Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
SPORTS BASEMENT RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2001

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

SPORTS BASEMENT

PO BOX 29570
SAN FRANCISCO, CA 94129

610 OLD MASON RD
SAN FRANCISCO, CA 94129

2b Employer Identification Number (EIN)
94-3390481

2c Sponsor's telephone number
415-437-0100

2d Business code (see instructions)
451110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	JOYCE CHAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	JOYCE CHAN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

SPORTS BASEMENT

PO BOX 29570
SAN FRANCISCO, CA 94129

3b Administrator's EIN
94-3390481

3c Administrator's telephone number
415-437-0100

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	323
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	356
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	369
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	369
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	45
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2T 3D

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
SPORTS BASEMENT RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPORTS BASEMENT

D Employer Identification Number (EIN)
94-3390481

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPER	200	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
SPORTS BASEMENT RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPORTS BASEMENT

D Employer Identification Number (EIN)
94-3390481

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	13334	13441
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	28247	32595
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	578763	777426
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	620344	823462
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	620344	823462

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	94864	
(C) Others (including rollovers)	2a(1)(C)	17403	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		112267
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2552	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2553
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	14018	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		14018
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		75555
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		204393
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1074	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1074
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	201	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		201
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1275
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		203118
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CHEK TAN AND COMPANY **(2)** EIN: 94-2921777

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		44321
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
SPORTS BASEMENT RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPORTS BASEMENT

D Employer Identification Number (EIN)
94-3390481

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SPORTS BASEMENT RETIREMENT PLAN
FINANCIAL REPORT
YEARS ENDED DECEMBER 31, 2012 AND 2011

SPORTS BASEMENT RETIREMENT PLAN
FINANCIAL REPORT
YEARS ENDED DECEMBER 31, 2012 AND 2011

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CHEK TAN AND COMPANY

A CERTIFIED PUBLIC ACCOUNTING FIRM

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and Participants of
the Sports Basement Retirement Plan
San Francisco, California

Report on the Financial Statements

I was engaged to audit the accompanying statements of Sports Basement Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management

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Trust Company ("FMTC"), the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustee holds the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions and Schedule H, line 4(i) – Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, I do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark Tan and Company

San Francisco, California
September 30, 2013

SPORTS BASEMENT RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Money market funds	$ 13,441	$ 13,334
Mutual funds	777,426	578,763
	790,867	592,097
Receivables:		
Employer contributions	0	159
Participant contributions	0	1,097
Notes receivable from participants	32,595	28,247
	32,595	29,503
Total assets	823,462	621,600
LIABILITIES		
Excess contribution payable	10,556	0
Total liabilities	10,556	0
Net assets available for benefits	$812,906	$621,600

The accompanying notes are an integral part of these financial statements.

SPORTS BASEMENT RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

	2012
Additions:	
Investment income:	
Net appreciation in fair value of investments	$ 75,555
Interest and dividends	14,019
Total investment income	89,574
Interest income on notes receivable from participants	2,552
Contributions:	
Participants	83,052
Rollovers	17,403
Total contributions	100,455
Total additions	192,581
Deductions:	
Administrative expenses	201
Benefits paid to participants	1,074
Total deductions	1,275
Net increase in net assets	191,306
Beginning net assets available for benefits	621,600
Ending net assets available for benefits	$812,906

The accompanying notes are an integral part of these financial statements.

Note 1 - Description of Plan

The following description of the Sports Basement Retirement Plan (the "Plan") of Sports Basement (the "Company") provides general information only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

a. General

The Plan is a defined contribution plan covering all eligible employees of the Company. The Plan was originally established on January 1, 2001, and was amended on July 15, 2008. The Plan is subject to the provisions of the Internal Revenue code of 1986, as amended (the "Code") and the Employee Retirement Income Security Act of 1974 ("ERISA").

b. Eligibility requirements

An employee is eligible to participate in the Plan effective as of the first day of the month following the completion of six months of employment and meet the following requirements:

i) at least age 21;
ii) is not covered by a collective bargaining agreement; and
iii) is not a non-resident alien who does not receive any earned income from the Company.

An employee who was terminated after meeting the eligibility requirements, and later re-employed would again be eligible to participate in the Plan after completion of one hour of employment.

c. Contributions

Eligible employees may contribute up to 60% of their compensation to the maximum allowable under the Internal Revenue code regulations, which is $17,000 for 2012 plan year. Employees who have attained the age of 50 may make catch-up contributions of $5,500 for 2012 which increases the maximum allowable contribution to $22,500 in 2012.

Participants may elect to change or discontinue their contributions effective as of the next applicable payroll date.

