# Form 5500

**Department of the Treasury**
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2014**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
VAN WAGNER GROUP, LLC RETIREMENT SAVINGS PLAN (FORMERLY VAN WAGNER COMMUNICATIONS, LLC RETIREMENT SAVINGS PLAN)

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 02/01/1996

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

800 3RD AVE
NEW YORK, NY 10022

**2b** Employer Identification Number (EIN)
47-1648255

**2c** Plan Sponsor's telephone number
212-699-8459

**2d** Business code (see instructions)
531120

**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. | 09/11/2015 | GARY EUSTACHE |
| | **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 ☐ Same as Plan Sponsor

VAN WAGNER GROUP, LLC

800 3RD AVE
NEW YORK, NY 10022

**3b** Administrator's EIN
47-1648255

**3c** Administrator's telephone number
212-699-8459

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

**a** Sponsor's name
VAN WAGNER COMMUNICATIONS ,LLC

**4b** EIN
13-3984032

**4c** PN
001

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 348 |
| **6** | Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**). | | |
| **a(1)** | Total number of active participants at the beginning of the plan year | **6a(1)** | 196 |
| **a(2)** | Total number of active participants at the end of the plan year | **6a(2)** | 179 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 255 |
| **d** | Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 434 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 2 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 436 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 394 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 3 |
| **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 3D 2T 2E 3H

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

| | | | |
|---|---|---|---|
| **(1)** | ☒ | | **H** (Financial Information) |
| **(2)** | ☐ | | **I** (Financial Information – Small Plan) |
| **(3)** | ☐ | 0 | **A** (Insurance Information) |
| **(4)** | ☒ | | **C** (Service Provider Information) |
| **(5)** | ☒ | | **D** (DFE/Participating Plan Information) |
| **(6)** | ☐ | | **G** (Financial Transaction Schedules) |

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

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

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

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

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

Receipt Confirmation Code_____

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2014**<br>**This Form is Open to Public Inspection.** |

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

**A** Name of plan
VAN WAGNER GROUP, LLC RETIREMENT SAVINGS PLAN (FORMERLY VAN WAGNER COMMUNICATIONS, LLC RETIREMENT SAVINGS PLAN)

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
VAN WAGNER GROUP, LLC

**D** Employer Identification Number (EIN)
47-1648255

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

T. ROWE PRICE RPS, INC

52-1309931

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 28 49 59 64 21 37 50 62 65 25 38 52 63 57 | NONE | 4778 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

AMERICAN CENTURY INVESTMENTS

44-0619208

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

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

COLUMBIA FUNDS

93-0577450

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

FRANKLIN TEMPLETON

13-2670991

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

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

PIMCO FUNDS

33-0629048

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

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

FIDELITY FUNDS

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? |
|---|---|---|---|---|---|---|
| 28 59 | NONE | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 0 | Yes [X] 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)

ARTISAN FUNDS

30-0551775

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

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

OAKMARK FUNDS

04-3276558

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

## 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 |
|---|---|---|
| T ROWE PRICE RPS, INC. | 15 38 59 21 49 62 25 50 63 28 52 64 37 57 65 | 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. |
|---|---|---|
| AMERICAN CENTURY MID CAP VAL | P.O. BOX 419200<br>KANSAS CITY, MO 64141 | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| T ROWE PRICE RPS, INC | 15 38 59 21 49 62 25 50 63 28 52 64 37 57 65 | 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. |
|---|---|---|
| COLUMBIA ACORN Z & LARGE CAP INDEX | ONE FINANCIAL CENTER<br>BOSTON, MA 02111 | FEE FOR SHAREHOLDER SERVICING BASED UPON RANGE 0.25%- 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| T ROWE PRICE RPS, INC. | 15 38 59 21 49 62 25 50 63 28 52 64 37 57 65 | 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. |
|---|---|---|
| FIDELITY FUNDS | ONE DESTINY WAY<br>WESTLAKE, TX 76262 | FEE FOR SHAREHOLDER SERVICING BASED UPON RANGE 0.00%-0.25% |

## 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 |
|---|---|---|
| T ROWE PRICE RPS, INC | 15 38 59 21 49 62 25 50 63 28 52 64 37 57 65 | 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. |
|---|---|
| MUTUAL GLOBAL DISCOVERY FUND<br>P.O. BOX 33030<br>ST. PETERSBURG, FL 33733 | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.15% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| T ROWE PRICE RPS, INC | 15 38 59 21 49 62 25 50 63 28 52 64 37 57 65 | 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. |
|---|---|
| PIMCO TOTAL RETURN FUND<br>840 NEWPORT CENTER DRIVE<br>NEWPORT BEACH, CA 92660 | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| T ROWE PRICE RPS, INC | 15 38 59 21 49 62 25 50 63 28 52 64 37 57 65 | 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. |
|---|---|
| ARTISAN INTERNATIONAL<br>875 EAST WISCONSIN AVENUE SUITE 800<br>MILWAUKEE, WI 53202 | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.35% |

