includes $1.2 million in integration fees paid to CGM and $2.1 million in one-time buyer transaction costs incurred in August 2016 related to the 5.11 acquisition by the Company.

(Loss) income from operations
Loss from operations for the year ended December 31, 2016 was $3.9 million, a decrease of $19.4 million when compared to the same period in 2015, primarily due to the amortization of the inventory step-up resulting from the purchase price allocation, transaction related costs resulting from the acquisition, as well as the other factors noted above.

Pro Forma Year Ended December 31, 2015 compared to the Pro Forma Year Ended December 31, 2014

Net sales

Net sales for the year ended December 31, 2015 were $284.5 million, an increase of $5.6 million, or 2.0%, compared to the same period in 2014. Base revenues, which are considered all revenues outside of direct-to-agency business increased 7% over the comparable period. This increase was driven primarily by growing demand in the domestic and international professional channel. In addition, 5.11 experienced 11% growth in the consumer wholesale channel due to strong sell-through in outdoor and sporting goods accounts. Retail and e-commerce revenues grew 118% and 16%, respectively. Retail revenues grew due to three new store openings since January of 2014 (bringing the total store count to four as of December 31, 2015). Direct-to-agency sales decreased $11.6 million in fiscal 2015 compared to 2014, primarily as a result of a certain contracts that shipped in 2014 that did not recur in 2015.

Cost of sales

Cost of sales for the year ended December 31, 2015 were $161.8 million compared to $156.7 million for the year ended December 31, 2014. Gross profit as a percentage of sales decreased from 43.8% in the year ended December 31, 2014 to 43.1% in the year ended December 31, 2015. During the year ended December 31, 2015, the Company incurred unusually high levels of discounts and promotional activity caused by the West Coast Port slowdown. These unusually high levels of discounts and promotional activity did not occur in the year ended December 31, 2014 as there were no significant port issues during that year.

Selling, general and administrative expenses

Selling, general and administrative expenses for the year ended December 31, 2015 were $98.0 million or 34.4% of net sales compared to $98.4 million or 35.3% of net sales in the same period in 2014. This decrease in selling, general and administrative expenses as a percentage of net sales was primarily attributable to leveraging fixed costs over a higher revenue base.

Income from operations

Income from operations for the year ended December 31, 2015 was $15.5 million, an increase of $0.9 million when compared to the same period in 2014, based on the factors noted above.

Ergobaby

Overview

Ergobaby, headquartered in Los Angeles, California, is a designer, marketer and distributor of wearable baby carriers and accessories, blankets and swaddlers, nursing pillows, and related products. Ergobaby primarily sells its Ergobaby and Baby Tula branded products through brick-and-mortar retailers, national chain stores, online retailers, its own websites and distributors and derives approximately 56% of its sales from outside of the United States.

We made loans to and purchased a controlling interest in Ergobaby on September 16, 2010, for approximately $85.2 million, representing approximately 84% of the equity in Ergobaby.

On November 18, 2011 Ergobaby acquired Orbit Baby for approximately $17.5 million. Founded in 2004 and based in Newark, California, Orbit Baby produced and marketed a luxury line of strollers and car seats that utilized a patented hub ring to allow parents to easily move car seats from car seat bases to stroller frames in an instant without the need for any additional components. During the second quarter of 2016, Ergobaby's board of directors approved a plan to dispose of the Orbit Baby product line and in the fourth quarter of 2016, most of the Orbit Baby tooling and intellectual property was sold to Orbit Baby’s Korean distributor. Ergobaby recognized a net loss on the disposal of the Orbit Baby assets of $5.9 million during 2016.

On May 12, 2016, Ergobaby acquired membership interests of New Baby Tula LLC (“Baby Tula”) for approximately $73.8 million, excluding a potential earn-out payment. Baby Tula designs, markets and distributes baby carriers and accessories. The results of operations of Baby Tula are included from the date of acquisition through December 31, 2016.

Results of Operations

The table below summarizes the results of operations for Ergobaby for the fiscal years ended December 31, 2016, 2015 and 2014.

	Year ended December 31,		
(in thousands)	2016	2015	2014
Net sales	$103,348	$86,506	$82,255
Cost of sales	39,962	30,070	29,740
Gross profit	63,386	56,436	52,515
Selling, general and administrative expenses	37,703	31,296	30,891
Management fees	500	500	500
Amortization of intangibles	2,133	2,483	2,977
Loss on disposal of assets	5,899	—	—
Income from operations	$17,151	$22,157	$18,147

Year Ended December 31, 2016 compared to the Year Ended December 31, 2015

Net sales
Net sales for the year ended December 31, 2016 were $103.3 million, an increase of $16.8 million or 19.5% compared to the same period in 2015. Net sales for Baby Tula subsequent to the acquisition were $16.3 million. During the year ended December 31, 2016, international sales were approximately $57.4 million, representing an increase of $9.2 million over the corresponding period in 2015. International sales of baby carriers, accessories and product adjacencies (sleep and nursing) increased by approximately $10.7 million and international sales of infant travel systems decreased by approximately $1.5 million during the year ended December 31, 2016 as compared to the year ended December 31, 2015. Baby Tula international sales represent an increase of $5.2 million. During 2016, Ergobaby moved to a direct sales model from a distributor model in Canada, the United Kingdom and Switzerland, which negatively impacted the year-over-year international sales comparison. Domestic sales were $45.9 million during the year ended December 31, 2016, reflecting an increase of $7.7 million compared to the corresponding period in 2015. Domestic sales of baby carriers, accessories and product adjacencies (sleep and nursing) increased $10.3 million and domestic sales of infant travel systems and accessories decreased $2.6 million during the year ended December 31, 2016 compared to the same period in 2015. Baby Tula domestic sales represent an increase of $11.1 million. The decrease in domestic infant travel systems and accessories was primarily attributable to lower demand of travel systems and the decision to exit the Orbit Baby brand. Baby carriers, accessories and product adjacencies (sleep and nursing) represented 93% of sales in the year ended December 31, 2016 compared to 87% in the same period in 2015.

Cost of sales
Cost of sales was approximately $40.0 million for the year ended December 31, 2016 as compared to $30.1 million for the year ended December 31, 2015. Cost of sales for Baby Tula were approximately $10.1 million, and includes $4.7 million in expense associated with the inventory step-up recorded in connection with the purchase price allocation for Baby Tula. The increase in cost of sales was primarily attributable to higher sales compared to the prior period. Gross profit as a percentage of sales was 61.3% for the year ended December 31, 2016 compared to 65.2% for the same period in 2015. Excluding the impact of the inventory step-up expense on cost of sales, gross profit as a percentage of sales was 65.9% for the year ended December 31, 2016.

Selling, general and administrative expenses
Selling, general and administrative expense for the year ended December 31, 2016 increased to approximately $37.7 million or 36.5% of net sales compared to $31.3 million or 36.2% of net sales for the same period of 2015. The $6.4 million increase in the year ended December 31, 2016 compared to the same period in 2015 was primarily attributable to the acquisition costs and additional selling, general and administrative expenses related to Baby Tula, higher marketing spend, increases in employee related costs due to increased staffing levels, and increased legal fees, partially offset by decreased variable expenses, such as distribution and fulfillment and commissions.

Loss on disposal of assets

Ergobaby recorded a $5.9 million loss on disposal of assets during the year ended December 31, 2016 related to its decision to dispose of the Orbit Baby product line. The loss is comprised of the write-off of intangible assets of $5.5 million, property, plant and equipment of $0.4 million, and other assets of $1.0 million. In October 2016, Ergobaby sold a majority of the Orbit Baby intellectual property and tooling assets. The proceeds of the sale reduced the loss recorded on disposal of assets by approximately $1.0 million in the fourth quarter of 2016.

Income from operations
Income from operations for the year ended December 31, 2016 decreased $5.0 million, to $17.2 million, compared to $22.2 million for the same period of 2015, primarily as a result of the loss on disposal of assets.

Year Ended December 31, 2015 compared to the Year Ended December 31, 2014

Net sales
Net sales for the year ended December 31, 2015 were $86.5 million, an increase of $4.3 million or 5.2% compared to the same period in 2014. During the year ended December 31, 2015, international sales were approximately $48.2 million, representing an increase of $1.5 million over the corresponding period in 2014. International baby carrier and accessory sales increased by approximately $1.8 million, offset by a decrease in international infant travel systems sales by approximately $0.3 million during 2015 as compared to 2014. Domestic sales were $38.3 million during the year ended December 31, 2015, reflecting an increase of $2.7 million over the corresponding period in 2014. The growth in domestic sales during 2015 compared to 2014 is attributable to increased sales of baby carriers and accessories ($4.8 million) to national and specialty retail accounts, offset by a decrease in domestic revenues for infant travel systems and accessories ($2.1 million). The increase in baby carrier sales was attributable to the demand for the Ergobaby's 360 four position carrier, which was domestically available late in the second quarter of 2014. The decrease in infant travel systems and accessories sales was primarily attributable to higher revenues during 2014 when Ergobaby launched the new Orbit Baby G3 infant travel system, which includes stroller bases, various seats and accessories, into the domestic market. Baby carriers and accessories represented 86.5% of sales in the year ended December 31, 2015 compared to 83.0% in the same period in 2014.