Note 1 - Description of Plan (continued)

d. Rollovers

With the approval of the plan administrator, the Plan may receive any amounts received by an employee as a distribution from another qualified plan provided that the receipt of such amounts does not adversely affect the qualified tax status of the Plan. Participants are fully vested in these amounts.

e. Investment elections

Participants direct the investments of their individual account among various mutual funds, pooled separate accounts, a common/collective trust and a guaranteed investment contract. Each participant has the ability to change his or her investment allocations at any time.

f. Participant accounts

Each participant's account is credited with the participant's contributions and its share of the Company's contribution, if any, and investment earnings, and charged with withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. Each participant is entitled only to the benefits that can be provided from that participant's vested balance.

g. Vesting

Participants are immediately vested in their own contributions and earnings.

h. Notes receivable from participants

Under the Plan, a participant may borrow up to the lesser of 50% of his or her vested account balance or $50,000, subject to a minimum amount of $1,000. Interest is charged to participants at rates that provide a return commensurate with the prevailing rate of interest that would be charged by independent lenders for similar loans. The period of repayment of any loan shall not exceed five years unless the loan is to be used in conjunction with the purchase of the principal residence of the participant, in which case the loan term may not exceed ten years. A participant may not have more than one loan outstanding at a time.

Note 1 - Description of Plan (continued)

i. Payment of benefits

A participant may withdraw his or her vested account balance on their retirement date, or make withdrawals based on hardship, death, disability, loans and termination of employment, as defined in the Plan agreement.

A participant who attains normal retirement age shall be entitled to payment of the balance in his or her account. A participant who remains employed after attainment of normal retirement age shall continue to participate under the same terms and conditions as applied prior to reaching normal retirement age. A participant, unless he or she is a more than 5% owner of the Company, must begin receiving distributions no later than April 1 of the calendar year following the calendar year he or she turns 70½ or his or her employment terminates, whichever is later.

j. Administrative expenses

Administrative expenses of the Plan are paid by the sponsor company.

Note 2 - Summary of Significant Accounting Policies

a. Basis of presentation

The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with U.S. generally accepted accounting principles.

b. Use of estimates

The preparation of the financial statements in conformity with U.S. generally accepted principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could materially differ from those estimates.

c. Recent accounting pronouncements

In January 2011, the FASB issued Accounting Standards Update ("ASU") 2011-16, "Improving Disclosures about Fair Value Measurements." This update requires a number of new disclosures including disclosure of significant transfers in or out of Level 1 and Level 2 and the reasons for such transfers, an entity's policy for determining when transfers between levels are recognized, the valuation techniques and inputs used in determining the fair value of assets or liabilities

Note 2 – Summary of Significant Accounting Policies (continued)

c. Recent Accounting Pronouncements (continued)

classified as Level 2 or Level 3 and requires the changes in Level 3 fair value measurements to be disclosed separately rather than net. In addition, this update seeks to improve transparency by requiring fair value measurement disclosures for each class of assets and liabilities. This pronouncement is effective for reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlement in the roll forward of activity in Level 3 fair value measurements which are effective for fiscal years beginning after December 15, 2011. The Plan adopted this pronouncement in its entirety effective beginning on January 1, 2011. The adoption of this pronouncement did not have a material impact on the Plan's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, "Amendments to Achieve Common Far Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards." ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This pronouncement is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited. The new guidance will require prospective application. The Plan is currently evaluating the effect that the provisions of this pronouncement will have on its financial statements.

In September 2011, the FASB issued ASU 2011-25, "Reporting Loans to Participants by Defined Contribution Pension Plans." ASU 2011-25 was issued to clarify how loans to participants should be classified and measured by defined contribution plans. ASU 2011-25 requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This pronouncement is effective for fiscal years ending after December 15, 2011 and shall be applied retrospectively. The Plan adopted this pronouncement on a retrospective basis effective beginning on January 1, 2011. Prior to the adoption of this pronouncement, participant loans were held as an investment and carried at fair value. The Plan has reclassified amounts previously reported to conform to the current presentation. The adoption of this pronouncement did not have a material impact on the Plan's financial statements.

