

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
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 ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>TOWN FAIR TIRE CENTERS INC 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1993</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1993</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1993</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TOWN FAIR TIRE CENTERS, INC.</u> <u>460 COE AVE</u> <u>EAST HAVEN, CT 06512</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>06-0767684</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>203-467-8600</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>441300</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>06-0767684</u>	2c Plan Sponsor's telephone number <u>203-467-8600</u>	2d Business code (see instructions) <u>441300</u>	
2b Employer Identification Number (EIN) <u>06-0767684</u>					
2c Plan Sponsor's telephone number <u>203-467-8600</u>					
2d Business code (see instructions) <u>441300</u>					

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.	<u>10/12/2015</u>	<u>KATHRYN TUTINO</u>
	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		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	963
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)	901
a(2) Total number of active participants at the end of the plan year		6a(2)	1044
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	94
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	1138
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	1138
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	573
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	30
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H 3F			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☒ Insurance		(1) ☒ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☐ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☒ <u>1</u> 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 A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2014 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **12/31/2014**

A Name of plan TOWN FAIR TIRE CENTERS INC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TOWN FAIR TIRE CENTERS, INC.	D Employer Identification Number (EIN) 06-0767684	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-828640	573	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
51092	8637

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

MERRILL LYNCH LIFE AGENCY INC 1400 MERRILL LYNCH DR BANK OF AMERI
PENNINGTON, NJ 08534

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
51092			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

MERRILL LYNCH, PIERCE, FENNER & 1400 MERRILL LYNCH DR
PENNINGTON, NJ 08534

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	8637	SALES/MARKETING	3

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule A (Form 5500) 2014
v. 140124

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end.....	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	22403612

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier.....	6b	
c Premiums due but unpaid at the end of the year.....	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP FUNDING AGREEMENT

b Balance at the end of the previous year.....	7b	0
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c Additions: (1) Contributions deposited during the year.....	7c(1)	0	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	0	
(4) Transferred from separate account.....	7c(4)	0	
(5) Other (specify below)	7c(5)	0	

(6) Total additions.....	7c(6)	0
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d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0	
(2) Administration charge made by carrier	7e(2)	0	
(3) Transferred to separate account.....	7e(3)	0	
(4) Other (specify below)	7e(4)	0	

(5) Total deductions.....	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 <u>TOWN FAIR TIRE CENTERS INC 401(K) PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOWN FAIR TIRE CENTERS, INC.</u>	D Employer Identification Number (EIN) <u>06-0767684</u>

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)

MASSMUTUAL LIFE INSURANCE CO.

04-1590850

(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 23 37 38 50 54 55 59 60 62 63 64 65 66 99	NONE	10363	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MESIROW FINANCIAL INVT MNGMNT

36-3429599

(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?
27	N/A	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE CO.	52 59 60 63	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.	
SEE ATTACHED	SEE ATTACHED	
04-1590850		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MESIROW FINANCIAL INVEST MNGMNT	27	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.	
MASSMUTUAL LIFE INSURANCE COMPANY	SEE ATTACHED	
04-1590850		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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:

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>TOWN FAIR TIRE CENTERS INC 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOWN FAIR TIRE CENTERS, INC.</u>		D Employer Identification Number (EIN) <u>06-0767684</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
	(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)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)	0	0
	(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)	1129925	1330909
	(9) Value of interest in common/collective trusts	1c(9)	0	3376935
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(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)	21409404	19026677
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
	(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	22539329	23734521

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	22539329	23734521
---	-----------	----------	----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	381017	
(B) Participants	2a(1)(B)	1440976	
(C) Others (including rollovers)	2a(1)(C)	7462	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1829455

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)	51950	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		51950

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(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)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		883410
(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)		0
c Other income.....	2c		3461
d Total income. Add all income amounts in column (b) and enter total.....	2d		2768276

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1523414	
(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)		1523414
f Corrective distributions (see instructions).....	2f		39307
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	10363	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		10363
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1573084

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1195192
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		0

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: FRIEDBERG, SMITH & CO. PC

(2) EIN: 06-1331879

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:

- 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.).....
- 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.).....

	Yes	No	Amount
4a		X	
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.)		X	
4c			
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.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		1000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
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?.....		X	
4g			
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?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
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.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>TOWN FAIR TIRE CENTERS INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOWN FAIR TIRE CENTERS, INC.</u>	D Employer Identification Number (EIN) <u>06-0767684</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1590850</u>	
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 <u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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	<u>0</u>	
b Enter the amount contributed by the employer to the plan for this plan year.....	6b	<u>0</u>	
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	<u>0</u>	
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN
Financial Statements
And
Supplementary Schedule
(With Independent Auditor's Report thereon)
As of
DECEMBER 31, 2014 AND 2013
And for the Year Ended
DECEMBER 31, 2014

FRIEDBERG, SMITH & Co., P.C.
CERTIFIED PUBLIC ACCOUNTANTS

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

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Statement of changes in net assets available for benefits..... Exhibit B

Notes to financial statements

SUPPLEMENTARY SCHEDULE

Schedule of Assets (Held at End of Year)Schedule 1

Supplementary schedules which are not applicable have been omitted.

