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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 11/01/2013 and ending 10/31/2014

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
OUR GANG SAVINGS INCENTIVE PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/31/1969

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

POLLY'S, INC.

173 E. FREEDOM AVENUE
ANAHEIM, CA 92801

2b Employer Identification Number (EIN)
95-3781318

2c Sponsor's telephone number
714-459-0041

2d Business code (see instructions)
722511

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.	08/10/2015	SHARON LEE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**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**	762
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**	636
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	43
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	679
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	679
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	183
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 2K 2T 2E

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)

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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 11/01/2013 and ending 10/31/2014

A Name of plan
OUR GANG SAVINGS INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
POLLY'S, INC.

D Employer Identification Number (EIN)
95-3781318

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).. . . . . [X] 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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

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?
37 60 64 65	RECORDKEEPER	6449	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALZGI NFJ DIV VL ADM - BOSTON FINA 52-2269240	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NORTHERN SM CAP VAL - THE NORTHERN 36-1561860	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PRU/J MID CAP GR A - PRUDENTIAL MU 22-3703799	0.35%

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

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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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 11/01/2013 and ending 10/31/2014

A Name of plan
OUR GANG SAVINGS INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
POLLY'S, INC.

D Employer Identification Number (EIN)
95-3781318

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3109757	3043379
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	87934	108222
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5497526	5824314
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	8695217	8975915
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
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	8695217	8975915

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)	0	
	(B) Participants	2a(1)(B)	225012	
	(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)		225012
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	314	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	2802	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3116
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	246912	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		246912
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		237091
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		712131
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	423032	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		423032
f Corrective distributions (see instructions)	2f		1952
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	6449	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6449
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		431433
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		280698
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: MARTIN WERBELOW LLP **(2)** EIN: 95-1720829

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		40462
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		500000
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)

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 11/01/2013 and ending 10/31/2014

A Name of plan
OUR GANG SAVINGS INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
POLLY'S, INC.

D Employer Identification Number (EIN)
95-3781318

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): 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):

Financial Statements

OUR GANG SAVINGS INCENTIVE PLAN

For the Years Ended October 31, 2014 and 2013

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MARTIN WERBELOW LLP
CERTIFIED PUBLIC ACCOUNTANTS
300 NO. LAKE AVE., STE. 930, PASADENA, CA 91101
TEL: (626) 577-1440 FAX: (626) 577-1082

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Our Gang Savings Incentive Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Our Gang Savings Incentive Plan (the "Plan"), which comprise the statements of net assets available for benefits as of October 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of and for the years ended October 31, 2014 and 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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

Martin Werbelow LLP

July 31, 2015

OUR GANG SAVINGS INCENTIVE PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
OCTOBER 31, 2014 AND 2013

ASSETS

	2014	2013
Investments at Fair Value	$ 8,867,693	$ 8,607,283
Notes Receivable from Participants	108,222	87,934
Total Assets	8,975,915	8,695,217

LIABILITIES

Liabilities	-	-
Net Assets Available for Benefits	$ 8,975,915	$ 8,695,217

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

OUR GANG SAVINGS INCENTIVE PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED OCTOBER 31, 2014 AND 2013

	2014	2013
Additions to Net Assets Attributed to:		
Investment income:		
Interest income	$ 314	$ 788
Dividend income	246,912	152,065
Net appreciation in fair value of investments	237,091	701,366
Total Investment Income	484,317	854,219
Interest Income on Notes Receivable from Participants	2,802	3,653
Participant Contributions	225,012	239,395
Total Additions	712,131	1,097,267
Deductions from Net Assets Attributed to:		
Benefits paid to participants	424,984	1,394,874
Insurance expenses	-	5,438
Administrative expenses	6,449	6,414
Total Deductions	431,433	1,406,726
Change in Net Assets Available for Benefits	280,698	(309,459)
Net Assets Available for Benefits, Beginning of Year	8,695,217	9,004,676
Net Assets Available for Benefits, End of Year	$ 8,975,915	$ 8,695,217

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

Note 1 – Description of the Plan

The following description of Our Gang Savings Incentive Plan (the "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, as amended, is a defined contribution plan, which was established in May 1969 to provide retirement benefits to employees of Polly's, Inc. and its subsidiaries and affiliated entities (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Employees are eligible to participate in the Plan with respect to making salary reduction contributions, receiving discretionary profit sharing contributions and receiving discretionary matching employer contributions if they have completed one year of service. Effective December 15, 2014, employees must attain age 18 and complete one year of service to be eligible to participate in the Plan with respect to making salary reduction contributions, receiving discretionary profit sharing contributions and receiving discretionary matching employer contributions.

Fidelity Management Trust Company ("Fidelity") is the trustee of all plan assets and Fidelity Investments is the recordkeeper of all plan assets.

Effective December 31, 2014, the Plan was amended to change its year end from October 31 to December 31.