Cost of sales
Cost of sales was approximately $30.1 million for the year ended December 31, 2015 as compared to $29.7 million for the year ended December 31, 2014. The increase in cost of sales was primarily attributable to higher sales volume compared to the prior period. Gross profit as a percentage of sales was 65.2% for the year ended December 31, 2015 compared to 63.8% for the same period in 2014. The 140 basis point increase is primarily attributable to product sales mix, with a larger percentage of higher margin baby carrier sales as compared to the prior period.

Selling, general and administrative expenses
Selling, general and administrative expense for the year ended December 31, 2015 increased to approximately $31.3 million or 36.2% of net sales compared to $30.9 million or 37.6% of net sales for the same period of 2014. The $0.4 million increase in the year ended December 31, 2015 compared to the same period in 2014 was primarily attributable to higher personnel costs due to increased staffing levels; higher marketing spending to support sales growth and consumer engagement activities; increased variable expenses, such as distribution and fulfillment and commission, due to the increase in domestic sales; partially offset by lower foreign currency translation costs in the period.

Income from operations
Income from operations for the year ended December 31, 2015 increased $4.0 million, to $22.2 million, compared to $18.1 million for the same period of 2014, based on the factors described above.
Liberty Safe
Overview
Based in Payson, Utah and founded in 1988, Liberty Safe is the premier designer, manufacturer and marketer of home, office and gun safes in North America. From its over 314,000 square foot manufacturing facility, Liberty Safe produces a wide range of home, office and gun safe models in a broad assortment of sizes, features and styles ranging from an entry level product to good, better and best products. Products are marketed under the Liberty brand, as well as a portfolio of licensed and private label brands, including Cabela's, Case IH and John Deere. Liberty Safe's products are the market share leader and are sold through an independent dealer network ("Dealer sales") in addition to various sporting goods, farm and fleet and home improvement retail outlets ("Non-Dealer Sales"). Liberty has the largest

independent dealer network in the industry. Historically, approximately 55% of Liberty Safe's net sales are Non-Dealer sales and 45% are Dealer sales.

We made loans to, and purchased a controlling interest in, Liberty Safe for approximately $70.2 million in March 2010, representing approximately 96% of the equity in Liberty.

Results of Operations
The table below summarizes the results of operations for Liberty Safe for the full fiscal years ended December 31, 2016, and 2015 and 2014.

	Year ended December 31,		
(in thousands)	2016	2015	2014
Net sales	$103,812	$101,146	$90,149
Cost of sales	74,305	73,935	76,889
Gross profit	29,507	27,211	13,260
Selling, general and administrative expenses	14,737	13,081	11,591
Management fees	500	500	500
Amortization of intangibles	1,036	1,772	3,886
Income (loss) from operations	$13,234	$11,858	$(2,717)

Year Ended December 31, 2016 compared to the Year Ended December 31, 2015

Net sales
Net sales for the year ended December 31, 2016 increased approximately $2.7 million or 2.6%, to $103.8 million, compared to the corresponding period ended December 31, 2015. Non-Dealer sales were approximately $52.5 million in 2016 compared to $55.2 million in 2015, representing a decrease of $2.7 million or 5.0%. Dealer sales totaled approximately $51.3 million in the year ended December 31, 2016 compared to $45.9 million in the same period in 2015, representing an increase of $5.4 million or 11.8 %. The increase in sales is attributable to good overall market demand during the year, particularly in the first quarter of 2016, and Liberty's increased ability to meet that demand with pre-built inventory and increased production capacity. 2016 also saw significant growth in Liberty's handgun vault business. Liberty Safe's sales backlog was approximately $8.4 million at December 31, 2016 compared to approximately $7.1 million at December 31, 2015.

Cost of sales
Cost of sales for the year ended December 31, 2016 increased approximately $0.4 million when compared to the same period in 2015. Gross profit as a percentage of net sales totaled approximately 28.4% in 2016 compared to 26.9% in 2015. The increase in gross profit as a percentage of sales during the year ended December 31, 2016 compared to the same period in 2015 is attributable primarily to favorable material costs related to the cost of steel, which is Liberty's primary raw material. Liberty expects to see the cost of steel returning to more normal levels beginning in the first quarter of 2017.

Selling, general and administrative expense
Selling, general and administrative expense for the year ended December 31, 2016 increased to approximately $14.7 million or 14.2% of net sales compared to $13.1 million or 12.9% of net sales for the same period of 2015. The $1.7 million increase is primarily attributable to increased spending on radio and other advertising media, higher sales commission expense, and additional expenses related to accelerated vesting of employee stock options and legal fees associated with the recapitalization of Liberty in March 2016.

Income from operations
Income from operations increased $1.4 million during the year ended December 31, 2016 to $13.2 million compared to income from operations of $11.9 million during the same period in 2015, principally as a result of the increase in sales and gross profit, as described above.

Year Ended December 31, 2015 compared to the Year Ended December 31, 2014

Net sales

Net sales for the year ended December 31, 2015 increased approximately $11.0 million or 12.2%, to $101.1 million, compared to the corresponding period ended December 31, 2014. Non-Dealer sales were approximately $55.2 million in 2015 compared to $50.4 million in 2014, representing an increase of $4.8 million or 9.6%. Dealer sales totaled approximately $45.9 million in the year ended December 31, 2015 compared to $39.7 million in the same period in 2014, representing an increase of $6.2 million or 15.7%. Higher production output coupled with the increase in market demand, as well as a price increase to some of Liberty's customers in 2015, has facilitated the year over year sales growth. In addition, the increase in 2015 sales is attributable to a return to a strong level of market demand following the abnormal industry cycle in 2013 and 2014, particularly the market softening experienced during 2014. Liberty Safe's sales backlog was approximately $7.1 million at December 31, 2015 compared to approximately $9.5 million at December 31, 2014.

Cost of sales
Cost of sales for the year ended December 31, 2015 decreased approximately $3.0 million when compared to the same period in 2014. Gross profit as a percentage of net sales totaled approximately 26.9% in 2015 compared to 14.7% in 2014. The significant increase in gross profit as a percentage of sales during the year ended December 31, 2015 compared to the same period in 2014 is attributable to favorable cost variances as a result of improved manufacturing efficiencies due to greater volume output and favorable material costs, and discounted sales prices for import safes sold in 2014 that negatively impacted gross margins.

Selling, general and administrative expense
Selling, general and administrative expense for the year ended December 31, 2015 increased to approximately $13.1 million or 12.9% of net sales compared to $11.6 million or 12.9% of net sales for the same period of 2014. The $1.5 million increase is primarily attributable to a higher level of dealer co-op advertising, higher sales commission expense, and an increased annual advertising allowance for national account customers.

Income (loss) from operations
Income from operations increased $14.6 million during the year ended December 31, 2015 to $11.9 million compared to a loss from operations of $2.7 million during the same period in 2014, principally as a result of the increase in sales and gross profit, as described above.

Manitoba Harvest

Overview

Headquartered in Winnipeg, Manitoba, Manitoba Harvest is a pioneer and leader in branded, hemp-based foods. Manitoba Harvest's products, which management believes are one of the fastest growing in the hemp food market and among the fastest growing in the natural foods industry, are currently carried in approximately 13,000 retail stores across the U.S. and Canada. The Company's hemp-exclusive, consumer-facing 100% all-natural product lineup includes hemp hearts, protein powder, hemp oil and snacks.

We made loans to and purchased a controlling interest in Manitoba Harvest for approximately $102.7 million in July 2015 representing approximately 87% of the equity in Manitoba Harvest. On December 15, 2015, Manitoba Harvest acquired all of the outstanding stock of Hemp Oil Canada Inc. ("HOCI") for approximately $32.7 million. HOCI is a wholesale supplier and a private label packager of hemp food products and ingredients.

Results of Operations

The table below summarizes the results of operations for Manitoba Harvest for the year ended December 31, 2016, and the pro forma results of operations for Manitoba Harvest for the full fiscal years ended December 31, 2015 and December 31, 2014.

	Year ended December 31,		
(in thousands)	2016	2015 (Pro forma)	2014 (Pro forma)
Net sales	$59,323	$40,586	$35,535

Cost of sales [a]	32,818	20,268	19,306
Gross profit	26,505	20,318	16,229
Selling, general and administrative expense [b]	21,326	19,425	13,702
Fees to manager [c]	350	350	350
Amortization of intangibles [d]	4,508	3,676	4,248
Income (loss) from operations	$321	$(3,133)	$(2,071)

Pro forma results of operations of Manitoba Harvest for the years ended December 31, 2015 and 2014 include the following pro forma adjustments, applied to historical results as if we had acquired Manitoba Harvest January 1, 2014:
(a) The purchase price allocation for Manitoba Harvest included an inventory step-up of $3.1 million, which was charged to cost of sales over the estimated turns of Manitoba Harvest during 2015.
(b) Selling, general and administrative expenses were increased by $0.6 million and $1.0 million in the year ended December 31, 2015 and 2014, respectively, to reflect stock compensation expense for stock options granted to Manitoba Harvest employees as of the date of acquisition.
(c) Represents Management fees that would have been payable to the Manager in each of the periods presented.
(d) Represents an increase in amortization expense totaling approximately $2.0 million and $4.2 million in the years ended December 31, 2015 and 2014, respectively, for amortization expense associated with the allocation of the purchase price for Manitoba Harvest to definite lived intangible assets.