## 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 |
|---|---|---|
| T ROWE PRICE RPS, INC | 15 38 59 21 49 62 25 50 63 28 52 64 37 57 65 | 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. |
|---|---|
| OAKMARK FUNDS<br>P.O. BOX 219558<br>KANSAS CITY, MO 64121 | FEE FOR SHAREHOLDER SERVICING BASED UPON 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| AMERICAN CENTURY INVESTMENTS | 28 59 | 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. |
|---|---|
| AMERICAN CENTURY MID CAP VAL<br>P.O. BOX 419200<br>KANSAS CITY, MO 64141 | INVESTMENT MANAGEMENT FEE BASED ON 1.01% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| COLUMBIA FUND | 28 59 | 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. |
|---|---|
| COLUMBIA ACORN Z<br>ONE FINANCIAL CENTER<br>BOSTON, ME 02111 | INVESTMENT MANAGEMENT FEE BASED ON -0.79% |

## 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 |
|---|---|---|
| COLUMBIA FUND | 28 59 | 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. |
|---|---|
| COLUMBIA LARGE CAP INDEX<br>ONE FINANCIAL CENTER<br>BOSTON, MA 02111 | INVESTMENT MANAGEMENT FEE BASED ON 0.20% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FRANKLIN TEMPLETON | 28 59 | 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. |
|---|---|
| MUTUAL GLOBAL DISCOVERY<br>PO BOX 33030<br>ST. PETERSBURG, FL 33733 | INVESTMENT MANAGEMENT FEE BASED ON 0.98% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| PIMCO FUNDS | 28 59 | 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. |
|---|---|
| PIMCO TOTAL RETURN<br>840 NEWPORT CENTER DRIVE<br>NEWPORT BEACH, CA 92660 | INVESTMENT MANAGEMENT FEE BASED ON 0.46% |

## 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 FUNDS | 28 59 | 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. |
|---|---|
| FIDELITY SPAR 500,SPAR EX MKT,SEL P<br>2300 NORTH RIDGETOP ROAD<br>SANTA FE, NM 87506 | INVESTMENT MANAGEMENT FEE BASED ON RANGE 0.09%-0.77% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| ARTISAN | 28 59 | 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. |
|---|---|
| ARTISAN INTERNATIONAL<br>875 EAST WISCONSIN AVE<br>MILWAUKEE, WI 52302 | INVESTMENT MANAGEMENT FEE BASED ON 1.20% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| OAKMARK | 28 59 | 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. |
|---|---|
| OAKMARK FUND I<br>PO BOX 219558<br>KANSAS CITY, MD 64121 | INVESTMENT MANAGEMENT FEE BASED ON 0.95% |

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

**2014**

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

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

**A** Name of plan
VAN WAGNER GROUP, LLC RETIREMENT SAVINGS PLAN (FORMERLY VAN WAGNER COMMUNICATIONS, LLC RETIREMENT SAVINGS PLAN)

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
VAN WAGNER GROUP, LLC

**D** Employer Identification Number (EIN)
47-1648255

## Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TRP ST VAL COMMON TRUST FUND

**b** Name of sponsor of entity listed in (a): T.ROWE PRICE TRUST COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 52-1309931-001 | C | 1510391 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

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

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

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

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

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

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

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

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

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

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

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

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

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

# SCHEDULE H
## (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

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

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

OMB No. 1210-0110

**2014**

**This Form is Open to Public Inspection**

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

**A** Name of plan
VAN WAGNER GROUP, LLC RETIREMENT SAVINGS PLAN (FORMERLY VAN WAGNER COMMUNICATIONS, LLC RETIREMENT SAVINGS PLAN)

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
VAN WAGNER GROUP, LLC

**D** Employer Identification Number (EIN)
47-1648255

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 549462 | 700239 |
| **(2)** Participant contributions | 1b(2) | 0 | 33525 |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 30432 | 42025 |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 258304 | 250121 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 1401135 | 1532608 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 19734878 | 22725046 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 21974211 | 25283564 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 21974211 | 25283564 |

## 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) | 769391 | |
| | **(B)** Participants | 2a(1)(B) | 1278652 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 59599 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 2107642 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 4 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 12902 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 12906 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 924922 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 924922 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **(6)** Net investment gain (loss) from common/collective trusts | 2b(6) | | 28574 |
| **(7)** Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| **(8)** Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| **(9)** Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| **(10)** Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 438273 |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 3512317 |

## Expenses

| | | | |
|---|---|---|---|
| **e** Benefit payment and payments to provide benefits: | | | |
| **(1)** Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 4219471 | |
| **(2)** To insurance carriers for the provision of benefits | 2e(2) | | |
| **(3)** Other | 2e(3) | | |
| **(4)** Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 4219471 |
| **f** Corrective distributions (see instructions) | 2f | | |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | |
| **h** Interest expense | 2h | | |
| **i** Administrative expenses: **(1)** Professional fees | 2i(1) | | |
| **(2)** Contract administrator fees | 2i(2) | | |
| **(3)** Investment advisory and management fees | 2i(3) | | |
| **(4)** Other | 2i(4) | 4778 | |
| **(5)** Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 4778 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 4224249 |