Note 2 - Summary of Significant Accounting Policies (continued)

c. Recent Accounting Pronouncements (continued)

In October 2012, the FASB issued new accounting guidance ASU No. 2012-04, "Technical Corrections and Improvements". ASU 2012-04 was issued to provide amendments of a wide range of topics in FASB ASC, including FASB ASC 962, "Plan Accounting – Defined Contribution Pension Plans". These amendments are presented in two sections – "Technical Corrections and Improvements" and "Conforming Amendments Related to Fair Value Measurements". The amendments in ASU No. 2012-04 relating to defined contribution plans that contain transition. This ASU includes the addition of "Pending Content" in FASB ASU 962-325-35-IA which states that if significant, the fair value of an investment should be reduced by brokerage commissions and other costs normally incurred in a sale (similar to fair value less cost to sell).

d. Investment valuation and income recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at their quoted market prices, which represent the net asset value of shares held by the Plan at year end.

Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

e. Net appreciation (depreciation) in fair value of investments

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

Realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair value of investments.

Note 2 - Summary of Significant Accounting Policies (continued)

f. Risks and uncertainties

The Plan provides various funds that hold investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risk in the near term would materially affect participants' account balances and the amounts reported in the financial statements.

The Plan provides investment options that hold securities of foreign companies, which may involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issues, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than securities of comparable U.S. companies.

g. Participant distributions

Benefits paid to participants are recorded when paid.

Note 3 - Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements and supplemental schedules were obtained from data that has been prepared and certified to as complete and accurate by the trustee.

	2012	2011
Investments, at fair value:		
Money market funds	$ 13,441	$ 13,334
Mutual funds	777,426	578,763
Investment income/(loss)	89,574	(23,230)
Notes receivable from participants	32,595	28,247
Interest on notes receivable from participants	2,552	2,731

Note 4 - Investments

The following investments represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Investments at fair value as determined by quoted market prices:		
Mutual Funds:		
Fidelity growth Company fund	$ 50,567	$ 37,957
Fidelity Growth Strategy Fund	198,262	158,609
Fidelity Mid-Cap Stock Fund	90,998	78,728
Fidelity Freedom 2030 Fund	93,072	72,262
Sparton Total Market Index Advantage	69,995	0
Fidelity Fifty	46,441	37,022
Loans:		
Notes receivable from participants	*	$32,595

* Investment did not represent 5% or more of the Plan's net assets available for benefits.

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

	Amount
Mutual funds	$75,555

Note 5 - Fair Value Measurements

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

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quotes prices in markets that are not considered to be active or financial instruments for which all the significant inputs are observable, either directly, or indirectly.

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Note 5 - Fair Value Measurements (continued)

The following table lists the fair value of investment assets as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Money market funds	$ 13,441	$0	$0	$ 13,441
Mutual funds	777,426	0	0	777,426
Total investments measured at fair value	$790,867	$0	$0	$790,867

The following table lists the fair value of investment assets as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Money market funds	$ 13,334	$0	$0	$ 13,334
Mutual funds	578,763	0	0	578,763
Total investments at fair value	$592,097	$0	$0	$592,097

The Plan's investments that are measured at fair value on a recurring basis, such as money market funds and mutual funds are generally classified within Level 1 of the fair value hierarchy. The fair values of these investments are based on quoted market prices in active markets. Participant loans is classified within Level 3 of the fair value hierarchy because they are not actively traded and significant other observable inputs are not available.

Note 6 - Notes Receivable from Participants

The Plan permits its participants to obtain loans against their account balance. Participant loans are collateralized by the respective participant's remaining account balance. During the year 2012, two loans with amount of $6,500 and $1,795 were issued. The value of notes receivable was measured at their unpaid balances plus any accrued but unpaid interest. At December 31, 2012 and 2011, notes receivable from participants amounted to $32,595 and $28,247 respectively.

Note 7 - Excess Contribution Payable

The Plan did not pass the Average Deferral Percentage ("ADP") Test and the Actual Contribution Percentage ("ACP") Test for the 2012 plan year. The excess contribution of $10,556 was accrued as of December 31, 2012, and will be returned to participants in year 2013.

Note 8 - Tax Status of the Plan

The Plan uses a prototype plan document. The prototype plan received an opinion letter from the Internal Revenue Service ("IRS"), which states the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate uncertain tax positions taken by the plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for plan benefits as reported in the accompanying financial statements to the Form 5500:

	2012	2011
Net assets available for plan benefits per financial statements	$812,906	$ 621,600
Employer contributions receivable	0	(159)
Participant contributions receivable	0	(1,097)
Excess contribution payable	10,556	0
Net assets available for plan benefits per Form 5500	$823,462	$ 620,344

The following is a reconciliation of the changes in net assets available for benefits reported in the accompanying financial statements to the Form 5500:

Net increase in net assets available for benefits	$191,306
Prior year employer contribution receivable	159
Prior year participant contribution receivable	1,097
Current year excess contribution payable	10,556
Net increase in net assets per Form 5500	$203,118

Note 10 - Party-in-Interest Transactions

Certain plan investments are shares of money market fund and mutual funds managed by Fidelity Investments, and therefore, these transactions qualify as party-in-interest transactions as that term is defined in Section 3(14) of ERISA. Participant loans also qualify as party-in-interest transactions.