Year Ended December 31, 2016 compared to the Pro forma Year Ended December 31, 2015

Net sales

Net sales for the year ended December 31, 2016 were approximately $59.3 million, an increase of $18.7 million, or 46.2%, compared to the same period in 2015. Net sales of HOCI for the year ended December 31, 2016 were $20.7 million. Manitoba Harvest on a stand-alone basis had a decrease in net sales of $2.2 million, or an increase of $0.9 million on a constant currency basis, primarily due to a shift in product sales mix, increases in sales discounts and promotion expenses, the lack of availability of organic hemp seed during most of 2016, and a decrease in private label sales for the first quarter of 2016 versus the comparable prior year period. In the first quarter of 2015, one of Manitoba Harvest's private label customers expanded distribution into additional stores, resulting in a higher level of private label sales versus the current period.

Cost of sales

Cost of sales for the year ended December 31, 2016 were approximately $32.8 million compared to approximately $20.3 million for the year ended December 31, 2015. Gross profit as a percentage of sales decreased to 44.7% for the year ended December 31, 2016 from 50.1% for the year ended December 31, 2015, primarily as a result of the gross margins at HOCI, which are historically lower since HOCI is a wholesale provider of ingredients. After removing the effect of HOCI from gross margins, Manitoba Harvest's gross margin at 45.7% is down 4% compared to the prior year, primarily as a result of the lack of availability of organic hemp seed, which has higher gross margins, sales deduction, additional reserves recorded for slow moving inventory, and higher discounts and promotions expense in the current year as compared to 2015.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2016 increased to approximately $21.3 million or 35.9% of net sales compared to $19.4 million or 47.9% of net sales for the same period of 2015. The $1.9 million increase in 2016 compared to 2015 is primarily due to additional selling and administrative expenses attributable to HOCI ($2.0 million), increases in employee related costs due to increased headcount, and higher expenses to support retail advertising, product demonstrations, marketing expenditures, as well as costs associated with the integration of HOCI post-acquisition. The 2015 costs include one-time buyer transaction costs incurred in July 2015 related to the acquisition of Manitoba Harvest, and December 2015 related to the acquisition of HOCI ($1.5 million).

Income (loss) from operations

Income from operations for the year ended December 31, 2016 was approximately $0.3 million, as compared to a loss of $3.1 million for the same period in 2015, based on the factors described above.

Pro forma Year Ended December 31, 2015 compared to the Pro forma Year Ended December 31, 2014

Net sales

Net sales for the year ended December 31, 2015 were approximately $40.6 million, an increase of $5.1 million, or 14.2%, compared to the same period in 2014. On a constant currency basis, net sales increased 32.0%. The increase in net sales is a result of increased sell-through of existing products, new product introductions and expanded retail distribution during 2015.

Cost of sales

Cost of sales for the year ended December 31, 2015 were approximately $20.3 million compared to approximately $19.3 million for the year ended December 31, 2014. Gross profit as a percentage of sales increased to 50.1% for the year ended December 31, 2015 from 45.7% for the year ended December 31, 2014. The increase in gross profit as a percentage of sales is principally attributable to reduced direct labor costs due to increased manufacturing efficiencies, and reduced material costs due to the insourcing of a portion of the production process which was temporarily outsourced for a part of 2014 while the company completed the expansion of its manufacturing facility.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2015 increased to approximately $19.4 million or 47.9% of net sales compared to $13.7 million or 38.6% of net sales for the same period of 2014. The $5.7 million increase in 2015 compared to 2014 was primarily attributable to increases in employee related costs due to increased headcount, increases in marketing expenditures, integration service fees payable to CGM ($0.5 million), and one-time buyer transaction costs incurred in July 2015 related to the acquisition of Manitoba Harvest, and December 2015 related to the acquisition of HOCI ($1.5 million).

Loss from operations

Loss from operations for the year ended December 31, 2015 was approximately $3.1 million, as compared to a loss of $2.1 million for the same period in 2014, based on the factors described above.

Niche Industrial Businesses

Advanced Circuits

Overview

Advanced Circuits is a provider of small-run, quick-turn and volume production PCBs to customers throughout the United States. Historically, small-run and quick-turn PCBs have represented approximately 54% of Advanced Circuits' gross revenues. Small-run and quick-turn PCBs typically command higher margins than volume production PCBs given that customers require high levels of responsiveness, technical support and timely delivery of small-run and quick-turn PCBs and are willing to pay a premium for them. Advanced Circuits is able to meet its customers' demands by manufacturing custom PCBs in as little as 24 hours, while maintaining over 98.0% error-free production rates and real-time customer service and product tracking 24 hours per day.

We purchased a controlling interest in Advanced Circuits on May 16, 2006.

Results of Operations

The table below summarizes the statement of operations for Advanced Circuits for the fiscal years ending December 31, 2016, 2015 and 2014.

	Year Ended December 31,		
(in thousands)	2016	2015	2014
Net sales	$86,041	$87,532	$85,918
Cost of sales	47,997	48,201	46,801
Gross profit	38,044	39,331	39,117
Selling, general and administrative expenses	13,579	13,636	13,598
Management fees	500	500	500
Amortization of intangibles	1,247	1,051	2,564
Income from operations	$22,718	$24,144	$22,455

Year Ended December 31, 2016 compared to Year Ended December 31, 2015

Net sales

Net sales for the year ended December 31, 2016 were approximately $86.0 million compared to approximately $87.5 million for the same period in 2015, a decrease of approximately $1.5 million or 1.7%. The decrease in net sales was due to decreased sales in Long-Lead Time PCBs by approximately $3.5 million, and Quick-Turn Small-Run PCBs by approximately $1.0 million. This was partially offset by increases in Quick-Turn Production PCBs sales by approximately $0.3 million, Assembly sales by approximately $2.0 million, Subcontract sales by approximately $0.6 million, and decreased promotion expense by approximately $0.1 million. On a consolidated basis, Quick-Turn Small-Run comprised approximately 21.8% of gross sales and Quick-Turn Production PCBs represented approximately 31.8% of gross sales for the twelve months ended December 31, 2016. Quick-Turn

Small-Run comprised approximately 22.5% of gross sales and Quick-Turn Production PCBs represented approximately 31.0% of gross sales for the twelve months ended December 31, 2015.

Cost of sales
Cost of sales for the year ended December 31, 2016 decreased approximately $0.2 million compared to the comparable period in 2015. Gross profit as a percentage of sales decreased 70 basis points during the year ended December 31, 2016 (44.2% in 2016 compared to 44.9% in 2015) primarily as a result of sales mix.

Selling, general and administrative expense
Selling, general and administrative expenses were approximately $13.6 million in both the year ended December 31, 2016 and 2015. Selling, general and administrative expenses represented 15.8% of net sales for the year ended December 31, 2016 compared to 15.6% of net sales in 2015.

Income from operations
Income from operations for the year ended December 31, 2016 was approximately $22.7 million compared to $24.1 million in the same period in 2015, a decrease of approximately $1.4 million, as a result of the factors described above.
Year Ended December 31, 2015 compared to Year Ended December 31, 2014

Net sales
Net sales for the year ended December 31, 2015 increased approximately $1.6 million to $87.5 million as compared to the year ended December 31, 2014. During the year ended December 31, 2015, gross sales increased in Long-Lead Time PCBs by $1.0 million, Assembly sales increased by $0.9 million, and Quick-Turn Production and Small-Run PCBs decreased by $0.2 million when compared to the same period in 2014. Sales from Quick-Turn production and Small-Run PCBs represented approximately 53.5% of gross sales in 2015 compared to 54.8% during 2014.

Cost of sales
Cost of sales for the year ended December 31, 2015 increased approximately $1.4 million compared to the comparable period in 2014. Gross profit as a percentage of sales decreased 60 basis points during the year ended December 31, 2015 (44.9% in 2015 compared to 45.5% in 2014) primarily as a result of sales mix.

Selling, general and administrative expense
Selling, general and administrative expenses were approximately $13.6 million in both the year ended December 31, 2015 and 2014. Selling, general and administrative expenses represented 15.6% of net sales for the year ended December 31, 2015 compared to 15.8% of net sales in 2014.