## Net Income and Reconciliation

| | | | |
|---|---|---|---|
| **k** Net income (loss). Subtract line **2j** from line **2d** | 2k | | -711932 |
| **l** Transfers of assets: | | | |
| **(1)** To this plan | 2l(1) | | 4021285 |
| **(2)** From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

**(1)** ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

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

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

**(1)** Name: DOUGLAS J FREEMAN **(2)** EIN: 11-3415651

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

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

## Part IV Compliance Questions

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

During the plan year:

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

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 1000000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

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

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

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

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

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

OMB No. 1210-0110

**2014**

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

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

**A** Name of plan
VAN WAGNER GROUP, LLC RETIREMENT SAVINGS PLAN (FORMERLY VAN WAGNER COMMUNICATIONS, LLC RETIREMENT SAVINGS PLAN)

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
VAN WAGNER GROUP, LLC

**D** Employer Identification Number (EIN)
47-1648255

## Part I Distributions

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

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

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

EIN(s): 04-3583801

**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: 0.0% 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**

**Van Wagner Group, LLC**
**Retirement Savings Plan**

**December 31, 2014 and 2013**

DRAFT
09-08-15

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**Van Wagner Group, LLC**

**Retirement Savings Plan**

December 31, 2014 and 2013


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# Douglas J. Freeman

*CERTIFIED PUBLIC ACCOUNTANT*

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*Jericho, New York 11753*
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**Independent Auditor's Report**

The Administrator
Van Wagner Group, LLC Retirement Savings Plan

**Report on the Financial Statements**

I was engaged to audit the accompanying financial statements of Van Wagner Group, LLC Retirement Savings Plan which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013; the related statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013; 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**

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

**Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, the Plan Administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 4 which was certified by State Street Bank and Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. I 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 December 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, I have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, I do not express an opinion on these financial statements.

**Other Matter**

The supplemental schedule as of the year ended December 31, 2014 as listed in the Table of Contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. It is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph herein, I do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee has been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my opinion, is 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, as amended.



Jericho, New York
September 9, 2015

Statements of Net Assets Available For Benefits

**Van Wagner Group, LLC**
**Retirement Savings Plan**

December 31, 2014 and 2013

| | 2014 | 2013 |
|---|---|---|
| Investments at fair value | | |
| Money market account | $ 42,025 | $ 30,432 |
| Mutual funds | 22,725,046 | 19,734,878 |
| Common collective trust | 1,532,608 | 1,401,135 |
| | 24,299,679 | 21,166,445 |
| Receivables | | |
| Employer contributions | 700,239 | 549,462 |
| Participant contributions | 33,525 | |
| Participant loans | 250,121 | 258,304 |
| | 983,885 | 807,766 |
| Total assets | 25,283,564 | 21,974,211 |
| Total liabilities | - 0 - | - 0 - |
| Net assets reflecting investments at fair value | 25,283,564 | 21,974,211 |
| Adjustment from fair value to contract value for fully benefit responsive investment contracts | (22,218) | (19,581) |
| Net assets available for benefits | $ 25,261,346 | $ 21,954,630 |

See accompanying Notes to Financial Statements and Independent Auditor's Report.

Statements of Changes in Net Assets Available For Benefits

**Van Wagner Group, LLC**
**Retirement Savings Plan**

Years Ended December 31, 2014 and 2013

| | 2014 | 2013 |
|---|---|---|
| Additions to net assets attributed to | | |
| Contributions | | |
| Employer | $ 769,391 | $ 549,462 |
| Employee deferrals | 1,278,652 | 1,047,424 |
| Employee rollovers | 59,599 | 3,052 |
| | 2,107,642 | 1,599,938 |
| Investment activity | | |
| Appreciation in value of investments | 438,273 | 2,904,850 |
| Dividends | 950,863 | 599,773 |
| | 1,389,136 | 3,504,623 |
| Interest - participant loans | 12,902 | 9,498 |
| Total additions | 3,509,680 | 5,114,059 |
| Deductions from net assets attributed to | | |
| Benefits paid to participants | 4,219,471 | 473,713 |
| Administrative expenses | 4,778 | 3,177 |
| Total deductions | 4,224,249 | 476,890 |
| Net increase (decrease) | (714,569) | 4,637,169 |
| Transfers of assets to this plan | 4,021,285 | - 0 - |
| Net assets available for benefits - beginning of year | 21,954,630 | 17,317,461 |
| Net assets available for benefits - end of year | $ 25,261,346 | $ 21,954,630 |

See accompanying Notes to Financial Statements
and Independent Auditor's Report.

Note 1 Description of Plan

The following description of the Van Wagner Group, LLC Retirement Savings Plan, formerly the Van Wagner Communications, LLC Retirement Savings Plan, (the "Plan," or "Retirement Savings Plan") provides only general information. Participants should refer to the Prototype Plan document, Adoption Agreement and Summary Plan Description for a more complete description of the Plan's provisions.

