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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1977

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

1361 N. RED GUM STREET
ANAHEIM, CA 92806-1318

2b Employer Identification Number (EIN)
95-2741714

2c Plan Sponsor's telephone number
714-630-5954

2d Business code (see instructions)
423100

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.	08/05/2015	RICHARD DEBLASI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/05/2015	RICHARD DEBLASI
	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)
PLAN ADMINISTRATION & DESIGN INC.
DISSINGER ASSOCIATES
11835 W. OLYMPIC BLVD., SUITE 1000E
LOS ANGELES, CA 90064-5828

Preparer's telephone number (optional)
323-655-5400

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	343
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	302
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	276
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	47
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	323
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	323
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	318
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
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:
2E 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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE 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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAL-STATE AUTO PARTS, INC.

D Employer Identification Number (EIN)
95-2741714

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)

WELLS FARGO ADVISORS

ONE NORTH JEFFERSON
ST. LOUIS, MO 63103

23-2384840

(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?
28	INVESTMENT MGR.		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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAL-STATE AUTO PARTS, INC.

D Employer Identification Number (EIN)
95-2741714

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	4486	33586
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)	13379	20249
(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)	52070	54270
(B) Common	1c(4)(B)	1652222	1877804
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	508125	489698
(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	2230282	2475607
	Liabilities			
g	Benefit claims payable	1g		11256
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	11256
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2230282	2464351

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)	50000	
	(B) Participants	2a(1)(B)	0	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		50000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	77	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)	3033	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3110
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	53752	
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		53752
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	304661	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	306582	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-1921
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	177661	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		177661

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		282602
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	33985	
(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)		33985
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)	14548	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		14548
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		48533
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		234069
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) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: JP REUBEN, CPA, ACC **(2)** EIN: 95-4062593

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		385000
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			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAL-STATE AUTO PARTS, INC.

D Employer Identification Number (EIN)
95-2741714

Part I Distributions

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

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

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

EIN(s): 33-0579939

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):

CAL-STATE AUTO PARTS, INC.
PROFIT SHARING PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

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JONATHON P. REUBEN, CPA
An Accountancy Corporation

23430 Hawthorne Blvd., Suite 290 • Torrance, CA 90505
(310) 378-3609 • Fax (310) 378-3709

INDEPENDENT AUDITOR'S REPORT

To the Trustee of the
Cal-State Auto Parts, Inc. Profit Sharing Plan

We have audited the accompanying financial statements of Cal-State Auto Parts, Inc. Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

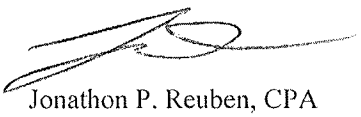
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Cal-State Auto Parts, Inc. Profit Sharing Plan as of December 31, 2014 and 2013, and the changes in its net assets available for benefits for the year ended December 31, 2014, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Assets (Held at End of Year) and Reportable Transactions, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



Jonathon P. Reuben, CPA
An Accountancy Corporation
June 15, 2015

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2014	December 31, 2013
ASSETS		
Investments		
At fair value, determined by quoted market prices in active markets:		
Mutual funds and other registered investment companies		
Ishares Core S&P Smallcap	$ 110,752	$ 131,611
Mutual funds and other registered investment companies - other	378,946	376,514
Preferred stock	54,270	52,070
Common stocks		
Bank of America	358,677	288,901
General Motors	178,111	183,915
Ford Motor Company	151,947	147,357
Rite Aid Corporation	142,880	91,080
Other common stocks	1,046,189	940,969
Cash held in money market accounts	20,249	13,379
	2,442,021	2,225,796
Cash	33,586	4,486
TOTAL ASSETS	2,475,607	2,230,282
LIABILITIES		
Payroll taxes payable	11,256	-
TOTAL LIABILITIES	11,256	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,464,351	$ 2,230,282

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2014

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net change in fair value of investments	$	175,740
Interest		3,110
Dividends		53,752
		232,602
Less investment expenses		(14,419)
Net investment income		218,183
Employer contribution		50,000
TOTAL ADDITIONS		268,183
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants		33,985
Administrative expenses		129
TOTAL DEDUCTIONS		34,114
NET INCREASE		234,069
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR		2,230,282
END OF YEAR	$	2,464,351

See accompanying notes.