Contributions

Participants can elect to contribute up to a certain percentage of their pre-tax annual compensation, as defined in the Plan. Participants who have attained age 50 or older by the end of the calendar year are eligible to make catch-up contributions. The Plan also allows for Roth elective deferrals. Participants may also contribute amounts representing distributions from other eligible retirement plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company's contributions to the Plan are discretionary and determined each year by the Company's Board of Directors. Such contributions can be made in the form of a matching or profit sharing contribution. There were no contributions made by the Company for 2014 and 2013.

Participant Accounts

Each participant's account is credited with the participant's contributions as well as an allocation of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow a minimum of $1,000, up to 50% from their vested account balance, up to a maximum of $50,000. Loans are secured by the balance in the participant's account and bear interest at rates determined by the plan administrator to be commensurate with local prevailing rates. Principal and interest are applied ratably through payroll deductions.

Note 1 – Description of the Plan (continued)

Payment of Benefits
A participant's plan benefits will be distributed at retirement, death, disability, or termination of employment. The entire vested account balance will be paid in a single distribution or other distribution method that participants may elect.

Vesting
Participants are immediately vested in their voluntary contributions plus actual earnings on such contributions. Company discretionary matching contributions begin vesting after a participant's second year of service and are fully vested after four years of service. Company discretionary profit sharing contributions vest at 20% per year after a participant's second year of service and are fully vested after six years of credited service.

Forfeitures
Forfeited non-vested accounts are retained in the Plan and used first to pay Plan expenses then to reduce future Company contributions.

Note 2 – Summary of Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), except for benefits paid to participants, which are recorded when paid.

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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 held during the year and includes the Plan's gains and losses on investments bought and sold during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of October 31, 2014 or 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Administrative Expenses
The Company pays some of the administrative expenses of the Plan. Investment related expenses are included in net appreciation in fair value of investments.

Note 2 – Summary of Accounting Policies (continued)

Use of Estimates
The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Note 3 – Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to be complete and accurate by Fidelity:

	2014	2013
Investments at Fair Value		
Shares of registered investment companies	$ 8,867,693	$ 8,607,283
Notes Receivable from Participants	108,222	87,934

	2014	2013
Investment Income		
Interest income	$ 314	$ 788
Dividend income	246,912	152,065
Net appreciation in fair value of investments	237,091	702,057
Interest Income on Notes Receivable from Participants	2,802	3,653

Note 4 – Investments Representing 5% or More of Net Assets Available for Benefits

Investments that represent 5% or more of the Plan's net assets at October 31, 2014 and 2013 are as follows:

	2014
Investments at Fair Value	
Fidelity Retirement Money Market Fund	$ 3,043,379
Fidelity Freedom 2015 Fund	1,221,166
Pru/J Mid Cap Gr A	629,501
Fidelity Freedom 2020 Fund	584,792
Fidelity Growth and Income	554,902
Fidelity Government Income	552,393
Spartan 500 Index ADV	536,893

Note 4 – Investments Representing 5% or More of Net Assets Available for Benefits (continued)

	2013
Investments at Fair Value	
Fidelity Retirement Money Market Fund	$ 3,109,757
Fidelity Freedom 2010 Fund	1,245,092
Fidelity Government Income	619,802
Pru/J Mid Cap Gr A	537,171
Fidelity Freedom 2020 Fund	509,803
Fidelity Growth and Income	481,373
Spartan 500 Index ADV	445,580

Note 5 – Fair Value Measurements

The framework for measuring fair value 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 market prices in active markets for identical assets or liabilities (Level 1), and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at October 31, 2014 and 2013.

Shares of registered investment companies: valued at the net asset value ("NAV") of shares held by the Plan at year-end. The NAV is quoted at market prices in active markets for identical assets.

Note 5 – Fair Value Measurements (continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2014:

	Assets at Fair Value as of October 31, 2014			
	Total	**Level 1**	**Level 2**	**Level 3**
Shares of registered investment companies:				
Money market fund/cash equivalent	$ 3,043,379	$ 3,043,379	$ -	$ -
Target date funds	2,373,484	2,373,484	-	-
Large growth & blend funds	1,340,290	1,340,290	-	-
Midcap growth & blend funds	1,011,928	1,011,928	-	-
Intermediate government funds	552,393	552,393	-	-
Foreign large blend funds	333,341	333,341	-	-
High yield bond funds	175,499	175,499	-	-
Other	37,379	37,379	-	-
Total Assets at Fair Value	$ 8,867,693	$ 8,867,693	$ -	$ -

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2013:

	Assets at Fair Value as of October 31, 2013			
	Total	**Level 1**	**Level 2**	**Level 3**
Shares of registered investment companies:				
Money market fund/cash equivalent	$ 3,109,757	$ 3,109,757	$ -	$ -
Target date funds	2,289,245	2,289,245	-	-
Large growth & blend funds	1,143,388	1,143,388	-	-
Midcap growth & blend funds	912,109	912,109	-	-
Intermediate government funds	619,802	619,802	-	-
Foreign large blend funds	310,209	310,209	-	-
High yield bond funds	204,447	204,447	-	-
Other	18,326	18,326	-	-
Total Assets at Fair Value	$ 8,607,283	$ 8,607,283	$ -	$ -

Note 6 – Party in Interest Transactions

Fidelity manages certain Plan investments. Fidelity is the trustee as defined by the Plan and Fidelity Investments is the recordkeeper of the Plan and, therefore, these transactions qualify as party in interest transactions. These transactions are considered exempt under Section (3)(14) of ERISA.