Income from operations
Income from operations for the year ended December 31, 2015 was approximately $24.1 million compared to $22.5 million in the same period in 2014, an increase of approximately $1.7 million, principally as a result of the factors described above, as well as a decrease in amortization expense of $1.5 million as a result of certain intangible assets being fully amortized during the prior year.
Arnold
Overview
Founded in 1895 and headquartered in Rochester, New York, Arnold Magnetics ("Arnold") is a manufacturer of engineered, application specific permanent magnets. Arnold products are used in applications such as general industrial, reprographic systems, aerospace and defense, advertising and promotional, consumer and appliance, energy, automotive and medical technology. Arnold is the largest U.S. manufacturer of engineered magnets as well as only one of two domestic producers to design, engineer and manufacture rare earth magnetic solutions. Arnold operates a 70,000 square foot manufacturing assembly and distribution facility in Rochester, New York with nine additional facilities worldwide, in countries including the United Kingdom, Switzerland and China. Arnold serves

customers via three primary product sectors:

- Permanent Magnet and Assemblies and Reprographics (“PMAG”) (approximately 72% of sales) – High performance magnets for precision motor/generator sensors as well as beam focusing applications and reprographic applications;
- Flexmag (approximately 20% of net sales) – Flexible bonded magnets for advertising, consumer and industrial applications; and
- Precision Thin Metals (approximately 8% of net sales) – Ultra thin metal foil products utilizing magnetic and non-magnetic alloys.

Arnold is also a 50% partner in a China rare earth mine-to-magnet joint venture. Arnold accounts for its activity in the joint venture utilizing the equity method of accounting. Gains and losses from the joint venture are not material during the years ended December 31, 2016, 2015, or 2014.

On March 5, 2012, we made loans to, and purchased a controlling interest in, Arnold for a net purchase price of approximately $128.8 million, representing approximately 96.6% of the equity in Arnold Magnetics.

Results of Operations

The table below summarizes the results of operations for Arnold for the fiscal years ending December 31, 2016, 2015 and 2014.

	Year ended December 31,		
(in thousands)	2016	2015	2014
Net sales	$108,179	$119,994	$123,205
Cost of sales	84,475	93,559	95,640
Gross profit	23,704	26,435	27,565
Selling, general and administrative expenses	16,602	14,828	16,456
Management fees	500	500	500
Amortization of intangibles	3,523	3,523	3,514
Impairment expense	16,000	—	—
(Loss) income from operations	$(12,921)	$7,584	$7,095

Year Ended December 31, 2016 compared to Year Ended December 31, 2015

Net sales

Net sales for the year ended December 31, 2016 were approximately $108.2 million, a decrease of $11.8 million compared to the same period in 2015. The decrease in net sales is a result of decreases in the PMAG ($7.9 million), Precision Thin Metals ($2.4 million) and Flexmag ($1.5 million) product sectors. PMAG sales represented 72% of net sales for the year ended December 31, 2016, compared to 71% for the year ended December 31, 2015. The decrease in PMAG sales is mainly attributable to weakness in the oil and gas sector and lower sales of reprographic products. The decrease in Precision Thin Metals and Flexmag sales during the year ended December 31, 2016 compared to the same period in 2015 is largely due to decreased customer demand. International sales were $42.0 million during the year ended December 31, 2016 compared to $44.2 million during the same period in 2015, a decrease of $2.2 million or 4.9%. The decrease in international sales is due to a decrease in sales in the PMAG sector as noted above.

Cost of sales

Cost of sales for the year ended December 31, 2016 were approximately $84.5 million compared to approximately $93.6 million in the same period of 2015. Gross profit as a percentage of sales decreased from 22.0% in 2015 to 21.9% in 2016. The decrease is principally attributable to a slight decrease in the PMAG sector due to volume reductions and customer mix, partially offset by an increase in margin in the Precision Thin Metals sector due to customer mix. Flexmag margin in 2016 was consistent with 2015.

Selling, general and administrative expense

Selling, general and administrative expense in the year ended December 31, 2016 was $16.6 million as compared to approximately $14.8 million for the year ended December 31, 2015. The increase in expense is primarily attributable to severance related to changes within management and a one-time expense related to the Swiss pension.

Impairment expense
The Company performed interim goodwill impairment testing on the three reporting units of Arnold as of December 31, 2016. The results of the impairment test (step 1) indicated that the goodwill associated with the PMAG reporting unit was impaired. The Company developed an estimated range of the potential goodwill impairment at PMAG of between $14 million and $19 million, and has recorded impairment expense of $16 million at December 31, 2016. The result of the step 2 analysis is expected to be recorded in the first quarter of 2017.

(Loss) income from operations
Arnold had a loss from operations for the year ended December 31, 2016 of approximately $12.9 million, as compared to income from operations of $7.6 million for the year ended December 31, 2015. This decrease of $20.5 million is primarily the result of the impairment expense as well as the overall decrease in net sales, as described above.

Year Ended December 31, 2015 compared to Year Ended December 31, 2014

Net sales
Net sales for the year ended December 31, 2015 were approximately $120.0 million, a decrease of $3.2 million compared to the same period in 2014. The decrease in net sales is a result of a decrease in sales in the PMAG product sector ($5.9 million) and Flexible product sector ($0.3 million), offset by an increase in net sales in the Precision Thin Metals sector ($3.0 million). PMAG sales represented approximately 71% of net sales for the year ended December 31, 2015 compared to 75% for the year ended December 31, 2014. The decrease in PMAG sales during 2015 compared to 2014 is principally attributable to lower sales of the reprographic application of the PMAG division, as well as weaker economic conditions in Europe, primarily in the oil and gas sector, which is a component of PMAG. The decrease in Flexmag sales is the result of decreased customer demand. The increase in Precision Thin Metals sales is attributable to positive steps taken over the last year by management to identify new customers and applications.

International sales were $44.2 million during the year ended December 31, 2015 compared to $55.6 million during the same period in 2014, a decrease of $11.4 million or 20.5%. The decrease in international sales is due to a decrease in sales in the PMAG sector as noted above.

Cost of sales
Cost of sales for the year ended December 31, 2015 were approximately $93.6 million compared to approximately $95.6 million in the same period of 2014. Gross profit as a percentage of sales decreased from 22.4% in 2014 to 22.0% in 2015. The decrease is principally attributable to a slight decrease in the PMAG sector due to volume reductions and customer mix, partially offset by a slight increase in margin in the Precision Thin Metals sector due to volume. Flexmag margin in 2015 was consistent with 2014 due to successful cost saving initiatives.

Selling, general and administrative expense
Selling, general and administrative expense in the year ended December 31, 2015 was $14.8 million as compared to approximately $16.5 million for the year ended December 31, 2014. The decrease in expense is primarily attributable to headcount reduction in Switzerland and China, and overall reduced spending.

Income from operations
Income from operations for the year ended December 31, 2015 was approximately $7.6 million, an increase of $0.5 million when compared to the same period in 2014, principally as a result of the factors described above.

Clean Earth

Overview

Founded in 1990 and headquartered in Hatboro, Pennsylvania, Clean Earth is a provider of environmental services for a variety of contaminated materials. Clean Earth provides a one-stop shop solution that analyzes, treats, documents and recycles waste streams generated in multiple end-markets such as power, construction, commercial development, oil and gas, medical, infrastructure, industrial and dredging. Historically, the majority of Clean Earth's revenues have been generated by contaminated soils, which includes environmentally impacted soils, drill cuttings and other materials which are treated at one of its nine permitted soil treatment facilities. Clean Earth also operates four RCRA Part B hazardous waste facilities. The remaining revenue has been generated by dredge material, which consists of sediment removed from the floor of a body of water for navigational purposes

and/or environmental remediation of contaminated waterways and is treated at one of its two permitted dredge processing facilities. Approximately 98% of the material processed by Clean Earth is beneficially reused for such purposes as daily landfill cover, industrial and brownfield redevelopment projects.
On August 26, 2014, we made loans to and purchased a controlling interest in Clean Earth for approximately $251.4 million, representing approximately 98% of the equity in Clean Earth. Clean Earth completed an add-on acquisition in December 2014, AES Environmental Services, and two add-on acquisitions during the second quarter of 2016, Phoenix Soil and EWS. The results of operations for the add-on acquisitions have been included in Clean Earth's results from the date of acquisition through the end of the reporting period.
Results of Operations
The table below summarizes the results of operations for Clean Earth for the years ended December 31, 2016 and 2015, and the pro forma results of operations for Clean Earth for the full fiscal year ended December 31, 2014. We acquired Clean Earth on August 26, 2014. The following results of operations are reported as if we acquired Clean Earth on January 1, 2014.