Note A - Description of Plan

The following description of the Cal-State Auto Parts, Inc. Profit-Sharing Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan is a defined contribution plan covering all full-time employees of the Company who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions. The Company's contributions to the Plan are discretionary at the option of the Company's board of directors subject to certain limitations. The Company contributed $50,000 for 2014.

Participant Accounts. Each participant's account is credited with an allocation of (a) the Company's contribution, (b) the Plan's earnings, and (c) forfeitures of terminated participants' nonvested accounts and (d) charged with an allocation of administrative expenses. Allocations are based upon the participant's compensation. The benefit to which a participant is entitled to is the benefit that can be provided from the participant's vested account.

Forfeited nonvested accounts in 2014 totaled $703. These accounts were reallocated to participants in the same manner as employer contributions.

Vesting. Plan participants' vesting in the Company contributions is based on the number of years of continuous service. A participant becomes 20% vested after two years of credited service and then by an additional 20% for each additional year of credited service thereafter. After six years of credited service a participant becomes 100% vested.

Payment of Benefits. On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount, or in annual installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or in an annuity when the participant has reached his or her 65th birthday. Further, participants attaining their normal retirement date may elect to receive payment of benefits while continuing employment.

Note B - Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through June 15, 2015, which is the date the financial statements were available to be issued.

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements.

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

All of the Plan's investments are non-participant directed.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Plan Sponsor absorbs significant costs of Plan administration.

Note C – Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

ASC 820-10-50, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair values of mutual funds, other registered investments and common stocks are based on quoted market prices, when available.

The fair value of cash in money market accounts is equal to the total balances in the money market accounts.

Level 2 and Level 3 Fair Value Measurements

The Plan had no assets that were valued using Level 2 or Level 3 inputs.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value at December 31, 2014 and 2013:

		Fair Value Measurement at Reporting Date Using:		
		Level 1	Level 2	Level 3
	Fair Value	Quoted Prices in active markets for identical assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2014				
Mutual funds and other registered investments				
Diversified emerging markets	$ 101,251	$ 101,251	$ -	$ -
Index funds - domestic	275,893	275,893	-	-
Index funds - international	213,805	213,805	-	-
	$ 489,698	$ 489,698	$ -	$ -
Preferred stock				
Financial services	$ 54,270	54,270	$ -	$ -
Common stock				
Financial services	$ 512,780	$ 512,780	$ -	$ -
Consumer goods - Auto manufacturers	342,681	342,681	-	-
Services	298,147	298,147	-	-
Consumer goods - other	126,745	126,745	-	-
Utilities	179,415	179,415	-	-
Technology	127,366	127,366	-	-
Basic materials	112,920	112,920	-	-
Industrial goods	88,969	88,969	-	-
Healthcare - manufacturers	88,781	88,781	-	-
	$ 1,877,804	$ 1,877,804	$ -	$ -
Funds invested in money markets	$ 20,249	$ 20,249	$ -	$ -
Total investments at fair value	$ 2,442,021	$ 2,442,021	$ -	$ -

		Fair Value Measurement at Reporting Date Using:		
		Level 1	Level 2	Level 3
December 31, 2013	Fair Value	Quoted Prices in active markets for identical assets	Significant Other Observable Inputs	Significant Unobservable Inputs
Mutual funds and other registered investments				
Diversified Emerging Markets	$ 121,514	$ 121,514	$ -	$ -
Index funds - domestic	259,533	259,533	-	-
Index funds - international	127,078	127,078	-	-
	$ 508,125	$ 508,125	$ -	$ -
Preferred stock				
Financial services	$ 52,070	52,070	$ -	$ -
Common stock				
Financial services	$ 443,550	$ 443,550	$ -	$ -
Consumer goods - Auto manufacturers	331,272	331,272	-	-
Services	232,489	232,489	-	-
Consumer goods - other	134,397	134,397	-	-
Utilities	133,968	133,968	-	-
Technology	112,238	112,238	-	-
Basic materials	110,505	110,505	-	-
Industrial goods	80,198	80,198	-	-
Healthcare - manufacturers	73,605	73,605	-	-
	$1,652,222	$ 1,652,222	$ -	$ -
Funds invested in money markets	$ 13,379	$ 13,379	$ -	$ -
Total investments at fair value	$ 2,225,796	$ 2,225,796	$ -	$ -