Note 11 - Plan Termination

Although it has not expressed any intention to do so, the Company has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminated, the participants will be fully vested in their accounts and the net assets of the Plan will be allocated in accordance with the terms of the Plan.

Note 12 - Nonexempt Transaction

As reported on Form 5500, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions, certain participant contributions were not remitted to the Plan within the time frame specified by the Department of Labor's Regulation CFR 2510.3-102, thus constituting nonexempt party-in-interest transactions, which resulted in an imposition of a 15% excise tax on the amount of the transactions to the Company. Late remittances amounted to $48,222, of which $44,321 were corrected during 2011. In year 2012, the Company remitted the lost earnings to the Trustee and penalty and tax due to the late remittance of participant contributions and loan repayments. In addition, participant accounts were credited with the amount of investment income that would have been earned had the participant contributions and loan repayments been remitted on a timely basis. These nonexempt transactions do not affect the tax status determination of the Plan.

Note 13 - Subsequent Event

Management has evaluated subsequent events through September 30, 2013, the date at which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

SPORTS BASEMENT RETIREMENT PLAN
SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2012
EMPLOYER INDENTIFICATION NUMBER: 94-3390481
PLAN NUMBER: 001

Participant Contributions Transferred Late to the Plan	Check here if late participant loan repayments are included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51	Lost Earnings
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		
$44,321	[√]	0	$44,321 (1)	$0	$0	$159

(1) Represents delinquent participant contributions from pay periods in 2010 and 2009. The Company remitted the delinquent participant contributions to the Plan during 2010, and the lost earnings in 2012.

SPORTS BASEMENT RETIREMENT PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSESTS (HELD AT END OF YEAR)
DECEMBER 31, 2012
EMPLOYER INDENTIFICATION NUMBER: 94-3390481
PLAN NUMBER: 001

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Money Market:			
*Fidelity Retirement Money Market Portfolio	Money Market	a	$ 13,441
Mutual Funds:			
*Fidelity Blue Chip Growth Fund	Stock Investments	a	18,877
*Fidelity Contrafund	Stock Investments	a	25,686
*Fidelity Dividend Growth Fund	Stock Investments	a	419
*Fidelity Diversified International Fund	Stock Investments	a	6,202
*Fidelity Equity Dividend Income Fund	Stock Investments	a	141
*Fidelity Equity Income Fund	Stock Investments	a	30,096
*Fidelity Export and Multinational Fund	Stock Investments	a	2,332
*Fidelity Fidelity Fund	Stock Investments	a	2,432
*Fidelity Fifty	Stock Investments	a	46,441
*Fidelity Freedom Income Fund	Stock Investments	a	2,522
*Fidelity Freedom 2000 Fund	Stock Investments	a	200
*Fidelity Freedom 2005 Fund	Stock Investments	a	202
*Fidelity Freedom 2010 Fund	Stock Investments	a	204
*Fidelity Freedom 2015 Fund	Stock Investments	a	205
*Fidelity Freedom 2020 Fund	Stock Investments	a	1,621
*Fidelity Freedom 2025 Fund	Stock Investments	a	9,259
*Fidelity Freedom 2030 Fund	Stock Investments	a	93,072
*Fidelity Freedom 2035 Fund	Stock Investments	a	9,386
*Fidelity Freedom 2045 Fund	Stock Investments	a	20,092
*Fidelity Freedom 2050 Fund	Stock Investments	a	18,421

SPORTS BASEMENT RETIREMENT PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSESTS (HELD AT END OF YEAR)
DECEMBER 31, 2012
EMPLOYER INDENTIFICATION NUMBER: 94-3390481
PLAN NUMBER: 001
(continued)