*General* Effective as of October 1, 2014,Van Wagner Group, LLC, replaced Van Wagner Communications, LLC, as the sponsoring employer of the Plan. The Plan is a defined contribution 401(k) plan covering all eligible employees of Van Wagner Group, LLC (the "Sponsor") and of affiliate employers (together the "Employer") that have adopted the Plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Eligibility is limited to full-time employees who have completed six months of service and attained age eighteen. Employees covered by collective bargaining agreements, non-resident aliens, interns and leased, temporary and seasonal employees, are excluded from participation. Eligible employees may elect to begin participation in the Plan as of the first day of the Plan calendar year, or the first day of the seventh month of the Plan year next following the date that the age and service eligibility requirements are met.

*Employee Contributions* Each year, participants may authorize the Employer to withhold up to 100% (to a maximum of $17,500 in 2014 and 2013) of eligible compensation for contribution to the Plan. Participants over 50 years of age, may make an additional annual "catch-up" contribution. The maximum annual catch-up contribution for 2014 and 2013 is $5,500. Participants also may contribute rollover amounts representing distributions or distributable amounts from other qualified retirement plans. Participants may elect to contribute all or a portion of their elective contributions to the Plan as pre-tax elective deferrals or after tax Roth contributions.

*Employer Contributions* The Employer is obligated to contribute to the Plan, 3% of a participant's eligible compensation as a safe harbor contribution. Eligible compensation is statutorily limited to $260,000 in 2014 and $255,000 in 2013. Additional discretionary profit sharing contributions may be made to the Plan solely at the option of the Employer.

*Forfeitures* Forfeitures of the non-vested portion of terminated participants' Plan accounts are applied to reduce Employer contributions. Activity arising from forfeitures of terminated participants' non-vested account balances for the years ended December 31, 2014 and 2013 was:

| | 2014 | 2013 |
|---|---|---|
| Forfeiture balance available - beginning of year | $ 30,000 | $ 27,000 |
| Increase arising from forfeitures of terminated participants' non-vested account balances | 43,000 | 30,000 |
| Amount used to reduce Employer contributions | (31,000) | (27,000) |
| Forfeiture balance available - end of year | $ 42,000 | $ 30,000 |

Note 1 Description of Plan (continued)

*Participant Accounts* Each participant's Plan account is credited with the participant's contributions and allocations of the Employer's contributions, including any earnings or losses thereon, and may be charged with an allocation of certain administrative expenses, if any. Allocations of Employer contributions are based on participants' includible compensation. Allocations of Employer discretionary profit sharing contributions, if any, are made to participants who are employees of the Employer at the end of the Plan year. Allocations of earnings or losses are based on participants' account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested Plan account.

*Vesting* Participants are immediately 100% vested in all 401(k) employee contributions and Employer safe harbor contributions, including any earnings or losses thereon. Employer discretionary profit sharing contributions and any earnings or losses thereon (including those amounts transferred from the Van Wagner Communications, LLC Profit Sharing Plan to the Retirement Savings Plan pursuant to the merger of such plans, effective in 2008) vest based on years of service. For these amounts, a participant becomes 100% vested, in 20% increments, over a period of two to six years of service. Also for these amounts, a participant becomes 100% vested upon normal retirement age 65, total disability, death, termination, or partial termination of the Plan.

*Participant Loans* Participants may borrow from their Plan accounts, in general, up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. No more than two loans may be outstanding at any time. The minimum permitted loan is $1,000. Loans are collateralized by the balance in the participant's Plan account. Principal and interest are to be paid ratably through payroll deductions. Loan origination fees, if any, are charged directly to the participant's account.

*Hardship Distributions* Participants may request a distribution of all or a portion of their vested Plan account in the event of certain defined financial hardships. Participants must first exhaust all other reasonably available resources before becoming eligible for hardship distributions.

*In-service Distributions* Participants who have attained age 59 ½ may request an in-service distribution of all or a portion of their vested Plan account, provided such request is for at least $500.

*Payment of Benefits* Upon termination of service with the Employer, participants may receive their vested Plan account balance in substantially equal installments or as a lump sum payable in cash.

Note 1 Description of Plan (continued)

*Tax Status* The Internal Revenue Service has issued an advisory letter to the sponsoring organization of the prototype plan adopted by the Employer opining that the form of the prototype plan and related trust are designed in accordance with applicable tax qualification and tax exemption sections of the Internal Revenue Code of 1986, as amended (the "Code"). The prototype plan has been amended since receiving the advisory letter. The Employer has not sought to apply for its own determination letter with regard to the tax qualification of the Plan. The Employer believes that the Plan is designed and currently is being operated in compliance with the applicable requirements of the Code. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

*Investment Options* Upon enrollment in the Plan, participants may direct the investment of contributions made on their behalf and may transfer the investment of Plan account balances among approximately 35 investment options, primarily registered investment companies ("mutual funds"). The Employer, or its delegate, may add or subtract from the list of investment options from time to time, in accordance with its fiduciary duties under ERISA. When participants direct their own Plan account investments, their Plan accounts are allocated earnings or losses reflective of their chosen investments. A participant's Plan account does not share in the investment performance of other participants' Plan accounts.