	Year ended December 31,		
(in thousands)	2016	2015	2014 (Pro forma)
Net service revenues	$188,997	$175,386	$164,536
Cost of services [(a)]	134,667	125,178	112,636
Gross profit	54,330	50,208	51,900
Selling, general and administrative expenses [(b)]	30,018	26,512	27,034
Management fees [(c)]	500	500	500
Amortization of intangibles [(d)]	12,578	12,183	11,524
Loss on disposal of assets	3,305	—	—
Income from operations	$7,929	$11,013	$12,842

Pro forma results of operations for Clean Earth for the annual period ended December 31, 2014 includes the following pro forma adjustments applied to historical results:
(a) Cost of services decreased $1.5 million for the year ended December 31, 2014 for a reduction in depreciation expense associated with the extension of the estimated useful lives of the property, plant and equipment resulting from the purchase price allocation in connection with our acquisition.
(b) Selling, general and administrative costs were reduced by approximately $13.7 million in the year ended December 31, 2014 representing an adjustment for one-time seller’s transaction costs incurred as a result of our purchase, offset by approximately $1.0 million in additional expense related to stock options issued to management.
(c) Represents management fees that would have been payable to the Manager.
(d) Represents an increase in amortization of intangible assets totaling $5.6 million in the year ended December 31, 2014 for additional amortization expense associated with the fair value step up of intangible assets resulting from the purchase price allocation in connection with our acquisition.
Year Ended December 31, 2016 compared to the Year Ended December 31, 2015

Service revenues
Service revenues for the year ended December 31, 2016 were approximately $189.0 million, an increase of $13.6 million or 7.8% compared to the same period in 2015. The increase in service revenues is principally due to two acquisitions in 2016. For the year ended December 31, 2016, contaminated soil volumes increased 4% as compared to the same period last year principally attributable to commercial development activity in the New York City area, and its acquisition of Phoenix Soil in April 2016. Revenue from dredged material decreased during 2016 as compared to 2015 due to the timing and flow of new maintenance contracts in our core markets. Contaminated soils represented approximately 55% and 58%, respectively, of net sales for the years ended December 31, 2016 and 2015.

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Cost of services
Cost of services for the year ended December 31, 2016 were approximately $134.7 million compared to approximately $125.2 million in the same period of 2015, an increase of $9.5 million, primarily as a result of the two acquisitions made in 2016. Gross profit as a percentage of sales increased from 28.6% for the year ended December 31, 2015 to 28.7% for the year ended December 31, 2016.

Selling, general and administrative expense
Selling, general and administrative expense for the year ended December 31, 2016 increased to approximately $30.0 million or 15.9% of service revenues compared to $26.5 million or 15.1% of service revenues for the same period in 2015. The $3.5 million increase in selling, general and administrative expenses in the year ended December 31, 2016 compared to 2015 is primarily attributable to Clean Earth's recent acquisitions.

Amortization expense
Amortization expense for the year ended December 31, 2016 was $12.6 million, an increase of $0.4 million compared to 2015. The increase is due to additional amortization expense in 2016 from the amortization of airspace, which is recognized based on usage rather than over the estimated useful life of the asset.

Loss on disposal of assets

Clean Earth recognized a loss on disposal of assets of $3.3 million during the fourth quarter of 2016 related to the closure of the Company’s Williamsport, Pennsylvania site which processed drill cuttings. The loss was comprised of intangible assets specific to the Williamsport location, as well as equipment that could not be repurposed to other sites at the time of the closing of the facility.

Income from operations
Income from operations for the year ended December 31, 2016 was approximately $7.9 million as compared to income from operations of $11.0 million for the year ended December 31, 2015, a decrease of $3.1 million, primarily as a result of the loss on disposal of assets related to the closure of Clean Earth's Williamsport site.
Year Ended December 31, 2015 compared to the Pro Forma Year Ended December 31, 2014

Service revenues
Service revenues for the year ended December 31, 2015 were approximately $175.4 million, an increase of $10.9 million or 6.6% compared to the same period in 2014. The increase in service revenues is principally the result of the Clean Earth’s December 2014 acquisition of all of the assets of American Environmental Services, Inc. ("AES") which operates two RCRA Part B hazardous waste facilities. For the year ended December 31, 2015, contaminated soil volumes increased 2% as compared to the same period last year principally attributable to commercial development activity in the New York City and Greater Washington, D. C. areas. Hazardous waste volume increased 46%, primarily as a result of the AES acquisition. Revenue from dredged material decreased during 2015 as compared to 2014 due to the timing and flow of new maintenance contracts in our core markets. Contaminated soils represented approximately 58% of net sales for each of the years ended December 31, 2015 and December 31, 2014.

Cost of services
Cost of services for the year ended December 31, 2015 were approximately $125.2 million compared to approximately $112.6 million in the same period of 2014. Gross profit as a percentage of sales decreased from 31.5% for the year ended December 31, 2014 to 28.6% for the year ended December 31, 2015. The 290 basis points decrease in gross margin during the year ended December 31, 2015 was primarily due to the mix of services provided during 2015 as compared to 2014, as well as decreased margins from contaminated soils due to increased equipment rental expense and increased beneficial reuse costs at some of the contaminated soil facilities.

Selling, general and administrative expense

Selling, general and administrative expense for the year ended December 31, 2015 decreased to approximately $26.5 million or 15.1% of service revenues compared to $27.0 million or 16.4% of service revenues for the same period in 2014. The $0.5 million decrease in selling, general and administrative expenses in the year ended December 31, 2015 compared to 2014 is primarily attributable to costs associated with the acquisition of Clean Earth in 2014, partially offset by reductions in professional fees, employee compensation and bad debt expenses.

Amortization expense
Amortization expense for the year ended December 31, 2015 was $12.2 million, an increase of $0.7 million compared to 2014. The increase is due to additional amortization expense in 2015 from the AES acquisition ($0.6 million) and an increase in the amortization of airspace, which is recognized based on usage rather than over the estimated useful life of the asset.

Income from operations
Income from operations for the year ended December 31, 2015 was approximately $11.0 million as compared to income from operations of $12.8 million for the year ended December 31, 2014, a decrease of $1.8 million, primarily as a result of those factors described above.
Sterno Products
Overview

Sterno Products, headquartered in Corona, California, is a manufacturer and marketer of portable food warming fuel and creative table lighting solutions for the food service industry. Sterno Products offers a broad range of wick and gel chafing fuels, butane stoves and accessories, liquid and traditional wax candles, catering equipment and lamps. Sterno Products was formed in 2012 with the merger of two manufacturers and marketers of portable food warming fuel products, The Sterno Products Group LLC and the Candle Lamp Company, LLC.

On October 10, 2014, we made loans to and purchased all of the equity of Sterno Products for approximately $160.0 million. On January 22, 2016, Sterno Products acquired Northern International, Inc. ("NII"), which sells flameless candles and outdoor lighting products through the retail segment.
Results of Operations
The table below summarizes the results of operations for Sterno Products for the years ended December 31, 2016 and 2015, and the pro forma results of operations for Sterno Products for the full fiscal year ended December 31, 2014. We acquired Sterno Products on October 10, 2014. The following results of operations are reported as if we acquired Sterno Products on January 1, 2014.

	Year ended December 31,		
(in thousands)	2016	2015	2014 (Pro forma)
Net sales	$218,817	$139,991	$140,858
Cost of sales [(a)]	158,722	104,372	111,344
Gross profit	60,095	35,619	29,514
Selling, general and administrative expenses [(b)]	34,362	16,596	17,150
Management fee [(c)]	500	500	500
Amortization of intangibles [(d)]	6,434	5,323	6,014
Income (loss) from operations	$18,799	$13,200	$5,850

Pro forma results of operations for Sterno Products for the annual period ended December 31, 2014 include the following pro forma adjustments applied to historical results:

(a) The purchase price allocation for Sterno included an inventory step up of $2.0 million, which was recognized to cost of sales during the estimated turns of Sterno's inventory in 2014 and 2015.
(b) Selling, general and administrative costs were reduced by approximately $10.8 million in the year ended December 31, 2014 representing an adjustment for one-time seller’s transaction costs incurred as a result of our purchase.
(c) Represents management fees that would have been payable to the Manager.
(d) Represents an increase in amortization of intangible assets totaling $2.3 million in the year ended December 31, 2014 for additional amortization expense associated the fair value step up of intangible assets resulting from the

purchase price allocation in connection with our acquisition.

Year Ended December 31, 2016 compared to the Year ended December 31, 2015
Net sales
Net sales for the year ended December 31, 2016 were approximately $218.8 million, an increase of $78.8 million or 56.3% compared to the same period in 2015. The increase in net sales is a result of the acquisition of NII in January 2016 ($74.6 million in net sales), offset by the timing of stocking programs of key Sterno customers.

Cost of sales
Cost of sales for the year ended December 31, 2016 were approximately $158.7 million compared to approximately $104.4 million in the same period of 2015. The increase in cost of sales was primarily due to the acquisition of NII. Gross profit as a percentage of sales increased from 25.4% for the year ended December 31, 2015 to 27.5% for the same period ended December 31, 2016. The increase in gross margin during the year ended December 31, 2016 primarily reflects a favorable margin mix with the acquisition of NII, manufacturing efficiencies resulting from investment in automation and favorable trends in global commodity prices.

Selling, general and administrative expense
Selling, general and administrative expense for the year ended December 31, 2016 and 2015 was approximately $34.4 million and $16.6 million, respectively. Selling, general and administrative expense represented 15.7% of net sales for the year ended December 31, 2016 as compared to 11.9% of net sales for the same period in 2015. The increase in selling, general and administrative expenses during the year ended December 31, 2016 reflects the acquisition of NII, which has historically had a higher selling, general and administrative expense as a percentage of revenue, as well as an increase in staffing to strengthen sales and marketing, and increased professional service costs associated with the acquisition of NII.