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Mutual Funds (continued:			
*Fidelity Freedom 2055 Fund	Stock Investments	a	$ 630
*Fidelity Growth Company Fund	Stock Investments	a	50,567
*Fidelity Growth Strategy Fund	Stock Investments	a	198,262
*Fidelity Intermediate Bond Fund	Bond Investments	a	4,411
*Fidelity Investment Grade Bond Fund	Bond Investments	a	21,880
*Fidelity Large Cap Stock Fund	Stock Investments	a	5,826
*Fidelity Low Priced Stock Fund	Stock Investments	a	430
*Fidelity Mid-Cap Stock Fund	Stock Investments	a	90,998
*Fidelity OTC Portfolio Fund	Stock Investments	a	4,137
*Fidelity Overseas Fund	Stock Investments	a	17,334
*Fidelity Real Estate Investment Fund	Stock Investments	a	7,466
*Fidelity Small Cap Discovery Fund	Stock Investments	a	13,678
*Fidelity Small Cap Value Fund	Stock Investments	a	3,641
*Fidelity Short Term Bond Fund	Bond Investments	a	33
*Fidelity Value Strategy	Stock Investments	a	299
Sparton Extend Market Index Adv	Stock Investments	a	29
Sparton Total Market Index Adv	Stock Investments	a	69,995
Loans:			
*Notes receivable from participants	22 to 120 months at 3.25% to 10%	a	32,595

* - Represents a party-in-interest as defined by ERISA.
a - The cost of participant-directed investments is not required to be disclosed.

SPORTS BASEMENT RETIREMENT PLAN
FINANCIAL REPORT
YEARS ENDED DECEMBER 31, 2012 AND 2011

SPORTS BASEMENT RETIREMENT PLAN
FINANCIAL REPORT
YEARS ENDED DECEMBER 31, 2012 AND 2011

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CHEK TAN AND COMPANY

A CERTIFIED PUBLIC ACCOUNTING FIRM

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and Participants of
the Sports Basement Retirement Plan
San Francisco, California

Report on the Financial Statements

I was engaged to audit the accompanying statements of Sports Basement Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management

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Trust Company ("FMTC"), the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustee holds the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the trustees as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions and Schedule H, line 4(i) – Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, I do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark Tan and Company

San Francisco, California
September 30, 2013

SPORTS BASEMENT RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value:		
Money market funds	$ 13,441	$ 13,334
Mutual funds	777,426	578,763
	790,867	592,097
Receivables:		
Employer contributions	0	159
Participant contributions	0	1,097
Notes receivable from participants	32,595	28,247
	32,595	29,503
Total assets	823,462	621,600
LIABILITIES		
Excess contribution payable	10,556	0
Total liabilities	10,556	0
Net assets available for benefits	$812,906	$621,600

The accompanying notes are an integral part of these financial statements.

SPORTS BASEMENT RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

	2012
Additions:	
Investment income:	
Net appreciation in fair value of investments	$ 75,555
Interest and dividends	14,019
Total investment income	89,574
Interest income on notes receivable from participants	2,552
Contributions:	
Participants	83,052
Rollovers	17,403
Total contributions	100,455
Total additions	192,581
Deductions:	
Administrative expenses	201
Benefits paid to participants	1,074
Total deductions	1,275
Net increase in net assets	191,306
Beginning net assets available for benefits	621,600
Ending net assets available for benefits	$812,906

The accompanying notes are an integral part of these financial statements.

Note 1 - Description of Plan

The following description of the Sports Basement Retirement Plan (the "Plan") of Sports Basement (the "Company") provides general information only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

a. General

The Plan is a defined contribution plan covering all eligible employees of the Company. The Plan was originally established on January 1, 2001, and was amended on July 15, 2008. The Plan is subject to the provisions of the Internal Revenue code of 1986, as amended (the "Code") and the Employee Retirement Income Security Act of 1974 ("ERISA").

b. Eligibility requirements

An employee is eligible to participate in the Plan effective as of the first day of the month following the completion of six months of employment and meet the following requirements:

i) at least age 21;
ii) is not covered by a collective bargaining agreement; and
iii) is not a non-resident alien who does not receive any earned income from the Company.

An employee who was terminated after meeting the eligibility requirements, and later re-employed would again be eligible to participate in the Plan after completion of one hour of employment.

c. Contributions

Eligible employees may contribute up to 60% of their compensation to the maximum allowable under the Internal Revenue code regulations, which is $17,000 for 2012 plan year. Employees who have attained the age of 50 may make catch-up contributions of $5,500 for 2012 which increases the maximum allowable contribution to $22,500 in 2012.

Participants may elect to change or discontinue their contributions effective as of the next applicable payroll date.