*Plan Termination* Although it has not expressed any intent to do so, Van Wagner Group, LLC, as Plan Sponsor, has the right to permanently discontinue contributions and terminate the Plan subject to the provisions of ERISA and the Internal Revenue Code. Should the Sponsor permanently discontinue contributions or terminate the Plan, participants will be 100% vested in all Plan accounts. Further, under some circumstances (such as a significant reduction in Plan participation from one Plan year to the next, resulting from certain events), Plan participants with respect to whom a partial Plan termination occurs will become 100% vested in all their Plan accounts.

Note 2 Summary of Significant Accounting Policies

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

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

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 (an exit price). Attributes that are specific to an asset or liability, such as restrictions on the asset's sale, need to be considered when measuring fair value, if market participants would take those attributes into account when pricing the item. The Plan Administrator determines the Plan's valuation policies utilizing information provided by State Street Bank and Trust Company, the Trustee of the Plan. See Note 3 for a discussion of fair value measurements.

Note 2 Summary of Significant Accounting Policies (continued)

Investment contracts held, either directly or indirectly through another investment vehicle, by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared using the contract value basis for fully benefit-responsive investment contracts.

Participant loans receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when incurred. No allowance for credit losses has been recorded as of December 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 deemed distribution is recorded.

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 (or depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefits are recorded when paid.

Mutual fund, money market fund and common collective trust expenses, including investment management and advisory services, are charges against the respective investment vehicle assets and are reflected in the respective investment's share/unit value, dividends and net appreciation or (depreciation) in value of investments.

Certain operating and administrative expenses are absorbed by the Employer, and to that extent, are not reflected in these financial statements.

Certain amounts, classifications and disclosures included in prior year financial statements, are, from time to time, restated to conform to the presentation of the current year.

Note 3 Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying Statements of Net Assets Available for Benefits . The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Administrator 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.

Note 3 Fair Value Measurements (continued)

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels.

Level 1 inputs consist of unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. Level 1 inputs have the highest priority.

Level 2 inputs include:

- quoted prices for similar, but not identical, assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets (i.e., markets in which there are few transactions for the asset or liability, the prices are not current, price quotations vary substantially, either over time or among market makers, or in which little information is publicly available - for example, a principal-to-principal market);
- inputs other than quoted prices that are observable for the assets or liabilities; and
- inputs that are derived principally from, or corroborated by, observable market data, either by correlation or other means.

Level 3 inputs have the lowest priority. Level 3 inputs, which are unobservable and significant, are used for fair value measurement only when observable inputs are not available. Thus, these inputs apply when there is little or no market activity for the asset or liability at the measurement date.

The assets' or liabilities' 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 that are used, maximize the use of observable inputs and minimize the use of unobservable inputs.

Appropriate valuation techniques based on the available inputs are used to measure the fair value of the Plan's investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Level 1 Fair Value Measurements - The fair value of all Plan investments in money market funds and mutual funds is based on year-end quoted net asset values of the shares held by the Plan, as certified by the Trustee. (See Note 4.) Gains and losses, realized and unrealized, included in changes in net assets available for benefits for the years ended December 31, 2014 and 2013, are reported in net appreciation (or depreciation) in fair value of investments. The Plan's investments in money market funds and mutual funds are deemed to be actively traded.

Level 2 Fair Value Measurements - No Level 2 inputs were used by the Plan.

Note 3 Fair Value Measurements (continued)

Level 3 Fair Value Measurements - The fair value of the Plan's investment in the T. Rowe Price Stable Value Common Trust Fund (a common collective trust whose investment portfolio includes fully benefit responsive investment contracts) is based on the fair value of the underlying investments held by the fund, less its liabilities, as reported by the issuer of the trust fund to the Plan Trustee. The investment is categorized as Level 3 based on the lowest level of any input that is significant to the fair value measurement. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Note 4 Investments

The December 31, 2014 and 2013 Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2014 and 2013, and the accompanying notes to financial statements were prepared in part or entirely from information certified by State Street Bank and Trust Company, the Trustee, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified includes total investments (at contract value) of $24,277,461 and $21,146,864 at December 31, 2014 and 2013, respectively; and investment income of:

| | 2014 | 2013 |
|---|---|---|
| Appreciation in value of investments | | |
| Mutual funds | $ 438,273 | $ 2,904,850 |
| Common collective trusts | - 0 - | - 0 - |
| | 438,273 | 2,904,850 |
| Dividends | | |
| Money market account | 4 | - 0 - |
| Mutual funds | 924,922 | 572,911 |
| Common collective trusts | 25,937 | 26,862 |
| | 950,863 | 599,773 |
| | $ 1,389,136 | $ 3,504,623 |