Income from operations
Income from operations for the year ended December 31, 2016 was approximately $18.8 million, an increase of $5.6 million when compared to the same period in 2015, due to those factors described above.
Year Ended December 31, 2015 compared to the Pro Forma Year ended December 31, 2014
Net sales
Net sales for the year ended December 31, 2015 were approximately $140.0 million, a decrease of $0.9 million or 0.6% compared to the same period in 2014. The decrease in net sales is primarily a result of the timing of orders from two of Sterno Products' larger customers.

Cost of sales
Cost of sales for the year ended December 31, 2015 were approximately $104.4 million compared to approximately $111.3 million in the same period of 2014. Gross profit as a percentage of sales increased from 21.0% for the year ended December 31, 2014 to 25.4% for the same period ended December 31, 2015. The increase in gross margin during the year ended December 31, 2015 primarily reflects greater labor and manufacturing efficiencies during 2015 as compared to the 2014 as Sterno Products continued to integrate the acquisition of Sterno by CandleLamp during 2014, and favorable material costs reflecting lower commodity prices and material savings programs.

Selling, general and administrative expense
Selling, general and administrative expense for the year ended December 31, 2015 and 2014 was approximately $16.6 million and $17.2 million, respectively. The decrease is primarily a result of acquisition related costs in the prior year of $2.8 million, offset in part by integration services fees incurred during the first nine months of 2015. Selling, general and administrative expense represented 11.9% of net sales for the year ended December 31, 2015 as compared to 12.2% of net sales for the same period in 2014.

Income from operations
Income from operations for the year ended December 31, 2015 was approximately $13.2 million, an increase of $7.4 million when compared to the same period in 2014, due to those factors described above, as well as a decrease in

amortization expense as a result of the finalization of the purchase price allocation for Sterno Products in the three months ended March 31, 2015.

Liquidity and Capital Resources

The change in cash and cash equivalents is as follows:

	Year ended December 31,		
(in thousands)	2016	2015	2014
Cash provided by operations	$111,372	$84,548	$70,695
Cash (used in) provided by investing activities	(363,021)	233,880	(424,753)
Cash provided by (used in) financing activities	208,726	(254,357)	265,487
Effect of exchange rates on cash and cash equivalents	(3,174)	(1,905)	(955)
(Decrease) increase in cash and cash equivalents	$(46,097)	$62,166	$(89,526)

Cash Flow from Operating Activities

2016

For the year ended December 31, 2016, cash flows provided by operating activities (from both continuing and discontinued operations) totaled approximately $111.4 million, which represents a $26.8 million increase compared to cash flow from operating activities of $84.5 million during the year ended December 31, 2015. Net cash provided by discontinued operations totaled $3.7 million in 2016 as compared to $15.5 million in 2015, with the decrease due to the number of dispositions reflected in each year as well as the timing of the dispositions. The increase in net cash provided by operating activities of continuing operations of $38.7 million, which is principally the result of higher net income in 2016 and changes in cash provided by working capital in the year ended December 31, 2016 as compared to the same period in 2015 (an increase of $13.2 million), as a result of the acquisitions completed during 2016.

2015

For the year ended December 31, 2015, on a consolidated basis, cash flows provided by operating activities (from both continuing and discontinued operations) totaled $84.5 million, which represents a $13.9 million increase compared to the year-ended December 31, 2014. Cash from operating activities of continuing operations was $69.0 million in 2015 compared to $36.2 million in 2014. Cash from operating activities of discontinued operations was $15.5 million in 2015 compared to $34.4 million in 2014. The increase in cash from operating activity of continuing activities is principally the result of changes in working capital primarily resulting from our 2014 acquisitions of Clean Earth and Sterno Products in the third and fourth quarter of 2014, respectively, and the acquisition of Manitoba Harvest in July 2015, and the increased operating income year over year as a result of these acquisitions.

2014

For the year ended December 31, 2014, on a consolidated basis, cash flows provided by operating activities totaled $70.7 million, which represents a $1.7 million decrease compared to the year ended December 31, 2013. Cash from operating activities of continuing operations was $36.2 million in 2014 compared to $35.5 million in 2013. Cash from operating activities of discontinued operations was $34.4million in 2014 compared to $33.2 million in 2013. The decrease in cash from operating activity of continuing activities is principally the result of changes in working capital primarily resulting from our 2014 acquisitions from date of acquisition through year-end, as well as the effect on working capital of the deconsolidation of our FOX business in July 2014.

Cash Flow from Investing Activities

2016

Cash flows used in investing activities for the year ended December 31, 2016 totaled approximately $363.0 million, compared to $233.9 million provided by investing activities in the same period of 2015. The 2016 investing activities primarily reflect the acquisition of 5.11 in the third quarter and the add-on acquisition of NII, Baby Tula, Phoenix Soil and EWS ($536.2 million) and net proceeds from the sale of Tridien in September 2016 ($11.2 million in net proceeds). Capital expenditures from continuing operations in the year ended December 31, 2016 increased approximately $8.3 million, from $15.7 million in 2015 to $24.0 million in 2016. The increase in capital expenditures is attributable to our acquisition of 5.11 in August 2016, and additional investment in Sterno, Advanced Circuits and Liberty during 2016 compared to the prior year. We expect capital expenditures for fiscal 2017 to be approximately $35 million to $45 million. The 2016 investing activities also reflect proceeds from the sale of FOX shares during the year of $182.5 million.

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2015

Cash flows provided by investing activities for the year ended December 31, 2015 was $233.9 million compared to $424.8 million used in investing activities in the same period of 2014. The 2015 investing activities reflect the acquisition of Manitoba Harvest in the third quarter and the add-on acquisition of HOCI in the fourth quarter of 2015 ($130.3 million) and net proceeds from the sale of CamelBak in August 2015 and American Furniture in October 2015 ($385.5 million in the aggregate). Capital expenditures from continuing operations in the year ended December 31, 2015 increased approximately $5.7 million, from $10.0 million in 2014 to $15.7 million in 2015, with the increase primarily due to capital expenditures at our 2014 acquisitions, Clean Earth and Sterno Products.

2014

Cash flows used in investing activities for the year ended December 31, 2014 was $424.8 million. This amount reflects the Company's purchase of our 2014 Acquisitions, Clean Earth ($250.4 million) and Sterno Products ($165.3 million), as well as an add-on acquisition at Clean Earth ($15.9 million) and an acquisition by FOX prior to deconsolidation ($41.0 million), cash used for the purchase of capital expenditures ($10.0 million) and fixed cash payments on our interest rate swap ($2.0 million), offset in part by proceeds from the sale of FOX common stock ($65.5 million).

Cash Flow from Financing Activities

2016

Cash flows provided by financing activities totaled approximately $208.7 million during the year ended December 31, 2016 principally reflecting the following:

- The payments of our shareholder distributions of $78.2 million in the year ended December 31, 2016 and 2015;
- Distributions of $23.6 million paid during 2016 to noncontrolling shareholders as a result of the Liberty and ACI recapitalizations;
- Net borrowings during the year ended December 31, 2016 under our 2014 Credit Facility totaled $248.1 million, including borrowings under our 2016 Incremental Term Loan, which was used to fund the acquisitions of 5.11 during the third quarter, EWS and Baby Tula during the second quarter, and the repurchase of Ergobaby common stock from noncontrolling shareholders during the third quarter;
- Distributions of $23.8 million to the Holders of the allocation interest related to Sale Events (March and August Offerings of FOX, and September Disposition of Tridien) and a Holding Event (ACI); and
- Issuance of Trust common shares for net proceeds of $99.4 million.

2015

Cash flows used in financing activities for the year ended December 31, 2015 was $254.4 million, principally reflecting:

- payment of our shareholder distribution ($78.2 million);
- the payment of profit allocation to our Allocation Interest Holders of $17.7 million; and
- the repayment of our 2014 Revolving Credit Facility using the net proceeds from the sale of CamelBak in the third quarter of 2015.

2014

Cash flows provided by financing activities for the year ended December 31, 2014 was $265.5 million, principally reflecting:

- net borrowings under our 2011 and 2014 Credit Facilities ($206.3 million) which was used to fund our 2014 acquisitions and net borrowings under the FOX credit facility prior to deconsolidation ($37.1 million);
- proceeds from a secondary offering that we completed during the fourth quarter of 2014 ($99.9 million);
- stock option proceeds received from minority shareholders ($4.0 million); and
- excess tax benefit at FOX ($1.7 million) offset in part by the payment of quarterly distributions to our shareholders ($69.6 million) and a profit allocation payment to our Allocation Interest Holders ($11.9 million).