FRIEDBERG, SMITH & Co., P.C.

CERTIFIED PUBLIC ACCOUNTANTS

DAVID M. ZIEFF, C.P.A.
JOHN P. MCCARTHY, C.P.A.
THOMAS R. DURAND, C.P.A.
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MEMBERS

**AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS**
**CONNECTICUT SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS**

Independent Auditor's Report

The Trustees
Town Fair Tire Centers, Inc. 401(k) Plan
East Haven, Connecticut

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Town Fair Tire Centers, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Massachusetts Mutual Life Insurance Company (MMLI), as Administrative Service Provider contracted by the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that Reliance Trust Company (RTC) as custodian holds the Plan's investment assets. MMLI has contracted DST Systems Inc. to execute investment transactions. The Plan Administrator has obtained a certification from the MMLI as of December 31, 2014 and 2013, and for the year ended December 31, 2014 that the information provided to the Plan Administrator by the Administrative Service Provider is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplementary Schedule of Assets Held (at End of Year), listed in the foregoing table of contents, as of or for the year ended December 31, 2014 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this Supplementary schedule.

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

Friedberg Smith & Co. P.C.

TOWN FAIR TIRE CENTERS, INC. 401(k) PLANSTATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2014 AND 2013

<u>ASSETS</u>	<u>2014</u>	<u>2013</u>
Investments, At Fair Value: <u>(Notes 1, 2, 3, 4, 9, 12, 14 and 15)</u>		
Mutual Funds	\$ 19,026,677	\$ 18,529,743
Investment in Common and Collective Trusts	<u>3,376,935</u>	<u>2,879,661</u>
Total Investments	<u>22,403,612</u>	<u>21,409,404</u>
 <u>Receivables (Notes 1, 2 and 12):</u>		
Notes Receivable from Participants	<u>1,330,909</u>	<u>1,129,925</u>
Total Receivables	<u>1,330,909</u>	<u>1,129,925</u>
 TOTAL ASSETS	<u>23,734,521</u>	<u>22,539,329</u>
 <u>LIABILITIES</u>		
Corrective Distributions Payable (Note 5)	<u>16,710</u>	<u>39,308</u>
 TOTAL LIABILITIES	<u>16,710</u>	<u>39,308</u>
 NET ASSETS AVAILABLE FOR BENEFITS (Notes 1, 6, 7, 9, 15 and 16)	<u>\$ 23,717,811</u>	<u>\$ 22,500,021</u>

See independent auditor's report and notes to financial statements.

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
YEAR ENDED DECEMBER 31, 2014**ADDITIONS:****Investment Income (Notes 1, 2, 3 and 4):**

Net Appreciation in Fair Value of Investments	\$ 883,411
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Total Investment Income	883,411
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Interest on Participants' Notes Receivable	51,950
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Contributions and Employee Rollovers (Note 1)

Participants	1,440,976
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Rollover	7,462
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Employer	381,017
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Total Contributions	1,829,455
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Total Additions	2,764,816
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DEDUCTIONS (Notes 1, 2, 5 and 10):

Benefits Paid to Participants	1,519,953
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Corrective Distributions	16,710
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Administrative Expenses	10,363
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Total Deductions	1,547,026
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Net Increase	1,217,790
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NET ASSETS AVAILABLE FOR BENEFITS :

Beginning of Year	22,500,021
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End of Year	\$ 23,717,811
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See independent auditor's report and notes to financial statements.

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of Town Fair Tire Centers, Inc. (Company) 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

Town Fair Tire Centers, Inc. established a Defined contribution plan in January 1993 covering all employees of the Company who work a minimum of 1,000 hours per year, have one year of service and are age twenty-one or older. Participation in the Plan is voluntary. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective June 30, 2015 the Plan was restated to adopt the elapsed time method in determining the minimum age and service requirements. An eligible employee must complete a 12 month period of service to in order to make participant contributions.

An employee who is eligible to participate in the Plan will be allowed to enter the Plan on January 1st or July 1st.

Compensation

Compensation for determining contributions and their limitation amounts is the total compensation paid within the Plan year per the employee's W-2.

Contributions

Each year Participants may contribute up to 30% of pretax annual compensation, as defined in the Plan. On July 1, 2014 the Plan was amended to allow participants to contribute up to 100% of their pretax annual eligible compensation. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company is not required to, but may make a matching contribution up to 50% of the first 4% of compensation that a Participant contributes to the Plan, limited to \$1,200.