Note 4 Investments (continued)

Investments representing 5% or more of the Plan's net assets at December 31, 2014 and 2013 are:

| | 2014 | 2013 |
|---|---|---|
| T. Rowe Price Retirement 2020 Fund | $ 2,223,078 | $ |
| T. Rowe Price Retirement 2025 Fund | 1,620,202 | 1,281,187 |
| T. Rowe Price Retirement 2030 Fund | 4,162,462 | 3,098,245 |
| T. Rowe Price Retirement 2035 Fund | 4,854,515 | 4,946,394 |
| T. Rowe Price Retirement 2040 Fund | 2,938,938 | 3,253,711 |
| T. Rowe Price Retirement 2045 Fund | 1,416,484 | 1,181,653 |
| T. Rowe Price Stable Value Fund, at contract value* | 1,510,390 | 1,381,554 |
| | $18,726,069 | $15,142,744 |

* The fair value of this fully benefit responsive investment totaled $1,532,609 and $1,401,135 at December 31, 2014 and 2013, respectively.

Note 5 Parties in Interest and Related Party Transactions

Certain investments of the Plan are in shares of mutual funds, money market funds and common collective trusts. These investment vehicles may pay fees for investment advisory services, management or similar services, both to their own related mutual fund family umbrella companies and to other service providers, some of which may do business with the Plan, the custodian, the Trustee, or with the Employer .

Certain officers and employees of the Employer are members of the Retirement Savings Plan Committee that is designated as the Plan Administrator and is charged with the interpretation, administration and operation of the Plan. They, along with Plan service providers, the Employer and Trustee, are considered "parties in interest" pursuant to definitions within ERISA (and "disqualified persons" within the Code). In general, individuals and companies that do business with the Plan may be defined as parties in interest. Parties in interest may be restricted in their ability to be involved in transactions with the Plan and Plan fiduciaries.

Note 6 Risks, Concentrations and Uncertainties

Future Employer contributions to the Plan are subject to risk arising from concentration in, and the availability of, the sources providing those contributions.

Note 6 Risks, Concentrations and Uncertainties (continued)

Benefits provided by the Plan are not insured by the Pension Benefit Guaranty Corporation under ERISA. Also, the Plan's investments are not equivalent to bank deposits and are not insured or guaranteed by the FDIC. Further, all of the Plan's investments are exposed to various risks, such as interest rate fluctuation, market volatility and credit risk. Accordingly it is at least reasonably possible in the near term, that risks would materially affect future amounts reported in the Statements of Net Assets Available for Benefits, and in the Statements of Changes in Net Assets Available for Benefits; and consequently impact participants' Plan account balances, including vested account values at retirement date or upon another distributable event.

Note 7 Income Taxes

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize tax liabilities or assets if the Plan has taken uncertain tax positions that more likely than not would not be sustained upon examination of the applicable governmental authorities. The Plan Administrator believes there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements.

The Plan's income tax returns are subject to examination by taxing authorities. With few exceptions, the Plan is no longer subject to examinations by taxing authorities for years before 2011. The application of tax laws and regulations to many types of transactions is susceptible to varying interpretations, and accordingly, amounts and disclosures reported in the financial statements could be changed at a later date upon final determination by the taxing authorities.

Note 8 Reconciliation of the Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to Form 5500 at December 31, 2014 and 2013:

| | 2014 | 2013 |
|---|---|---|
| Net assets available for benefits per financial statements | $25,261,346 | $21,954,630 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 22,218 | 19,581 |
| Net assets available for benefits per Form 5500 | $25,283,564 | $21,974,211 |

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to Form 5500 for the years ended December 31, 2014 and 2013:

| | 2014 | 2013 |
|---|---|---|
| Net increase (decrease) in net assets available for benefits per financial statements | $ (714,569) | $ 4,637,169 |
| Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts | 2,637 | (27,352) |
| Net income (loss) per Form 5500 | $ (711,932) | $ 4,609,817 |

Note 9 Transfer of Net Assets into the Plan

In late 2013, the then Sponsor of the Plan, Van Wagner Communications, LLC ("Communications"), decided to merge into the Plan the tax-qualified defined contribution plans of other entities that Communications had acquired and which became members of the Communications controlled group. These plans included (1) The Lightship Group 401(k) Plan; (2) the American Blimp Corporation Retirement Savings 401(k) Plan; and (3) the Fuel Outdoor and Van Wagner Miami LLC Retirement Savings Plan. All of such plans were merged into the Plan, and assets of the related plan trusts were transferred to the Plan trust, effective January 1, 2014. At the time of the transfers, the three plans had net assets (market value basis) of $2,756,129, $1,043,609 and $221,547, respectively.