Note D – Investments

The fair values of investments that represent 5% or more of the Plan's net assets are separately identified in the accompanying statement of net assets available for benefits. All of the Plan's investments are non-participant directed.

During 2014, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by $175,740 as follows:

Mutual funds and other registered investment companies	$	(2,246)
Preferred stocks		2,200
Common stocks		175,786
Net appreciation in fair value of investments	$	175,740

All of the changes in fair value of the above investments were measured by quoted prices in active markets. All investment gains and losses (realized and unrealized) for the year ended December 31, 2014 are reported in net appreciation in fair value of investments.

Note E - Plan Termination

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

Note F - Tax Status

The Internal Revenue Service has determined and informed the company by letter dated October 10, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of ERISA and applicable Internal Revenue laws and regulations.

Note G – Risks and Uncertainties

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

Note H – Reconciliation to Form 5500

Investment-related expenses are presented in the financial statements as reductions of investment income. In Form 5500 Schedule H these costs are reflected as a separate component of administrative expenses. A reconciliation of net asset additions and deductions per the financial statements to Form 5500 is as follows:

Total additions to net assets per financial statements	$	268,183
Add investment expenses deducted from investment income		14,419
Total income per Form 5500 Schedule H	$	282,602
Total deductions from net assets per financial statements	$	34,114
Add investment expenses deducted from investment income		14,419
Total expenses per Form 5500 Schedule H	$	48,533