At December 31, 2016, we had approximately $39.8 million of cash and cash equivalents on hand. The majority of the cash held at corporate is invested in short-term securities and corporate debt securities and is maintained in accordance with the Company's investment policy, which identifies allowable investments and specifies credit quality standards. The primary objective of our investment activities is the preservation of principal and minimizing risk. We do not hold any investments for trading purposes.

On January 26, 2017, we paid our fourth quarter 2016 distribution to our shareholders of $21.6 million.
Total Liabilities and Intercompany loans to our businesses
The following table summarizes the total liabilities and intercompany debt of our business as of December 31, 2016:

(in thousands)	Intercompany Loans	Total Liabilities
5.11	$ 174,661	$229,403
Ergobaby	83,925	108,680
Liberty	51,200	63,796
Manitoba Harvest	46,157	73,227
Advanced Circuits	104,855	129,598
Arnold	68,315	93,433
Clean Earth	169,683	249,139
Sterno Products	84,678	128,927
Total	$ 783,474	$1,076,203
Corporate and eliminations	(783,474)	(193,592)
	$ —	$882,611

Each loan has a scheduled maturity and each business is entitled to repay all or a portion of the principal amount of the outstanding loans, without penalty, prior to maturity. A component of our acquisition financing strategy that we utilize in acquiring the businesses we own and manage is to provide both equity capital and debt capital, raised at the parent level through our existing credit facility. Our strategy of providing intercompany debt financing within the capital structure of the businesses that we acquire and manage allows us the ability to distribute cash to the parent company through monthly interest payments and amortization of the principle on these intercompany loans. Each loan to our businesses has a scheduled maturity and each business is entitled to repay all or a portion of the principal amount of the outstanding loans, without penalty, prior to maturity. Certain of our businesses have paid down their respective intercompany debt balances through the cash flow generated by these businesses and we have recapitalized, and expect to continue to recapitalize, these businesses in the normal course of our business. The recapitalization process involves funding the intercompany debt using either cash on hand at the parent or our revolving credit facility, and serves the purpose of optimizing the capital structure at our subsidiaries and providing the noncontrolling shareholders with a distribution on their ownership interest in a cash flow positive business.

During the second quarter of 2016, we completed a recapitalization at Advanced Circuits whereby the Company entered into an amendment to the intercompany loan agreement with Advanced Circuits (the "ACI Loan Agreement"). The ACI loan agreement was amended to provide for additional term loan borrowings of $60.1 million and to extend the maturity date for the term loans. The ACI noncontrolling shareholders received approximately $18.6 million in distributions as a result of the recapitalization.

During the first quarter of 2016, we completed a recapitalization at Liberty whereby we entered into an amendment to the intercompany loan agreement with Liberty (the “Liberty Loan Agreement”). The Liberty Loan Agreement was amended to (i) provide for term loan borrowings of $38.0 million and revolving credit facility borrowings of $5.0 million to fund cash distributions totaling $35.3 million to its shareholders, including the Company, and (ii) extend the maturity dates of the term loans and revolving credit facility. Liberty’s noncontrolling shareholders received approximately $5.3 million in distributions as a result of the recapitalization. Certain members of Liberty's management also exercised stock option immediately prior to the recapitalization, resulting in net proceeds from stock options at Liberty of $3.8 million. The Company then purchased $1.5 million in shares from members of Liberty management, resulting in Liberty's noncontrolling shareholders holding 11.4% of Liberty's outstanding shares subsequent to the recapitalization.

As of June 30, 2016, Manitoba Harvest was in default of certain financial covenants under the intercompany loan agreement with the Company. The Company waived the default by amending its intercompany loan agreement with

Manitoba Harvest. The amendment includes certain provisions that provide relief of Manitoba Harvest's financial covenants through June 30, 2017. All of our businesses except as noted above are in compliance with their financial covenants with us at December 31, 2016.

Our primary source of cash is from the receipt of interest and principal on our outstanding loans to our businesses. Accordingly, we are dependent upon the earnings and cash flow of these businesses, which are available for (i) operating expenses; (ii) payment of principal and interest under our Credit Facility; (iii) payments to CGM due or potentially due pursuant to the revised MSA and the LLC Agreement; (iv) cash distributions to our shareholders; and (v) investments in future acquisitions. Payments made under (i) through (iii) above are required to be paid before distributions to shareholders and may be significant and exceed the funds held by us, which may require us to dispose of assets or incur debt to fund such expenditures.

Credit Facility

On June 6, 2014 we entered in a new credit facility, the 2014 Credit Facility, which replaced our then existing 2011 Credit Facility entered into in October 2011. On August 31, 2016, we entered into an Incremental Facility Amendment to the 2014 Credit Agreement. The Incremental Facility Amendment provided an increase to the 2014 Revolving Credit Facility of $150.0 million, and the 2016 Incremental Term Loan in the amount of $250.0 million. The 2014 Credit Facility now provides for (i) revolving loans, swing line loans and letters of credit up to a maximum aggregate amount of $550 million and matures in June 2019, (ii) a $325 million term loan, and (iii) a $250 million incremental term loan. Our 2014 Term Loan requires quarterly payments with a final payment of the outstanding principal balance due in June 2021. (Refer to Note J - Debt in the consolidated financial statements for a complete description of our 2014 Credit Facility.)

In connection with the 2016 Incremental Facility Amendment, we incurred $5.9 million in additional debt issuance costs which will be recognized as expense during the remaining term of the related 2014 Revolving Credit Facility and 2014 Term Loan and the 2016 Incremental Term Loan. The Incremental Facility Amendment did not change the due dates or applicable interest rates of the 2014 Credit Agreement. The quarterly payments for the term loan advances under the 2014 Credit Facility increased to approximately $1.4 million per quarter. We used the proceeds from the Incremental Facility Amendment to fund the acquisition of 5.11 Tactical.

The 2014 Credit Facility was also amended in June 2015, primarily to allow for intercompany loans to, and the acquisition of, Canadian-based companies on an unsecured basis, and to modify provisions that would allow for early termination of a "Leverage Increase Period," thereby providing additional flexibility as to the timing of subsequent acquisitions.

At December 31, 2016, we had Letters of Credit totaling $4.2 million outstanding under the 2014 Revolving Credit Facility. We had approximately $541.2 million in borrowing base availability under this facility at December 31, 2016.

The following table reflects required and actual financial ratios as of December 31, 2016 included as part of the affirmative covenants in our 2014 Credit Facility:

Description of Required Covenant Ratio	Covenant Ratio Requirement	Actual Ratio
Fixed Charge Coverage Ratio	greater than or equal to 1.5:1.0	4.24:1.00
Total Debt to EBITDA Ratio	less than or equal to 4.25:1.0	2.88:1.00

We intend to use the availability under our Credit Facility and cash on hand to pursue acquisitions of additional businesses, to fund distributions and to provide for other working capital needs. We have considered the impact of recent market instability and credit availability in assessing the adequacy of our liquidity and capital resources.

On September 12, 2014, we purchased an interest rate swap (“New Swap”) with a notional amount of $220 million effective April 1, 2016 through June 6, 2021. The agreement requires us to pay interest on the notional amount at the rate of 2.97% in exchange for the three-month LIBOR rate. At December 31, 2016, the New Swap had a fair value loss of $10.7 million, principally reflecting the present value of future payments and receipts under the agreement. $4.0 million of New Swap is reflected as a component of current liabilities and $6.7 million is reflected as a component of noncurrent liabilities in the consolidated balance sheet at December 31, 2016.

Investment in FOX

FOX is a designer, manufacturer and marketer of high performance suspension products used primarily on mountain bikes, off-road vehicles and trucks, snowmobiles and motorcycles. We purchased a controlling interest in FOX on January 4, 2008 for approximately $80.4 million. In August 2013, FOX completed an initial public offering of its common stock. FOX trades on the NASDAQ stock market under the ticker "FOXF". We retained approximately 53% of the outstanding shares of FOX immediately subsequent to their initial public offering. After our sale of FOX common shares through an additional secondary offerings of FOX in July 2014, our ownership interest in FOX decreased to 41%. As a result of the decrease in ownership interest, we deconsolidated FOX and we began accounting for the investment in FOX at fair value using the equity method of accounting, with unrealized investment gains and losses reported in the consolidated statement of operations as gain (loss) from equity method investment. We sold additional common shares of FOX through FOX secondary offerings in March, August and November 2016. Subsequent to the November 2016 secondary offering, our ownership in FOX decreased to approximately 14%, and we no longer account for the investment in FOX as an equity method investment. We recorded an unrealized gain on the equity method investment of $74.5 million for the the year ended December 31, 2016. We account for our remaining 14% equity interest in FOX using the fair value method and gains or losses resulting from changes in the fair value of the FOX investment are recorded in our consolidated statement of operations. We continue to evaluate opportunities to divest the remainder of our FOX shares. The investment in FOX had a fair value of $141.8 million at December 31, 2016.

We believe that we currently have sufficient liquidity and capital resources, which include amounts available under our 2014 Revolving Credit Facility, to meet our existing obligations, including quarterly distributions to our shareholders, as approved by our board of directors, over the next twelve months.