Note 10 Sale Transaction and Change of Sponsor

Effective October 1, 2014, Van Wagner Twelve Holdings, LLC ("Holdings"), the parent of the then Sponsor of the Plan, Communications, sold its outdoor advertising business (including the membership units of Communications and a number of its affiliates}, to an independent third party. Prior to or concurrent with such sale transaction, Communications spun off certain assets and liabilities of the outdoor advertising business, including Plan liabilities, to a newly formed subsidiary of Holdings, Van Wagner Group, LLC ("Group"). As a result, effective as of the October 1, 2014 closing: (1) Communications ceased to be the Sponsor of the Plan, and Group adopted the Plan as Sponsor; (2) the number of employers participating in the Plan was reduced; and (3) the number of Plan participants was reduced. Management has assessed whether such changes were significant enough to have resulted in a partial termination of the Plan and has determined, based on fluctuations in participant levels during Plan Year 2014 and other factors, that no partial termination of the Plan occurred during Plan Year 2014.

Note 11 Subsequent Events

Management has evaluated subsequent events through September 9, 2015, the date on which the financial statements were available to be issued.

DRAFT
09-08-15

**Supplemental Information**

**Van Wagner Group, LLC**
**Retirement Savings Plan**
**12/31/2014**
**EIN: 47-1648255 Plan # 001**
**Attachment to 2014 Form 5500 Schedule H**
**Part IV, Question 4(i): Schedule of Assets (Held At End of Year)**

| (a) | (b) Identity of issue, borrower, lesser or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | AMERICAN CENTURY MID CAP VALUE FUND | Registered Investment Co | | $ 296,009 |
| * | ARTISAN INTERNATIONAL VALUE | Registered Investment Co | | 34,335 |
| * | COLUMBIA ACORN FUND, CLASS Z | Registered Investment Co | | 56,000 |
| * | FIDELITY SELECT HEALTH CARE | Registered Investment Co | | 21,736 |
| * | FIDELITY SPARTAN 500 INDEX | Registered Investment Co | | 421,210 |
| * | FIDELITY SPARTAN EXTENDED MARKET INDEX | Registered Investment Co | | 151,096 |
| * | MUTUAL GLOBAL DISCOVERY FUND -CLASS Z | Registered Investment Co | | 65,254 |
| * | OAKMARK FUND | Registered Investment Co | | 179,332 |
| * | PIMCO TOTAL RETURN FUND, INSTITUTIONAL | Registered Investment Co | | 145,116 |
| * | T. ROWE PRICE BALANCED | Registered Investment Co | | 9,755 |
| * | T. ROWE PRICE EQUITY INCOME | Registered Investment Co | | 95,091 |
| * | T. ROWE PRICE GLOBAL TECHNOLOGY | Registered Investment Co | | 66,320 |
| * | T. ROWE PRICE GROWTH STOCK | Registered Investment Co | | 93,539 |
| * | T. ROWE PRICE HIGH YIELD | Registered Investment Co | | 22,831 |
| * | T. ROWE PRICE INFLATION PROTECTED BOND | Registered Investment Co | | 138,352 |
| * | T. ROWE PRICE INTERN'L GROWTH & INCOME | Registered Investment Co | | 56,246 |
| * | T. ROWE PRICE MEDIA & TELECOMMUNICATIONS | Registered Investment Co | | 29,155 |
| * | T. ROWE PRICE NEW ERA | Registered Investment Co | | 49,552 |
| * | T. ROWE PRICE NEW HORIZONS | Registered Investment Co | | 29,246 |
| * | T. ROWE PRICE PRIME RESERVE | Money Market | | 42,025 |
| * | T. ROWE PRICE REAL ESTATE | Registered Investment Co | | 12,352 |
| * | T. ROWE PRICE RETIREMENT 2005 | Registered Investment Co | | 180,565 |
| * | T. ROWE PRICE RETIREMENT 2010 | Registered Investment Co | | 1,246,229 |
| * | T. ROWE PRICE RETIREMENT 2015 | Registered Investment Co | | 962,208 |
| * | T. ROWE PRICE RETIREMENT 2020 | Registered Investment Co | | 2,223,078 |
| * | T. ROWE PRICE RETIREMENT 2025 | Registered Investment Co | | 1,620,202 |
| * | T. ROWE PRICE RETIREMENT 2030 | Registered Investment Co | | 4,162,462 |
| * | T. ROWE PRICE RETIREMENT 2035 | Registered Investment Co | | 4,854,515 |
| * | T. ROWE PRICE RETIREMENT 2040 | Registered Investment Co | | 2,938,938 |
| * | T. ROWE PRICE RETIREMENT 2045 | Registered Investment Co | | 1,416,484 |
| * | T. ROWE PRICE RETIREMENT 2050 | Registered Investment Co | | 647,594 |
| * | T. ROWE PRICE RETIREMENT 2055 | Registered Investment Co | | 252,072 |
| * | T. ROWE PRICE RETIREMENT BALANCE | Registered Investment Co | | 74,591 |
| * | T. ROWE PRICE SMALL-CAP VALUE | Registered Investment Co | | 58,719 |
| * | T. ROWE PRICE SPECTRUM INCOME | Registered Investment Co | | 7,172 |
| * | T. ROWE PRICE STABLE VALUE ** | Common Collective Trust | | 1,532,609 |
| * | T. ROWE PRICE U.S. TREASURY INTERMEDIATE | Registered Investment Co | | 107,689 |
| | Total Investments | | | 24,299,679 |
| * | PARTICIPANT LOANS | 4.25% - 8.25% | | 250,121 |
| | Total Assets (Held At End of Year) | | | $ 24,549,800 |

** Stated at fair value, not contract value

See accompanying independent auditor's report.