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Mutual funds and other registered investment companies			
	Ishares MSCI Eafe Index	1,850 Exchange-Traded Fund Shares	$ 106,295	$ 112,554
	Ishares Core S&P Midcap	768 Exchange-Traded Fund Shares	87,141	111,206
	Ishares Core S&P Smallcap	971 Exchange-Traded Fund Shares	86,304	110,752
	SPDR S&P Regional Banking	624 Exchange-Traded Fund Shares	25,702	25,397
	Financial Sector ETF SPDR	1,154 Exchange-Traded Fund Shares	25,723	28,538
	Vanguard Intl. Equity ETF Index Emering Markets	2,530 Exchange-Traded Fund Shares	101,276	101,251
			$ 432,441	$ 489,698
	Preferred shares			
	Barclays Bank PLC 8.125% Non-cum Perp. PFD Callable on 6/15/2013	1,000 Shares of Preferred Stock	$ 25,795	$ 26,080
	Deutsche Bank Pfd Cont. Cap TR V Callable on 6/30/2018	1,000 Shares of Preferred Stock	27,351	28,190
			$ 53,146	$ 54,270
	Common stock			
	American Intl Group	1,000 Shares of Common Stock	$ 46,371	$ 56,010
	Pennymac Mtg Invt. TR	2,500 Shares of Common Stock	63,765	52,725
	Rite Aid Corporation	19,000 Shares of Common Stock	85,420	142,880
	Ford Motor Company	9,803 Shares of Common Stock	152,813	151,947
	General Motors	5,102 Shares of Common Stock	173,766	178,111
	Bank of America Corp	20,049 Shares of Common Stock	292,224	358,677
	Exelon Corporation	2,513 Shares of Common Stock	68,162	93,189
	Target Corp	201 Shares of Common Stock	13,903	15,257
	J M Smucker Co	125 Shares of Common Stock	12,589	12,623
	Scana Corp Com	281 Shares of Common Stock	13,992	16,972
	Kellogg Company	216 Shares of Common Stock	13,745	14,135
	The Southern Company	325 Shares of Common Stock	14,100	15,960
	Baxter International Inc	193 Shares of Common Stock	13,409	14,145
	General Mills Inc	269 Shares of Common Stock	13,045	14,346
	Wisconsin Energy Corp	335 Shares of Common Stock	13,890	17,668
	Factset Research Systems Inc	129 Shares of Common Stock	13,077	18,157
	Northeast Utiltities	332 Shares of Common Stock	13,481	17,769
	Pepsico Incorporated	170 Shares of Common Stock	13,678	16,075
	Procter & Gamble Co	174 Shares of Common Stock	13,388	15,850
	International Business Machine Corp	76 Shares of Common Stock	14,780	12,193
	McDonalds Corp	147 Shares of Common Stock	14,404	13,774
	Johnson & Johnson	177 Shares of Common Stock	15,311	18,509
	Grainger WW Inc	56 Shares of Common Stock	14,270	14,274
	Nexterra Energy Inc	168 Shares of Common Stock	13,299	17,857
	Chevron Corp	133 Shares of Common Stock	15,567	14,920
	Wal-Mart Stores Inc.	185 Shares of Common Stock	13,795	15,887
	Nordstrom Inc	237 Shares of Common Stock	14,009	18,814
	Analog Devices Inc	288 Shares of Common Stock	12,795	15,990
	Medtronic Inc	256 Shares of Common Stock	13,298	18,483
	Eaton Vance Corp Non-Vtg	348 Shares of Common Stock	13,439	14,244
	Conocophillips	211 Shares of Common Stock	12,688	14,572
	Colgate-Palmolive Co	233 Shares of Common Stock	13,165	16,121
	United Technologies Corp	135 Shares of Common Stock	11,445	15,525
	Aflac Inc	230 Shares of Common Stock	13,024	14,051
	Clorox Company	166 Shares of Common Stock	13,648	17,299
	Sysco Corporation	427 Shares of Common Stock	14,464	16,947
	Air Products & Chemicals	138 Shares of Common Stock	12,956	19,904
	Praxair Inc	119 Shares of Common Stock	13,649	15,418
	Novartis AG Spon ADR	193 Shares of Common Stock	13,281	17,883

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Common stocks (continued)				
	Sigma Aldrich Corp	118 Shares of Common Stock	9,520	16,198
	Automatic Data Processing	194 Shares of Common Stock	11,691	16,174
	Becton Dickinson & Co	142 Shares of Common Stock	13,914	19,761
	Genl Dynamics Corp Com	156 Shares of Common Stock	12,113	21,469
	Chubb Corp	165 Shares of Common Stock	13,677	17,073
	Emerson Electric Co	228 Shares of Common Stock	12,516	14,075
	Paychex Inc	353 Shares of Common Stock	13,198	16,298
	Exxon Mobil Corp	159 Shares of Common Stock	14,075	14,700
	Illinois Tool Works Inc	192 Shares of Common Stock	13,128	18,182
	Microsoft Corp.	410 Shares of Common Stock	13,867	19,044
	3M Co	120 Shares of Common Stock	11,379	19,718
	Harris Corp Del	243 Shares of Common Stock	11,716	17,452
	Norfolk Southern Corp	180 Shares of Common Stock	12,886	19,730
	Polaris Inds Inc	78 Shares of Common Stock	7,471	11,797
	Qualcomm, Inc.	170 Shares of Common Stock	12,901	12,636
	VF Corporation	282 Shares of Common Stock	13,435	21,122
	Phillips 66	240 Shares of Common Stock	13,230	17,208
	AT&T Inc	468 Shares of Common Stock	16,047	15,720
	Lowes Companies Inc	353 Shares of Common Stock	15,194	24,286
			$1,560,063	$ 1,877,804
Funds held in money market accounts				
	Ford Credit	Money market account, interest rate of 1.0%	$ 2,256	$ 2,256
	Bank of America	Money market accounts, interest rate of 0.01%	17,993	17,993
			$ 20,249	$ 20,249