Interest Expense

We incurred interest expense totaling $24.7 million in the year ended December 31, 2016, as compared to $25.9 million in the year ended December 31, 2015 and $27.1 million for the year ended December 31, 2014. The components of interest expense in each of the years ended December 31, 2016, 2015 and 2014 are as follows (in thousands):

	Years ended December 31,		
	2016	2015	2014
Interest on credit facilities	$19,861	$17,590	$16,392
Unused fee on Revolving Credit Facility	1,947	1,612	1,914
Amortization of original issue discount	802	671	882
Unrealized losses on interest rate derivatives (1)	1,539	5,662	7,709
Letter of credit fees	108	121	62
Other	415	286	138
Interest expense	$24,672	$25,942	$27,097
Average daily balance of debt outstanding	$477,656	$443,348	$379,034
Effective interest rate	5.2 %	5.9 %	7.2 %

(1) On September 14, 2014, we purchased an interest rate swap (the “New Swap”) with a notional amount of $220 million effective April 1, 2016 through June 6, 2021. The agreement requires us to pay interest on the notional amount at the rate of 2.97% in exchange for the three-month LIBOR rate. At December 31, 2016 and 2015, this New Swap had a fair value of negative $10.7 million and $13.0 million, respectively, essentially reflecting the present value of future payments and receipts under the agreement and is reflected as a component of interest expense and other non-current liabilities. In the above table, we provide the effective interest rate on outstanding debt, which includes the mark-to-market loss on the New Swap. Refer to Note K - Derivatives and Hedging Activities of the consolidated financial statements.

Income Taxes

We incurred income tax expense of $9.5 million with an annual effective rate of 15.0% during the year ended December 31, 2016, $15.0 million in income tax expense with an annual effective tax rate of 62.5% during the year ended December 31, 2015, and $5.0 million with an effective tax rate of 1.8% during the year ended December 31, 2014. Our gains and losses incurred at the Company, which is an LLC, are not tax deductible at the corporate level as those costs are passed through to the shareholders. During 2015, the effective rate is therefore increased as a result of the gain on sale of businesses. During 2014, the effect of the gain on the deconsolidation of FOX incurred at the corporate level decreased the effective income tax rate by 30.8 %.

The components of income tax expense as a percentage of income from continuing operations before income taxes for the years ended December 31, 2016, 2015 and 2014 are as follows:

	Year ended December 31,		
	2016	2015	2014
United States Federal Statutory Rate	35.0 %	35.0 %	35.0 %
State income taxes (net of Federal benefits)	0.6	6.5	(1.0)
Foreign income taxes	1.5	1.2	(0.3)
Expenses of Compass Group Diversified Holdings, LLC representing a pass through to shareholders (1)	3.6	29.1	2.3
Effect of deconsolidation of subsidiary (2)	—	—	(33.6)
Effect of gain on investment in FOX	(41.2)	(6.6)	(1.4)
Impact of subsidiary employee stock options	1.3	1.3	—
Domestic production activities deduction	(0.9)	(3.2)	(0.3)
Non-deductible acquisition costs	1.9	—	0.1
Effect of undistributed foreign earnings (3)	4.2	—	—
Non-recognition of NOL carryforwards at subsidiaries	3.6	(6.1)	0.5
Other	5.4	5.3	0.5
Effective income tax rate	15.0 %	62.5 %	1.8 %

(1) The effective income tax rate for each of the years presented includes losses at the Company’s parent, which is taxed as a partnership.

(2) The effective income tax rate for the year ended December 31, 2014 includes a significant gain at the Company's parent related to the deconsolidation of FOX in July 2014.

(3) During the quarter ended September 30, 2016, management changed the previously asserted position that Arnold planned to permanently reinvest foreign earnings of controlled foreign corporations. The principal reason for changing our position is management's plan to repatriate excess foreign cash at Arnold to pay down intercompany debt at the Company.

Reconciliation of Non-GAAP Financial Measures

From time to time we may publicly disclose certain “non-GAAP” financial measures in the course of our investor presentations, earnings releases, earnings conference calls or other venues. A non-GAAP financial measure is a numerical measure of historical or future performance, financial position or cash flow that excludes amounts, or is subject to adjustments that effectively exclude amounts, included in the most directly comparable measure calculated and presented in accordance with GAAP in our financial statements, and vice versa for measures that include amounts, or are subject to adjustments that effectively include amounts, that are excluded from the most directly comparable measure as calculated and presented. GAAP refers to generally accepted accounting principles in the United States.

Non-GAAP financial measures are provided as additional information to investors in order to provide them with an alternative method for assessing our financial condition and operating results. These measures are not meant to be a substitute for GAAP, and may be different from or otherwise inconsistent with non-GAAP financial measures used by other companies.

The tables below reconcile the most directly comparable GAAP financial measures to EBITDA, Adjusted EBITDA and Cash Flow Available for Distribution and Reinvestment (“CAD”).

Reconciliation of Net income (loss) to EBITDA and Adjusted EBITDA

EBITDA – Earnings before Interest, Income Taxes, Depreciation and Amortization (“EBITDA”) is calculated as net income (loss) before interest expense, income tax expense (benefit), depreciation expense and amortization expense. Amortization expenses consist of amortization of intangibles and debt charges, including debt issuance costs, discounts, etc.

Adjusted EBITDA – Is calculated utilizing the same calculation as described above in arriving at EBITDA further adjusted by: (i) non-controlling stockholder compensation, which generally consists of non-cash stock option expense;

(ii) successful acquisition costs, which consist of transaction costs (legal, accounting , due diligences, etc.) incurred in connection with the successful acquisition of a business expensed during the period in compliance with ASC 805; (iii) management fees, which reflect fees due quarterly to our Manager in connection with our MSA; (iv) impairment charges, which reflect write downs to goodwill or other intangible assets; (v) the gain related to the deconsolidation of FOX during the year ended December 31, 2014; (vi) gains or losses recorded in connection with changes in the fair value of our investment in FOX; (viii) gains or losses recorded in connection with the sale of fixed assets; and (vii) gains or losses recognized upon the sale of a business.

We believe that EBITDA and Adjusted EBITDA provide useful information to investors and reflect important financial measures as they exclude the effects of items which reflect the impact of long-term investment decisions, rather than the performance of near term operations. When compared to net income (loss) these financial measures are limited in that they do not reflect the periodic costs of certain capital assets used in generating revenues of our businesses or the non-cash charges associated with impairments. This presentation also allows investors to view the performance of our businesses in a manner similar to the methods used by us and the management of our businesses, provides additional insight into our operating results and provides a measure for evaluating targeted businesses for acquisition.

We believe these measurements are also useful in measuring our ability to service debt and other payment obligations. EBITDA and Adjusted EBITDA are not meant to be a substitute for GAAP, and may be different from or otherwise inconsistent with non-GAAP financial measures used by other companies.

The following tables reconcile EBITDA and Adjusted EBITDA to net income (loss), which we consider to be the most comparable GAAP financial measure (in thousands):

Adjusted EBITDA
Year ended December 31, 2016

	Corporate	5.11	Ergobaby	Liberty	Manitoba Harvest	Advanced Circuits	Arnold Magnetics	Clean Earth	Sterno	Consolidated
Net income (loss) (1)	$70,381	$(10,441)	$5,916	$5,409	$(4,972)	$9,294	$(22,782)	$(3,158)	$6,411	$56,058
Adjusted for:										
Provision (benefit) for income taxes	—	(5,190)	4,440	3,449	(1,682)	5,020	2,761	(2,782)	3,453	9,469
Interest expense, net	24,131	40	—	—	9	—	—	460	12	24,652
Intercompany interest	(52,609)	4,847	5,134	4,203	4,065	7,810	6,721	12,437	7,392	—
Depreciation and amortization	(805)	23,594	9,350	2,956	6,487	3,938	9,421	21,640	12,589	89,170
EBITDA	41,098	12,850	24,840	16,017	3,907	26,062	(3,879)	28,597	29,857	179,349
Gain on sale of discontinued operations	(2,308)	—	—	—	—	—	—	—	—	(2,308)
(Gain) loss on sale of fixed assets	—	—	—	48	1,120	(10)	5	484		1,647
Non-controlling shareholder compensation	—	473	677	342	780	23	184	1,240	661	4,380
Acquisition expenses	98	2,063	799	—	—	—	—	738	189	3,887
Impairment/ Loss on disposal of assets	—	—	5,899	—	—	—	16,000	3,305	—	25,204
Gain on equity method investment	(74,490)	—	—	—	—	—	—	—	—	(74,490)
Adjustment to earnout provision	—	—	—	—	—	—	—	—	394	394
(Gain) loss on foreign currency transaction and other	(1,327)	—	—	—	—	—	—	—	—	(1,327)
Integration services fee	—	1,167	—	—	500	—	—	—	—	1,667
Management fees	25,723	333	500	500	350	500	500	500	500	29,406

Adjusted EBITDA (2)	$(11,206)	$16,886	$32,715	$16,907	$6,657	$26,575	$12,810