Note 1 - Description of Plan (continued)

d. Rollovers

With the approval of the plan administrator, the Plan may receive any amounts received by an employee as a distribution from another qualified plan provided that the receipt of such amounts does not adversely affect the qualified tax status of the Plan. Participants are fully vested in these amounts.

e. Investment elections

Participants direct the investments of their individual account among various mutual funds, pooled separate accounts, a common/collective trust and a guaranteed investment contract. Each participant has the ability to change his or her investment allocations at any time.

f. Participant accounts

Each participant's account is credited with the participant's contributions and its share of the Company's contribution, if any, and investment earnings, and charged with withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. Each participant is entitled only to the benefits that can be provided from that participant's vested balance.

g. Vesting

Participants are immediately vested in their own contributions and earnings.

h. Notes receivable from participants

Under the Plan, a participant may borrow up to the lesser of 50% of his or her vested account balance or $50,000, subject to a minimum amount of $1,000. Interest is charged to participants at rates that provide a return commensurate with the prevailing rate of interest that would be charged by independent lenders for similar loans. The period of repayment of any loan shall not exceed five years unless the loan is to be used in conjunction with the purchase of the principal residence of the participant, in which case the loan term may not exceed ten years. A participant may not have more than one loan outstanding at a time.

Note 1 - Description of Plan (continued)

i. Payment of benefits

A participant may withdraw his or her vested account balance on their retirement date, or make withdrawals based on hardship, death, disability, loans and termination of employment, as defined in the Plan agreement.

A participant who attains normal retirement age shall be entitled to payment of the balance in his or her account. A participant who remains employed after attainment of normal retirement age shall continue to participate under the same terms and conditions as applied prior to reaching normal retirement age. A participant, unless he or she is a more than 5% owner of the Company, must begin receiving distributions no later than April 1 of the calendar year following the calendar year he or she turns 70½ or his or her employment terminates, whichever is later.

j. Administrative expenses

Administrative expenses of the Plan are paid by the sponsor company.

Note 2 - Summary of Significant Accounting Policies

a. Basis of presentation

The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with U.S. generally accepted accounting principles.

b. Use of estimates

The preparation of the financial statements in conformity with U.S. generally accepted principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could materially differ from those estimates.

c. Recent accounting pronouncements

In January 2011, the FASB issued Accounting Standards Update ("ASU") 2011-16, "Improving Disclosures about Fair Value Measurements." This update requires a number of new disclosures including disclosure of significant transfers in or out of Level 1 and Level 2 and the reasons for such transfers, an entity's policy for determining when transfers between levels are recognized, the valuation techniques and inputs used in determining the fair value of assets or liabilities

Note 2 – Summary of Significant Accounting Policies (continued)

c. Recent Accounting Pronouncements (continued)

classified as Level 2 or Level 3 and requires the changes in Level 3 fair value measurements to be disclosed separately rather than net. In addition, this update seeks to improve transparency by requiring fair value measurement disclosures for each class of assets and liabilities. This pronouncement is effective for reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlement in the roll forward of activity in Level 3 fair value measurements which are effective for fiscal years beginning after December 15, 2011. The Plan adopted this pronouncement in its entirety effective beginning on January 1, 2011. The adoption of this pronouncement did not have a material impact on the Plan's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, "Amendments to Achieve Common Far Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards." ASU 2011-04 was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This pronouncement is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited. The new guidance will require prospective application. The Plan is currently evaluating the effect that the provisions of this pronouncement will have on its financial statements.

In September 2011, the FASB issued ASU 2011-25, "Reporting Loans to Participants by Defined Contribution Pension Plans." ASU 2011-25 was issued to clarify how loans to participants should be classified and measured by defined contribution plans. ASU 2011-25 requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This pronouncement is effective for fiscal years ending after December 15, 2011 and shall be applied retrospectively. The Plan adopted this pronouncement on a retrospective basis effective beginning on January 1, 2011. Prior to the adoption of this pronouncement, participant loans were held as an investment and carried at fair value. The Plan has reclassified amounts previously reported to conform to the current presentation. The adoption of this pronouncement did not have a material impact on the Plan's financial statements.

Note 2 - Summary of Significant Accounting Policies (continued)

c. Recent Accounting Pronouncements (continued)

In October 2012, the FASB issued new accounting guidance ASU No. 2012-04, "Technical Corrections and Improvements". ASU 2012-04 was issued to provide amendments of a wide range of topics in FASB ASC, including FASB ASC 962, "Plan Accounting – Defined Contribution Pension Plans". These amendments are presented in two sections – "Technical Corrections and Improvements" and "Conforming Amendments Related to Fair Value Measurements". The amendments in ASU No. 2012-04 relating to defined contribution plans that contain transition. This ASU includes the addition of "Pending Content" in FASB ASU 962-325-35-IA which states that if significant, the fair value of an investment should be reduced by brokerage commissions and other costs normally incurred in a sale (similar to fair value less cost to sell).

d. Investment valuation and income recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at their quoted market prices, which represent the net asset value of shares held by the Plan at year end.

Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

e. Net appreciation (depreciation) in fair value of investments

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

Realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair value of investments.

Note 2 - Summary of Significant Accounting Policies (continued)

f. Risks and uncertainties

The Plan provides various funds that hold investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risk in the near term would materially affect participants' account balances and the amounts reported in the financial statements.

The Plan provides investment options that hold securities of foreign companies, which may involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issues, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than securities of comparable U.S. companies.

g. Participant distributions

Benefits paid to participants are recorded when paid.

Note 3 - Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements and supplemental schedules were obtained from data that has been prepared and certified to as complete and accurate by the trustee.

	2012	2011
Investments, at fair value:		
Money market funds	$ 13,441	$ 13,334
Mutual funds	777,426	578,763
Investment income/(loss)	89,574	(23,230)
Notes receivable from participants	32,595	28,247
Interest on notes receivable from participants	2,552	2,731

Note 4 - Investments

The following investments represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

	2012	2011
Investments at fair value as determined by quoted market prices:		
Mutual Funds:		
Fidelity growth Company fund	$ 50,567	$ 37,957
Fidelity Growth Strategy Fund	198,262	158,609
Fidelity Mid-Cap Stock Fund	90,998	78,728
Fidelity Freedom 2030 Fund	93,072	72,262
Sparton Total Market Index Advantage	69,995	0
Fidelity Fifty	46,441	37,022
Loans:		
Notes receivable from participants	*	$32,595

* Investment did not represent 5% or more of the Plan's net assets available for benefits.

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

	Amount
Mutual funds	$75,555

Note 5 - Fair Value Measurements

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

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quotes prices in markets that are not considered to be active or financial instruments for which all the significant inputs are observable, either directly, or indirectly.

Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Note 5 - Fair Value Measurements (continued)

The following table lists the fair value of investment assets as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Money market funds	$ 13,441	$0	$0	$ 13,441
Mutual funds	777,426	0	0	777,426
Total investments measured at fair value	$790,867	$0	$0	$790,867

The following table lists the fair value of investment assets as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Money market funds	$ 13,334	$0	$0	$ 13,334
Mutual funds	578,763	0	0	578,763
Total investments at fair value	$592,097	$0	$0	$592,097

The Plan's investments that are measured at fair value on a recurring basis, such as money market funds and mutual funds are generally classified within Level 1 of the fair value hierarchy. The fair values of these investments are based on quoted market prices in active markets. Participant loans is classified within Level 3 of the fair value hierarchy because they are not actively traded and significant other observable inputs are not available.

Note 6 - Notes Receivable from Participants

The Plan permits its participants to obtain loans against their account balance. Participant loans are collateralized by the respective participant's remaining account balance. During the year 2012, two loans with amount of $6,500 and $1,795 were issued. The value of notes receivable was measured at their unpaid balances plus any accrued but unpaid interest. At December 31, 2012 and 2011, notes receivable from participants amounted to $32,595 and $28,247 respectively.

Note 7 - Excess Contribution Payable

The Plan did not pass the Average Deferral Percentage ("ADP") Test and the Actual Contribution Percentage ("ACP") Test for the 2012 plan year. The excess contribution of $10,556 was accrued as of December 31, 2012, and will be returned to participants in year 2013.

Note 8 - Tax Status of the Plan

The Plan uses a prototype plan document. The prototype plan received an opinion letter from the Internal Revenue Service ("IRS"), which states the prototype document satisfies the applicable provisions of the Internal Revenue Code. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate uncertain tax positions taken by the plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for plan benefits as reported in the accompanying financial statements to the Form 5500:

	2012	2011
Net assets available for plan benefits per financial statements	$812,906	$ 621,600
Employer contributions receivable	0	(159)
Participant contributions receivable	0	(1,097)
Excess contribution payable	10,556	0
Net assets available for plan benefits per Form 5500	$823,462	$ 620,344

The following is a reconciliation of the changes in net assets available for benefits reported in the accompanying financial statements to the Form 5500:

Net increase in net assets available for benefits	$191,306
Prior year employer contribution receivable	159
Prior year participant contribution receivable	1,097
Current year excess contribution payable	10,556
Net increase in net assets per Form 5500	$203,118

Note 10 - Party-in-Interest Transactions

Certain plan investments are shares of money market fund and mutual funds managed by Fidelity Investments, and therefore, these transactions qualify as party-in-interest transactions as that term is defined in Section 3(14) of ERISA. Participant loans also qualify as party-in-interest transactions.

Note 11 - Plan Termination

Although it has not expressed any intention to do so, the Company has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminated, the participants will be fully vested in their accounts and the net assets of the Plan will be allocated in accordance with the terms of the Plan.