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2014

(a) Identity of party involved	(b) Description of asset (include interest rate and and maturity date in case of a loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred in Transaction	(g) Cost of Asset	(h) Current Value of asset on Transaction Date	(i) Net gain or (loss)
Bank of America	Purchase shares of common stock	$ 128,524	$ -	$ -	$ -	$ 128,524	$ 128,524	$ -
Bank of America	Cancellations of common stock purchases	$ (102,813)	$ -	$ -	$ -	$ (102,813)	$ (102,813)	$ -
Financial Sector ETF SPDR	Purchase shares of registered investment company	$ 141,474	$ -	$ -	$ -	$ 141,474	$ 141,474	$ -
Financial Sector ETF SPDR	Cancellations of registered investment company share purchases	$ (115,752)	$ -	$ -	$ -	$ (115,752)	$ (115,752)	$ -
Ishares Core S&P Midcap	Sell shares of registered investment company	$ -	$ 128,762	$ -	$ -	$ 106,566	$ 128,762	$ 22,196
Ishares Core S&P Midcap	Cancellations of registered investment company share sales	$ -	$ (103,037)	$ -	$ -	$ (85,328)	$ (103,037)	$ (17,709)
Ishares Core S&P Smallcap	Sell shares of registered investment company	$ -	$ 128,966	$ -	$ -	$ 102,339	$ 128,966	$ 26,627
Ishares Core S&P Smallcap	Cancellations of registered investment company share sales	$ -	$ (103,217)	$ -	$ -	$ (83,617)	$ (103,217)	$ (19,600)
Ishares MSCI Eafe Index	Sell shares of registered investment company	$ -	$ 118,660	$ -	$ -	$ 101,466	$ 118,660	$ 17,194
Ishares MSCI Eafe Index	Cancellations of registered investment company share sales	$ -	$ (115,703)	$ -	$ -	$ (98,938)	$ (115,703)	$ (16,765)
Ishares MSCI ETF Emerging Markets	Purchase shares of registered investment company	$ 108,568	$ -	$ -	$ -	$ 108,568	$ 108,568	$ -
Ishares MSCI ETF Emerging Markets	Sell shares of registered investment company	$ -	$ 101,249	$ -	$ -	$ 108,568	$ 101,249	$ (7,319)
SPDR S&P Regional Banking	Purchase shares of registered investment company	$ 128,758	$ -	$ -	$ -	$ 128,758	$ 128,758	$ -
SPDR S&P Regional Banking	Cancellations of registered investment company share purchases	$ (103,056)	$ -	$ -	$ -	$ (103,056)	$ (103,056)	$ -
Thornburg Inv TR Developing World FD Instl Cl I	Purchase shares of registered investment company	$ 354	$ -	$ -	$ -	$ 354	$ 354	$ -
Thornburg Inv TR Developing World FD Instl Cl I	Sell shares of registered investment company	$ -	$ 239,282	$ -	$ -	$ 237,792	$ 239,282	$ 1,490
Thornburg Inv TR Developing World FD Instl Cl I	Cancellations of registered investment company share sales	$ -	$ (117,059)	$ -	$ -	$ (116,689)	$ (117,059)	$ (370)