Note 7 – Nonexempt Party In Interest Transactions

Certain participant deferrals and loan repayments were not remitted to the Plan within the defined time period. Department of Labor ("DOL") Regulation 2510.3-102 requires that employers remit the employee contributions and loan repayments to the Plan as soon as they can be reasonably segregated from the employer's general assets, but not later than the fifteenth business day of the month following the month in which the participant contributions and loan repayments are withheld or received by the employer.

A party in interest engaging in a nonexempt transaction (a prohibited transaction) is subject to an excise tax of 15%. The tax is imposed even if the transaction was inadvertent or benefits the Plan. Further, additional taxes may be imposed if the transaction is not corrected in a specified period of time.

Nonexempt party in interest transactions are disclosed in the accompanying supplemental schedule of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions.

Note 8 – 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 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 9 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to provisions of ERISA. In the event of termination of the Plan, the accounts of each participant shall become fully vested.

Note 10 – Income Tax Status

The Plan obtained an opinion letter from the Internal Revenue Service on March 31, 2008. The plan administrator believes that the Plan is currently designed and being operated in compliance with the qualification requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 10 – Income Tax Status (continued)

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not, would not be sustained upon examination by the Internal Revenue Service. The plan administrator believes the tax positions taken more likely than not, will be sustained under examination by the applicable tax authorities. 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 2011.

Note 11 – Reconciliation of Financial Statements to Form 5500

Interest-bearing cash (representing the Fidelity Retirement Money Market Fund) as reported on Form 5500, Schedule H, in the amounts of $3,043,379 and $3,109,757, as of October 31, 2014 and 2013, respectively, are included with investments in the financial statements.

Note 12 – Subsequent Events

The plan administrator has evaluated for subsequent events through July 31, 2015, the date the Plan's financial statements were available to be issued. As disclosed in Note 1, the Plan was amended subsequent to October 31, 2014.

SUPPLEMENTAL SCHEDULES

OUR GANG SAVINGS INCENTIVE PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
OCTOBER 31, 2014
EIN: 95-3781318
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current Value**
*	Fidelity Investments	Fidelity Retirement Money Market Fund		$ 3,043,379
*	Fidelity Investments	Fidelity Freedom 2015 Fund		1,221,166
*	Fidelity Investments	Pru/J Mid Cap Gr A		629,501
*	Fidelity Investments	Fidelity Freedom 2020 Fund		584,792
*	Fidelity Investments	Fidelity Growth and Income		554,902
*	Fidelity Investments	Fidelity Government Income		552,393
*	Fidelity Investments	Spartan 500 Index ADV		536,893
*	Fidelity Investments	Fidelity Low Priced Stock		382,427
*	Fidelity Investments	Fidelity Diversified International		330,908
*	Fidelity Investments	Fidelity Dividend Growth		220,243
*	Fidelity Investments	Fidelity Capital & Income		175,499
*	Fidelity Investments	Fidelity Freedom 2035 Fund		159,339
*	Fidelity Investments	Fidelity Freedom 2025 Fund		107,484
*	Fidelity Investments	Fidelity Freedom 2040 Fund		103,450
*	Fidelity Investments	Fidelity Freedom 2030 Fund		93,598
*	Fidelity Investments	Fidelity Freedom 2010 Fund		40,854
*	Fidelity Investments	Fidelity Freedom Income		32,410
*	Fidelity Investments	Fidelity Freedom 2005 Fund		27,564
*	Fidelity Investments	Fidelity Value Discovery		22,394
*	Fidelity Investments	Fidelity Freedom 2045 Fund		18,072
*	Fidelity Investments	Fidelity Freedom 2050 Fund		16,992
*	Fidelity Investments	Fidelity Independence		5,858
*	Fidelity Investments	Northern Sm Cap Val		4,969
*	Fidelity Investments	Alzgi NFJ Dividend Vl Adm		2,433
*	Fidelity Investments	Fidelity Freedom 2055 Fund		173
	Participant loans	Varying maturity dates, interest rate range: 3.25% to 7.00% per annum	-0-	$ 108,222

* *Indicates a party in interest*

See independent auditor's report.

OUR GANG SAVINGS INCENTIVE PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
OCTOBER 31, 2014
EIN: 95-3781318
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if late participant loan repayments are included: ☑	$ 22,408	$ 18,054	$ -	$ -
	$ 22,408	$ 18,054	$ -	$ -

See independent auditor's report.