## Schedule H, Line 4i
## Schedule of Assets (Held At End of Year)

Name of Plan:

► VAN WAGNER GROUP, LLC

Employer Identification Number:► 47-1648255

For plan year (beginning/ending):► 1/1/14-12/31/14 Plan number:►001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | T. ROWE PRICE GROWTH STOCK | MUTUAL FUND | | 93,539.00 |
| | T. ROWE PRICE NEW ERA | MUTUAL FUND | | 49,552.00 |
| | T. ROWE PRICE NEW HORIZONS | MUTUAL FUND | | 29,246.00 |
| | T. ROWE PRICE SMALL-CAP VALUE | MUTUAL FUND | | 58,719.00 |
| | T. ROWE PRICE HIGH YIELD | MUTUAL FUND | | 22,831.00 |
| | T. ROWE PRICE U.S. TREASURY INTER | MUTUAL FUND | | 107,690.00 |
| | T. ROWE PRICE BALANCED | MUTUAL FUND | | 9,755.00 |
| | T. ROWE PRICE EQUITY INCOME | MUTUAL FUND | | 95,091.00 |
| | T. ROWE PRICE SPECTRUM INCOME | MUTUAL FUND | | 7,172.00 |
| | T. ROWE PRICE STABLE VALUE | COMMON COLLECTIVE TRUST | | 1,532,608.00 |
| | T. ROWE MEDIA & TELECOMMUNICA' | MUTUAL FUND | | 29,155.00 |
| | T. ROWE PRICE REAL ESTATE | MUTUAL FUND | | 12,352.00 |
| | T. ROWE PRICE INTERN'L GROWTH & | MUTUAL FUND | | 56,246.00 |
| | T. ROWE PRICE GLOBAL TECHNOLOG | MUTUAL FUND | | 66,320.00 |
| | T. ROWE PRICE RETIREMENT 2010 | MUTUAL FUND | | 1,246,229.00 |
| | T. ROWE PRICE RETIREMENT 2020 | MUTUAL FUND | | 2,223,078.00 |
| | T. ROWE PRICE RETIREMENT 2030 | MUTUAL FUND | | 4,162,462.00 |
| | T. ROWE PRICE RETIREMENT 2040 | MUTUAL FUND | | 2,938,938.00 |
| | T.ROWEPRICE RETIREMENT BALANC | MUTUAL FUND | | 74,591.00 |
| | T. ROWE INFLATION PROTECTED BON | MUTUAL FUND | | 138,352.00 |
| | T. ROWE PRICE RETIREMENT 2005 | MUTUAL FUND | | 180,565.00 |
| | T. ROWE PRICE RETIREMENT 2015 | MUTUAL FUND | | 962,208.00 |
| | T. ROWE PRICE RETIREMENT 2025 | MUTUAL FUND | | 1,620,202.00 |
| | T. ROWE PRICE RETIREMENT 2035 | MUTUAL FUND | | 4,854,515.00 |
| | T. ROWE PRICE RETIREMENT 2045 | MUTUAL FUND | | 1,416,484.00 |
| | COLUMBIA ACORN FUND, CLASS Z | MUTUAL FUND | | 56,000.00 |
| | ARTISAN INTERNATIONAL FUND | MUTUAL FUND | | 34,335.00 |
| | T. ROWE PRICE RETIREMENT 2050 | MUTUAL FUND | | 647,594.00 |
| | T. ROWE PRICE RETIREMENT 2055 | MUTUAL FUND | | 252,072.00 |
| | MUTUAL GLOBAL DISCOVERY FUND | MUTUAL FUND | | 65,254.00 |
| | AMERICAN CENTURY MID CAP VALU | MUTUAL FUND | | 296,009.00 |
| | OAKMARK FUND | MUTUAL FUND | | 179,332.00 |
| | FIDELITY SPARTAN 500 INDEX FUND | MUTUAL FUND | | 421,210.00 |
| | FIDELITY SPARTAN EXTENDED MARI | MUTUAL FUND | | 151,096.00 |
| | PIMCO TOTAL RETURN FUND, INSTIT | MUTUAL FUND | | 145,116.00 |
| | FIDELITY SELECT HEALTH CARE POR | MUTUAL FUND | | 21,736.00 |
| | T. ROWE PRICE PRIME RESERVE | INTEREST-BEARING CASH | | 42,025 |
| | PARTICIPANT LOANS | LOW-HIGH INTEREST RATE 4.25% - 8.25% | | 250,121 |