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Mutual funds and other registered investment companies			
	Ishares MSCI Eafe Index	1,850 Exchange-Traded Fund Shares	$ 106,295	$ 112,554
	Ishares Core S&P Midcap	768 Exchange-Traded Fund Shares	87,141	111,206
	Ishares Core S&P Smallcap	971 Exchange-Traded Fund Shares	86,304	110,752
	SPDR S&P Regional Banking	624 Exchange-Traded Fund Shares	25,702	25,397
	Financial Sector ETF SPDR	1,154 Exchange-Traded Fund Shares	25,723	28,538
	Vanguard Intl. Equity ETF Index Emering Markets	2,530 Exchange-Traded Fund Shares	101,276	101,251
			$ 432,441	$ 489,698
	Preferred shares			
	Barclays Bank PLC 8.125% Non-cum Perp. PFD Callable on 6/15/2013	1,000 Shares of Preferred Stock	$ 25,795	$ 26,080
	Deutsche Bank Pfd Cont. Cap TR V Callable on 6/30/2018	1,000 Shares of Preferred Stock	27,351	28,190
			$ 53,146	$ 54,270
	Common stock			
	American Intl Group	1,000 Shares of Common Stock	$ 46,371	$ 56,010
	Pennymac Mtg Invt. TR	2,500 Shares of Common Stock	63,765	52,725
	Rite Aid Corporation	19,000 Shares of Common Stock	85,420	142,880
	Ford Motor Company	9,803 Shares of Common Stock	152,813	151,947
	General Motors	5,102 Shares of Common Stock	173,766	178,111
	Bank of America Corp	20,049 Shares of Common Stock	292,224	358,677
	Exelon Corporation	2,513 Shares of Common Stock	68,162	93,189
	Target Corp	201 Shares of Common Stock	13,903	15,257
	J M Smucker Co	125 Shares of Common Stock	12,589	12,623
	Scana Corp Com	281 Shares of Common Stock	13,992	16,972
	Kellogg Company	216 Shares of Common Stock	13,745	14,135
	The Southern Company	325 Shares of Common Stock	14,100	15,960
	Baxter International Inc	193 Shares of Common Stock	13,409	14,145
	General Mills Inc	269 Shares of Common Stock	13,045	14,346
	Wisconsin Energy Corp	335 Shares of Common Stock	13,890	17,668
	Factset Research Systems Inc	129 Shares of Common Stock	13,077	18,157
	Northeast Utiltities	332 Shares of Common Stock	13,481	17,769
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	Procter & Gamble Co	174 Shares of Common Stock	13,388	15,850
	International Business Machine Corp	76 Shares of Common Stock	14,780	12,193
	McDonalds Corp	147 Shares of Common Stock	14,404	13,774
	Johnson & Johnson	177 Shares of Common Stock	15,311	18,509
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	Nexterra Energy Inc	168 Shares of Common Stock	13,299	17,857
	Chevron Corp	133 Shares of Common Stock	15.567	14,920
	Wal-Mart Stores Inc.	185 Shares of Common Stock	13,795	15,887
	Nordstrom Inc	237 Shares of Common Stock	14,009	18,814
	Analog Devices Inc	288 Shares of Common Stock	12,795	15,990
	Medtronic Inc	256 Shares of Common Stock	13,298	18,483
	Eaton Vance Corp Non-Vtg	348 Shares of Common Stock	13,439	14,244
	Conocophillips	211 Shares of Common Stock	12,688	14,572
	Colgate-Palmolive Co	233 Shares of Common Stock	13,165	16,121
	United Technologies Corp	135 Shares of Common Stock	11,445	15,525
	Aflac Inc	230 Shares of Common Stock	13,024	14,051
	Clorox Company	166 Shares of Common Stock	13,648	17,299
	Sysco Corporation	427 Shares of Common Stock	14,464	16,947
	Air Products & Chemicals	138 Shares of Common Stock	12,956	19,904
	Praxair Inc	119 Shares of Common Stock	13,649	15,418
	Novartis AG Spon ADR	193 Shares of Common Stock	13,281	17,883