Financial Statements

OUR GANG SAVINGS INCENTIVE PLAN

For the Years Ended October 31, 2014 and 2013

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Our Gang Savings Incentive Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Our Gang Savings Incentive Plan (the "Plan"), which comprise the statements of net assets available for benefits as of October 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of and for the years ended October 31, 2014 and 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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

Martin Werbelow LLP

July 31, 2015

OUR GANG SAVINGS INCENTIVE PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
OCTOBER 31, 2014 AND 2013

ASSETS

	2014	2013
Investments at Fair Value	$ 8,867,693	$ 8,607,283
Notes Receivable from Participants	108,222	87,934
Total Assets	8,975,915	8,695,217

LIABILITIES

Liabilities	-	-
Net Assets Available for Benefits	$ 8,975,915	$ 8,695,217

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

OUR GANG SAVINGS INCENTIVE PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED OCTOBER 31, 2014 AND 2013

	2014	2013
Additions to Net Assets Attributed to:		
Investment income:		
Interest income	$ 314	$ 788
Dividend income	246,912	152,065
Net appreciation in fair value of investments	237,091	701,366
Total Investment Income	484,317	854,219
Interest Income on Notes Receivable from Participants	2,802	3,653
Participant Contributions	225,012	239,395
Total Additions	712,131	1,097,267
Deductions from Net Assets Attributed to:		
Benefits paid to participants	424,984	1,394,874
Insurance expenses	-	5,438
Administrative expenses	6,449	6,414
Total Deductions	431,433	1,406,726
Change in Net Assets Available for Benefits	280,698	(309,459)
Net Assets Available for Benefits, Beginning of Year	8,695,217	9,004,676
Net Assets Available for Benefits, End of Year	$ 8,975,915	$ 8,695,217

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

Note 1 – Description of the Plan

The following description of Our Gang Savings Incentive Plan (the "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, as amended, is a defined contribution plan, which was established in May 1969 to provide retirement benefits to employees of Polly's, Inc. and its subsidiaries and affiliated entities (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Employees are eligible to participate in the Plan with respect to making salary reduction contributions, receiving discretionary profit sharing contributions and receiving discretionary matching employer contributions if they have completed one year of service. Effective December 15, 2014, employees must attain age 18 and complete one year of service to be eligible to participate in the Plan with respect to making salary reduction contributions, receiving discretionary profit sharing contributions and receiving discretionary matching employer contributions.

Fidelity Management Trust Company ("Fidelity") is the trustee of all plan assets and Fidelity Investments is the recordkeeper of all plan assets.

Effective December 31, 2014, the Plan was amended to change its year end from October 31 to December 31.

Contributions

Participants can elect to contribute up to a certain percentage of their pre-tax annual compensation, as defined in the Plan. Participants who have attained age 50 or older by the end of the calendar year are eligible to make catch-up contributions. The Plan also allows for Roth elective deferrals. Participants may also contribute amounts representing distributions from other eligible retirement plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company's contributions to the Plan are discretionary and determined each year by the Company's Board of Directors. Such contributions can be made in the form of a matching or profit sharing contribution. There were no contributions made by the Company for 2014 and 2013.

Participant Accounts

Each participant's account is credited with the participant's contributions as well as an allocation of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow a minimum of $1,000, up to 50% from their vested account balance, up to a maximum of $50,000. Loans are secured by the balance in the participant's account and bear interest at rates determined by the plan administrator to be commensurate with local prevailing rates. Principal and interest are applied ratably through payroll deductions.

Note 1 – Description of the Plan (continued)

Payment of Benefits
A participant's plan benefits will be distributed at retirement, death, disability, or termination of employment. The entire vested account balance will be paid in a single distribution or other distribution method that participants may elect.

Vesting
Participants are immediately vested in their voluntary contributions plus actual earnings on such contributions. Company discretionary matching contributions begin vesting after a participant's second year of service and are fully vested after four years of service. Company discretionary profit sharing contributions vest at 20% per year after a participant's second year of service and are fully vested after six years of credited service.

Forfeitures
Forfeited non-vested accounts are retained in the Plan and used first to pay Plan expenses then to reduce future Company contributions.

Note 2 – Summary of Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), except for benefits paid to participants, which are recorded when paid.

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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 held during the year and includes the Plan's gains and losses on investments bought and sold during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of October 31, 2014 or 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Administrative Expenses
The Company pays some of the administrative expenses of the Plan. Investment related expenses are included in net appreciation in fair value of investments.