Note 12 - Nonexempt Transaction

As reported on Form 5500, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions, certain participant contributions were not remitted to the Plan within the time frame specified by the Department of Labor's Regulation CFR 2510.3-102, thus constituting nonexempt party-in-interest transactions, which resulted in an imposition of a 15% excise tax on the amount of the transactions to the Company. Late remittances amounted to $48,222, of which $44,321 were corrected during 2011. In year 2012, the Company remitted the lost earnings to the Trustee and penalty and tax due to the late remittance of participant contributions and loan repayments. In addition, participant accounts were credited with the amount of investment income that would have been earned had the participant contributions and loan repayments been remitted on a timely basis. These nonexempt transactions do not affect the tax status determination of the Plan.

Note 13 - Subsequent Event

Management has evaluated subsequent events through September 30, 2013, the date at which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

SPORTS BASEMENT RETIREMENT PLAN
SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2012
EMPLOYER INDENTIFICATION NUMBER: 94-3390481
PLAN NUMBER: 001

Participant Contributions Transferred Late to the Plan	Check here if late participant loan repayments are included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51	Lost Earnings
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		
$44,321	[√]	0	$44,321 (1)	$0	$0	$159

(1) Represents delinquent participant contributions from pay periods in 2010 and 2009. The Company remitted the delinquent participant contributions to the Plan during 2010, and the lost earnings in 2012.

SPORTS BASEMENT RETIREMENT PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSESTS (HELD AT END OF YEAR)
DECEMBER 31, 2012
EMPLOYER INDENTIFICATION NUMBER: 94-3390481
PLAN NUMBER: 001

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Money Market:			
*Fidelity Retirement Money Market Portfolio	Money Market	a	$ 13,441
Mutual Funds:			
*Fidelity Blue Chip Growth Fund	Stock Investments	a	18,877
*Fidelity Contrafund	Stock Investments	a	25,686
*Fidelity Dividend Growth Fund	Stock Investments	a	419
*Fidelity Diversified International Fund	Stock Investments	a	6,202
*Fidelity Equity Dividend Income Fund	Stock Investments	a	141
*Fidelity Equity Income Fund	Stock Investments	a	30,096
*Fidelity Export and Multinational Fund	Stock Investments	a	2,332
*Fidelity Fidelity Fund	Stock Investments	a	2,432
*Fidelity Fifty	Stock Investments	a	46,441
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*Fidelity Freedom 2025 Fund	Stock Investments	a	9,259
*Fidelity Freedom 2030 Fund	Stock Investments	a	93,072
*Fidelity Freedom 2035 Fund	Stock Investments	a	9,386
*Fidelity Freedom 2045 Fund	Stock Investments	a	20,092
*Fidelity Freedom 2050 Fund	Stock Investments	a	18,421

SPORTS BASEMENT RETIREMENT PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSESTS (HELD AT END OF YEAR)
DECEMBER 31, 2012
EMPLOYER INDENTIFICATION NUMBER: 94-3390481
PLAN NUMBER: 001
(continued)

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Mutual Funds (continued:			
*Fidelity Freedom 2055 Fund	Stock Investments	a	$ 630
*Fidelity Growth Company Fund	Stock Investments	a	50,567
*Fidelity Growth Strategy Fund	Stock Investments	a	198,262
*Fidelity Intermediate Bond Fund	Bond Investments	a	4,411
*Fidelity Investment Grade Bond Fund	Bond Investments	a	21,880
*Fidelity Large Cap Stock Fund	Stock Investments	a	5,826
*Fidelity Low Priced Stock Fund	Stock Investments	a	430
*Fidelity Mid-Cap Stock Fund	Stock Investments	a	90,998
*Fidelity OTC Portfolio Fund	Stock Investments	a	4,137
*Fidelity Overseas Fund	Stock Investments	a	17,334
*Fidelity Real Estate Investment Fund	Stock Investments	a	7,466
*Fidelity Small Cap Discovery Fund	Stock Investments	a	13,678
*Fidelity Small Cap Value Fund	Stock Investments	a	3,641
*Fidelity Short Term Bond Fund	Bond Investments	a	33
*Fidelity Value Strategy	Stock Investments	a	299
Sparton Extend Market Index Adv	Stock Investments	a	29
Sparton Total Market Index Adv	Stock Investments	a	69,995
Loans:			
*Notes receivable from participants	22 to 120 months at 3.25% to 10%	a	32,595

* - Represents a party-in-interest as defined by ERISA.
a - The cost of participant-directed investments is not required to be disclosed.