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Common stocks (continued)			
	Sigma Aldrich Corp	118 Shares of Common Stock	9,520	16,198
	Automatic Data Processing	194 Shares of Common Stock	11,691	16,174
	Becton Dickinson & Co	142 Shares of Common Stock	13,914	19,761
	Genl Dynamics Corp Com	156 Shares of Common Stock	12,113	21,469
	Chubb Corp	165 Shares of Common Stock	13,677	17,073
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	Exxon Mobil Corp	159 Shares of Common Stock	14,075	14,700
	Illinois Tool Works Inc	192 Shares of Common Stock	13,128	18,182
	Microsoft Corp.	410 Shares of Common Stock	13,867	19,044
	3M Co	120 Shares of Common Stock	11,379	19,718
	Harris Corp Del	243 Shares of Common Stock	11,716	17,452
	Norfolk Southern Corp	180 Shares of Common Stock	12,886	19,730
	Polaris Inds Inc	78 Shares of Common Stock	7,471	11,797
	Qualcomm, Inc.	170 Shares of Common Stock	12,901	12,636
	VF Corporation	282 Shares of Common Stock	13,435	21,122
	Phillips 66	240 Shares of Common Stock	13,230	17,208
	AT&T Inc	468 Shares of Common Stock	16,047	15,720
	Lowes Companies Inc	353 Shares of Common Stock	15,194	24,286
			$1,560,063	$ 1,877,804
	Funds held in money market accounts			
	Ford Credit	Money market account, interest rate of 1.0%	$ 2,256	$ 2,256
	Bank of America	Money market accounts, interest rate of 0.01%	17,993	17,993
			$ 20,249	$ 20,249

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2014

(a) Identity of party involved	(b) Description of asset (include interest rate and and maturity date in case of a loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred in Transaction	(g) Cost of Asset	(h) Current Value of asset on Transaction Date	(i) Net gain or (loss)
Bank of America	Purchase shares of common stock	$ 128,524	$ -	$ -	$ -	$ 128,524	$ 128,524	$ -
Bank of America	Cancellations of common stock purchases	$ (102,813)	$ -	$ -	$ -	$ (102,813)	$ (102,813)	$ -
Financial Sector ETF SPDR	Purchase shares of registered investment company	$ 141,474	$ -	$ -	$ -	$ 141,474	$ 141,474	$ -
Financial Sector ETF SPDR	Cancellations of registered investment company share purchases	$ (115,752)	$ -	$ -	$ -	$ (115,752)	$ (115,752)	$ -
Ishares Core S&P Midcap	Sell shares of registered investment company	$ -	$ 128,762	$ -	$ -	$ 106,566	$ 128,762	$ 22,196
Ishares Core S&P Midcap	Cancellations of registered investment company share sales	$ -	$ (103,037)	$ -	$ -	$ (85,328)	$ (103,037)	$ (17,709)
Ishares Core S&P Smallcap	Sell shares of registered investment company	$ -	$ 128,966	$ -	$ -	$ 102,339	$ 128,966	$ 26,627
Ishares Core S&P Smallcap	Cancellations of registered investment company share sales	$ -	$ (103,217)	$ -	$ -	$ (83,617)	$ (103,217)	$ (19,600)
Ishares MSCI Eafe Index	Sell shares of registered investment company	$ -	$ 118,660	$ -	$ -	$ 101,466	$ 118,660	$ 17,194
Ishares MSCI Eafe Index	Cancellations of registered investment company share sales	$ -	$ (115,703)	$ -	$ -	$ (98,938)	$ (115,703)	$ (16,765)
Ishares MSCI ETF Emerging Markets	Purchase shares of registered investment company	$ 108,568	$ -	$ -	$ -	$ 108,568	$ 108,568	$ -
Ishares MSCI ETF Emerging Markets	Sell shares of registered investment company	$ -	$ 101,249	$ -	$ -	$ 108,568	$ 101,249	$ (7,319)
SPDR S&P Regional Banking	Purchase shares of registered investment company	$ 128,758	$ -	$ -	$ -	$ 128,758	$ 128,758	$ -
SPDR S&P Regional Banking	Cancellations of registered investment company share purchases	$ (103,056)	$ -	$ -	$ -	$ (103,056)	$ (103,056)	$ -
Thornburg Inv TR Developing World FD Instl Cl I	Purchase shares of registered investment company	$ 354	$ -	$ -	$ -	$ 354	$ 354	$ -
Thornburg Inv TR Developing World FD Instl Cl I	Sell shares of registered investment company	$ -	$ 239,282	$ -	$ -	$ 237,792	$ 239,282	$ 1,490
Thornburg Inv TR Developing World FD Instl Cl I	Cancellations of registered investment company share sales	$ -	$ (117,059)	$ -	$ -	$ (116,689)	$ (117,059)	$ (370)

See accompanying notes.