Note 2 – Summary of Accounting Policies (continued)

Use of Estimates
The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Note 3 – Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to be complete and accurate by Fidelity:

	2014	2013
Investments at Fair Value		
Shares of registered investment companies	$ 8,867,693	$ 8,607,283
Notes Receivable from Participants	108,222	87,934

	2014	2013
Investment Income		
Interest income	$ 314	$ 788
Dividend income	246,912	152,065
Net appreciation in fair value of investments	237,091	702,057
Interest Income on Notes Receivable from Participants	2,802	3,653

Note 4 – Investments Representing 5% or More of Net Assets Available for Benefits

Investments that represent 5% or more of the Plan's net assets at October 31, 2014 and 2013 are as follows:

	2014
Investments at Fair Value	
Fidelity Retirement Money Market Fund	$ 3,043,379
Fidelity Freedom 2015 Fund	1,221,166
Pru/J Mid Cap Gr A	629,501
Fidelity Freedom 2020 Fund	584,792
Fidelity Growth and Income	554,902
Fidelity Government Income	552,393
Spartan 500 Index ADV	536,893

Note 4 – Investments Representing 5% or More of Net Assets Available for Benefits (continued)

	2013
Investments at Fair Value	
Fidelity Retirement Money Market Fund	$ 3,109,757
Fidelity Freedom 2010 Fund	1,245,092
Fidelity Government Income	619,802
Pru/J Mid Cap Gr A	537,171
Fidelity Freedom 2020 Fund	509,803
Fidelity Growth and Income	481,373
Spartan 500 Index ADV	445,580

Note 5 – Fair Value Measurements

The framework for measuring fair value 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 market prices in active markets for identical assets or liabilities (Level 1), and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at October 31, 2014 and 2013.

Shares of registered investment companies: valued at the net asset value ("NAV") of shares held by the Plan at year-end. The NAV is quoted at market prices in active markets for identical assets.

Note 5 – Fair Value Measurements (continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2014:

	Assets at Fair Value as of October 31, 2014			
	Total	**Level 1**	**Level 2**	**Level 3**
Shares of registered investment companies:				
Money market fund/cash equivalent	$ 3,043,379	$ 3,043,379	$ -	$ -
Target date funds	2,373,484	2,373,484	-	-
Large growth & blend funds	1,340,290	1,340,290	-	-
Midcap growth & blend funds	1,011,928	1,011,928	-	-
Intermediate government funds	552,393	552,393	-	-
Foreign large blend funds	333,341	333,341	-	-
High yield bond funds	175,499	175,499	-	-
Other	37,379	37,379	-	-
Total Assets at Fair Value	$ 8,867,693	$ 8,867,693	$ -	$ -

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2013:

	Assets at Fair Value as of October 31, 2013			
	Total	**Level 1**	**Level 2**	**Level 3**
Shares of registered investment companies:				
Money market fund/cash equivalent	$ 3,109,757	$ 3,109,757	$ -	$ -
Target date funds	2,289,245	2,289,245	-	-
Large growth & blend funds	1,143,388	1,143,388	-	-
Midcap growth & blend funds	912,109	912,109	-	-
Intermediate government funds	619,802	619,802	-	-
Foreign large blend funds	310,209	310,209	-	-
High yield bond funds	204,447	204,447	-	-
Other	18,326	18,326	-	-
Total Assets at Fair Value	$ 8,607,283	$ 8,607,283	$ -	$ -

Note 6 – Party in Interest Transactions

Fidelity manages certain Plan investments. Fidelity is the trustee as defined by the Plan and Fidelity Investments is the recordkeeper of the Plan and, therefore, these transactions qualify as party in interest transactions. These transactions are considered exempt under Section (3)(14) of ERISA.

Note 7 – Nonexempt Party In Interest Transactions

Certain participant deferrals and loan repayments were not remitted to the Plan within the defined time period. Department of Labor ("DOL") Regulation 2510.3-102 requires that employers remit the employee contributions and loan repayments to the Plan as soon as they can be reasonably segregated from the employer's general assets, but not later than the fifteenth business day of the month following the month in which the participant contributions and loan repayments are withheld or received by the employer.

A party in interest engaging in a nonexempt transaction (a prohibited transaction) is subject to an excise tax of 15%. The tax is imposed even if the transaction was inadvertent or benefits the Plan. Further, additional taxes may be imposed if the transaction is not corrected in a specified period of time.

Nonexempt party in interest transactions are disclosed in the accompanying supplemental schedule of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions.

Note 8 – 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 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 9 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to provisions of ERISA. In the event of termination of the Plan, the accounts of each participant shall become fully vested.

Note 10 – Income Tax Status

The Plan obtained an opinion letter from the Internal Revenue Service on March 31, 2008. The plan administrator believes that the Plan is currently designed and being operated in compliance with the qualification requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 10 – Income Tax Status (continued)

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not, would not be sustained upon examination by the Internal Revenue Service. The plan administrator believes the tax positions taken more likely than not, will be sustained under examination by the applicable tax authorities. 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 2011.

Note 11 – Reconciliation of Financial Statements to Form 5500

Interest-bearing cash (representing the Fidelity Retirement Money Market Fund) as reported on Form 5500, Schedule H, in the amounts of $3,043,379 and $3,109,757, as of October 31, 2014 and 2013, respectively, are included with investments in the financial statements.

Note 12 – Subsequent Events

The plan administrator has evaluated for subsequent events through July 31, 2015, the date the Plan's financial statements were available to be issued. As disclosed in Note 1, the Plan was amended subsequent to October 31, 2014.

SUPPLEMENTAL SCHEDULES

OUR GANG SAVINGS INCENTIVE PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
OCTOBER 31, 2014
EIN: 95-3781318
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current Value**
*	Fidelity Investments	Fidelity Retirement Money Market Fund		$ 3,043,379
*	Fidelity Investments	Fidelity Freedom 2015 Fund		1,221,166
*	Fidelity Investments	Pru/J Mid Cap Gr A		629,501
*	Fidelity Investments	Fidelity Freedom 2020 Fund		584,792
*	Fidelity Investments	Fidelity Growth and Income		554,902
*	Fidelity Investments	Fidelity Government Income		552,393
*	Fidelity Investments	Spartan 500 Index ADV		536,893
*	Fidelity Investments	Fidelity Low Priced Stock		382,427
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*	Fidelity Investments	Fidelity Dividend Growth		220,243
*	Fidelity Investments	Fidelity Capital & Income		175,499
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*	Fidelity Investments	Fidelity Freedom 2040 Fund		103,450
*	Fidelity Investments	Fidelity Freedom 2030 Fund		93,598
*	Fidelity Investments	Fidelity Freedom 2010 Fund		40,854
*	Fidelity Investments	Fidelity Freedom Income		32,410
*	Fidelity Investments	Fidelity Freedom 2005 Fund		27,564
*	Fidelity Investments	Fidelity Value Discovery		22,394
*	Fidelity Investments	Fidelity Freedom 2045 Fund		18,072
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*	Fidelity Investments	Fidelity Independence		5,858
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*	Fidelity Investments	Alzgi NFJ Dividend Vl Adm		2,433
*	Fidelity Investments	Fidelity Freedom 2055 Fund		173
	Participant loans	Varying maturity dates, interest rate range: 3.25% to 7.00% per annum	-0-	$ 108,222

* *Indicates a party in interest*

See independent auditor's report.

OUR GANG SAVINGS INCENTIVE PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
OCTOBER 31, 2014
EIN: 95-3781318
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if late participant loan repayments are included: ☑	$ 22,408	$ 18,054	$ -	$ -
	$ 22,408	$ 18,054	$ -	$ -

See independent auditor's report.

Financial Statements

OUR GANG SAVINGS INCENTIVE PLAN

For the Years Ended October 31, 2014 and 2013

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TEL: (626) 577-1440 FAX: (626) 577-1082

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Our Gang Savings Incentive Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Our Gang Savings Incentive Plan (the "Plan"), which comprise the statements of net assets available for benefits as of October 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of and for the years ended October 31, 2014 and 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

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

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

Martin Werbelow LLP

July 31, 2015

OUR GANG SAVINGS INCENTIVE PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
OCTOBER 31, 2014 AND 2013

ASSETS

	2014	2013
Investments at Fair Value	$ 8,867,693	$ 8,607,283
Notes Receivable from Participants	108,222	87,934
Total Assets	8,975,915	8,695,217

LIABILITIES

Liabilities	-	-
Net Assets Available for Benefits	$ 8,975,915	$ 8,695,217

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

OUR GANG SAVINGS INCENTIVE PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED OCTOBER 31, 2014 AND 2013

	2014	2013
Additions to Net Assets Attributed to:		
Investment income:		
Interest income	$ 314	$ 788
Dividend income	246,912	152,065
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Interest Income on Notes Receivable from Participants	2,802	3,653
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Net Assets Available for Benefits, Beginning of Year	8,695,217	9,004,676
Net Assets Available for Benefits, End of Year	$ 8,975,915	$ 8,695,217

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

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General

The Plan, as amended, is a defined contribution plan, which was established in May 1969 to provide retirement benefits to employees of Polly's, Inc. and its subsidiaries and affiliated entities (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Employees are eligible to participate in the Plan with respect to making salary reduction contributions, receiving discretionary profit sharing contributions and receiving discretionary matching employer contributions if they have completed one year of service. Effective December 15, 2014, employees must attain age 18 and complete one year of service to be eligible to participate in the Plan with respect to making salary reduction contributions, receiving discretionary profit sharing contributions and receiving discretionary matching employer contributions.

Fidelity Management Trust Company ("Fidelity") is the trustee of all plan assets and Fidelity Investments is the recordkeeper of all plan assets.

Effective December 31, 2014, the Plan was amended to change its year end from October 31 to December 31.

Contributions

Participants can elect to contribute up to a certain percentage of their pre-tax annual compensation, as defined in the Plan. Participants who have attained age 50 or older by the end of the calendar year are eligible to make catch-up contributions. The Plan also allows for Roth elective deferrals. Participants may also contribute amounts representing distributions from other eligible retirement plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company's contributions to the Plan are discretionary and determined each year by the Company's Board of Directors. Such contributions can be made in the form of a matching or profit sharing contribution. There were no contributions made by the Company for 2014 and 2013.

Participant Accounts

Each participant's account is credited with the participant's contributions as well as an allocation of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow a minimum of $1,000, up to 50% from their vested account balance, up to a maximum of $50,000. Loans are secured by the balance in the participant's account and bear interest at rates determined by the plan administrator to be commensurate with local prevailing rates. Principal and interest are applied ratably through payroll deductions.

Note 1 – Description of the Plan (continued)

Payment of Benefits
A participant's plan benefits will be distributed at retirement, death, disability, or termination of employment. The entire vested account balance will be paid in a single distribution or other distribution method that participants may elect.

Vesting
Participants are immediately vested in their voluntary contributions plus actual earnings on such contributions. Company discretionary matching contributions begin vesting after a participant's second year of service and are fully vested after four years of service. Company discretionary profit sharing contributions vest at 20% per year after a participant's second year of service and are fully vested after six years of credited service.

Forfeitures
Forfeited non-vested accounts are retained in the Plan and used first to pay Plan expenses then to reduce future Company contributions.

Note 2 – Summary of Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), except for benefits paid to participants, which are recorded when paid.

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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 held during the year and includes the Plan's gains and losses on investments bought and sold during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of October 31, 2014 or 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Administrative Expenses
The Company pays some of the administrative expenses of the Plan. Investment related expenses are included in net appreciation in fair value of investments.

Note 2 – Summary of Accounting Policies (continued)

Use of Estimates
The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Note 3 – Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to be complete and accurate by Fidelity:

	2014	2013
Investments at Fair Value		
Shares of registered investment companies	$ 8,867,693	$ 8,607,283
Notes Receivable from Participants	108,222	87,934

	2014	2013
Investment Income		
Interest income	$ 314	$ 788
Dividend income	246,912	152,065
Net appreciation in fair value of investments	237,091	702,057
Interest Income on Notes Receivable from Participants	2,802	3,653

Note 4 – Investments Representing 5% or More of Net Assets Available for Benefits

Investments that represent 5% or more of the Plan's net assets at October 31, 2014 and 2013 are as follows:

	2014
Investments at Fair Value	
Fidelity Retirement Money Market Fund	$ 3,043,379
Fidelity Freedom 2015 Fund	1,221,166
Pru/J Mid Cap Gr A	629,501
Fidelity Freedom 2020 Fund	584,792
Fidelity Growth and Income	554,902
Fidelity Government Income	552,393
Spartan 500 Index ADV	536,893

Note 4 – Investments Representing 5% or More of Net Assets Available for Benefits (continued)

	2013
Investments at Fair Value	
Fidelity Retirement Money Market Fund	$ 3,109,757
Fidelity Freedom 2010 Fund	1,245,092
Fidelity Government Income	619,802
Pru/J Mid Cap Gr A	537,171
Fidelity Freedom 2020 Fund	509,803
Fidelity Growth and Income	481,373
Spartan 500 Index ADV	445,580

Note 5 – Fair Value Measurements

The framework for measuring fair value 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 market prices in active markets for identical assets or liabilities (Level 1), and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at October 31, 2014 and 2013.

Shares of registered investment companies: valued at the net asset value ("NAV") of shares held by the Plan at year-end. The NAV is quoted at market prices in active markets for identical assets.

Note 5 – Fair Value Measurements (continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2014:

	Assets at Fair Value as of October 31, 2014			
	Total	**Level 1**	**Level 2**	**Level 3**
Shares of registered investment companies:				
Money market fund/cash equivalent	$ 3,043,379	$ 3,043,379	$ -	$ -
Target date funds	2,373,484	2,373,484	-	-
Large growth & blend funds	1,340,290	1,340,290	-	-
Midcap growth & blend funds	1,011,928	1,011,928	-	-
Intermediate government funds	552,393	552,393	-	-
Foreign large blend funds	333,341	333,341	-	-
High yield bond funds	175,499	175,499	-	-
Other	37,379	37,379	-	-
Total Assets at Fair Value	$ 8,867,693	$ 8,867,693	$ -	$ -

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2013:

	Assets at Fair Value as of October 31, 2013			
	Total	**Level 1**	**Level 2**	**Level 3**
Shares of registered investment companies:				
Money market fund/cash equivalent	$ 3,109,757	$ 3,109,757	$ -	$ -
Target date funds	2,289,245	2,289,245	-	-
Large growth & blend funds	1,143,388	1,143,388	-	-
Midcap growth & blend funds	912,109	912,109	-	-
Intermediate government funds	619,802	619,802	-	-
Foreign large blend funds	310,209	310,209	-	-
High yield bond funds	204,447	204,447	-	-
Other	18,326	18,326	-	-
Total Assets at Fair Value	$ 8,607,283	$ 8,607,283	$ -	$ -

Note 6 – Party in Interest Transactions

Fidelity manages certain Plan investments. Fidelity is the trustee as defined by the Plan and Fidelity Investments is the recordkeeper of the Plan and, therefore, these transactions qualify as party in interest transactions. These transactions are considered exempt under Section (3)(14) of ERISA.

Note 7 – Nonexempt Party In Interest Transactions

Certain participant deferrals and loan repayments were not remitted to the Plan within the defined time period. Department of Labor ("DOL") Regulation 2510.3-102 requires that employers remit the employee contributions and loan repayments to the Plan as soon as they can be reasonably segregated from the employer's general assets, but not later than the fifteenth business day of the month following the month in which the participant contributions and loan repayments are withheld or received by the employer.

A party in interest engaging in a nonexempt transaction (a prohibited transaction) is subject to an excise tax of 15%. The tax is imposed even if the transaction was inadvertent or benefits the Plan. Further, additional taxes may be imposed if the transaction is not corrected in a specified period of time.

Nonexempt party in interest transactions are disclosed in the accompanying supplemental schedule of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions.

Note 8 – 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 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 9 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to provisions of ERISA. In the event of termination of the Plan, the accounts of each participant shall become fully vested.

Note 10 – Income Tax Status

The Plan obtained an opinion letter from the Internal Revenue Service on March 31, 2008. The plan administrator believes that the Plan is currently designed and being operated in compliance with the qualification requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 10 – Income Tax Status (continued)

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not, would not be sustained upon examination by the Internal Revenue Service. The plan administrator believes the tax positions taken more likely than not, will be sustained under examination by the applicable tax authorities. 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 2011.

Note 11 – Reconciliation of Financial Statements to Form 5500

Interest-bearing cash (representing the Fidelity Retirement Money Market Fund) as reported on Form 5500, Schedule H, in the amounts of $3,043,379 and $3,109,757, as of October 31, 2014 and 2013, respectively, are included with investments in the financial statements.

Note 12 – Subsequent Events

The plan administrator has evaluated for subsequent events through July 31, 2015, the date the Plan's financial statements were available to be issued. As disclosed in Note 1, the Plan was amended subsequent to October 31, 2014.

SUPPLEMENTAL SCHEDULES

OUR GANG SAVINGS INCENTIVE PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
OCTOBER 31, 2014
EIN: 95-3781318
Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current Value**
*	Fidelity Investments	Fidelity Retirement Money Market Fund		$ 3,043,379
*	Fidelity Investments	Fidelity Freedom 2015 Fund		1,221,166
*	Fidelity Investments	Pru/J Mid Cap Gr A		629,501
*	Fidelity Investments	Fidelity Freedom 2020 Fund		584,792
*	Fidelity Investments	Fidelity Growth and Income		554,902
*	Fidelity Investments	Fidelity Government Income		552,393
*	Fidelity Investments	Spartan 500 Index ADV		536,893
*	Fidelity Investments	Fidelity Low Priced Stock		382,427
*	Fidelity Investments	Fidelity Diversified International		330,908
*	Fidelity Investments	Fidelity Dividend Growth		220,243
*	Fidelity Investments	Fidelity Capital & Income		175,499
*	Fidelity Investments	Fidelity Freedom 2035 Fund		159,339
*	Fidelity Investments	Fidelity Freedom 2025 Fund		107,484
*	Fidelity Investments	Fidelity Freedom 2040 Fund		103,450
*	Fidelity Investments	Fidelity Freedom 2030 Fund		93,598
*	Fidelity Investments	Fidelity Freedom 2010 Fund		40,854
*	Fidelity Investments	Fidelity Freedom Income		32,410
*	Fidelity Investments	Fidelity Freedom 2005 Fund		27,564
*	Fidelity Investments	Fidelity Value Discovery		22,394
*	Fidelity Investments	Fidelity Freedom 2045 Fund		18,072
*	Fidelity Investments	Fidelity Freedom 2050 Fund		16,992
*	Fidelity Investments	Fidelity Independence		5,858
*	Fidelity Investments	Northern Sm Cap Val		4,969
*	Fidelity Investments	Alzgi NFJ Dividend Vl Adm		2,433
*	Fidelity Investments	Fidelity Freedom 2055 Fund		173
	Participant loans	Varying maturity dates, interest rate range: 3.25% to 7.00% per annum	-0-	$ 108,222

* *Indicates a party in interest*

See independent auditor's report.

OUR GANG SAVINGS INCENTIVE PLAN
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
OCTOBER 31, 2014
EIN: 95-3781318
Plan Number: 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if late participant loan repayments are included: ☑	$ 22,408	$ 18,054	$ -	$ -
	$ 22,408	$ 18,054	$ -	$ -

See independent auditor's report.