Participant Accounts

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

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants are 100% vested in the Company's matching contribution after five years. The vesting schedule for matching or voluntary contributions is as follows:

<u>Vested %</u>	<u>Years of Service</u>
20	2
40	3
60	4
100	5

Payment of Benefits

Distributions from the Plan are permitted in the event of death, disability, hardship, retirement, termination of employment, attainment of age 59 ½ or the attainment of normal retirement age. On termination of service, a Participant may elect to receive either a lump-sum distribution, rollover to another qualified retirement plan, or in installments of an amount equal to the value of the Participant's account subject to the vesting schedule. The employee taking a hardship withdrawal will be suspended from contributing to the plan for six months from the date of withdrawal.

If the vested balance is \$5,000 or less upon termination of service, the Participant's account will be "cashed out" by distributing the balance in a single-sum payment or by a direct rollover to an IRA as soon as reasonably practicable.

Forfeited Accounts

Upon termination of Participants from the Plan, forfeitures of nonvested contributions are accumulated in forfeited accounts which are invested in the JP Morgan Prime Money Market Reserve. The Plan administrator may elect to use forfeitures for the payment of administrative expenses or use forfeitures to reduce Employer contributions for the plan year in which the forfeiture occurs. The Plan administrator has elected not to apply forfeitures against Administrative expenses for the Plan year ended December 31, 2014.

Forfeiture account activity for the year ended December 31, 2014 is as follows:

Forfeitures available at January 1, 2014	\$ 212
Plus: Forfeitures for the year ended December 31, 2014	5,104
Plus: Uncashed benefit payments (Note 6)	3,461
Less: Forfeitures used to reduce Employer contributions	(8,700)
Forfeitures available at December 31, 2014	<u>\$ 77</u>

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their account balance, whichever is less, for a period up to five years or thirty years for a loan on a primary residence. Participants may have no more than one loan outstanding at a time. The Loans are secured by the balance in the Participant's account and bear interest at 1% above the prime rate, as defined. The Prime rate was 3.25% at December 31, 2014 and 2013. Principal and interest is paid weekly through payroll withholdings. The Loan will become due and payable in full upon termination of employment. A loan default occurs at the end of a calendar quarter following the quarter that payment was due.

Note balances, payments and collections are administered by Massachusetts Mutual Life Insurance Company as part of their maintenance of Participant's accounts.

Investment Options

A Participant may direct the investment of his or her contributions and account balance in any of sixteen investment options. The Plan has entered into a group funding contract with the Hartford Life Insurance Company (HLIC) that invests in the HLIC pooled separate investment account 401. The HLIC separate account will then invest in the underlying registered investment companies and collective investment funds. Reliance Trust Company, as custodian of the Plan's investments, is strictly limited to holding title to the plan investments at HLIC and does not act in any fiduciary capacity (Note 10). At December 31, 2014 these funds were as follows (Note 3):

Large-Cap

BNY Mellon DL Large Cap Stock Index A
American Funds The Growth Fund of America R3
Blackrock Equity Dividend A
Massachusetts Investors Trust R3

Mid-Cap

Columbia Acorn A
Alliance Bernstein Discovery Value A

International

BNY Mellon DL International Stock Index A
Templeton Foreign A
Wells Fargo Adv Emerging Markets Equity A

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Investment Options (continued)

Asset Allocation & Balanced

Blackrock Global Allocation A
Franklin Income A

Small-Cap

BNY Mellon DL Small Cap Stock Index A
MFS New Discovery R3

Bond

Pimco Total Return A
Loomis Sayles Bond Admin

Money Market

JP Morgan Prime Money Market Reserve

A Participant may change his or her investment options at any time.

Revenue Sharing

On March 1, 2010 the Plan entered into an agreement with the Hartford Retirement Services (HRS) to provide recordkeeping and administrative services. Effective January 1, 2013 MMLI acquired The Hartford's Retirement Group (RPG) business and MMLI has agreed to continue to honor the terms of the agreement. Under the terms of the agreement, HRS was entitled to compensation for certain third party service provider expenses incurred and MMLI has received compensation as its successor. The revenue sharing agreement provides for an allowance for the underlying funds in the separate account ranging from .25% to .65%. The revenue is paid to MMLI from the underlying gross expenses charged by the funds in the separate account which range from .48% to 1.70% of the fund net asset value as of December 31, 2014 (Note 2).

Plan Administration Costs

Indirect compensation is paid to Merrill Lynch Life Agency Inc. for sales commissions of \$51,092. Indirect compensation is paid to Merrill Lynch Pierce Fenner Smith Inc. for sales and marketing of \$8,637. These fees are netted in the net appreciation in the fair value of investments. The various investments in the separate account include indirect expenses for Distribution 12(b)-1 fees, investment management and advisory fees, shareholder servicing fees, and sub-transfer agency fees applicable to the Plan's contract with the HLIC. Participants are provided disclosures regarding various fees on an individual fund basis.

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value (Note 3). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Shares of investments in the group variable funding agreements that are held in the separate account are valued at the net asset value per share of the corresponding fund at year end.

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

Notes Receivable from Participants

Notes receivable from Participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest Income is recorded on the accrual basis. Related fees are recorded as Administrative expenses and are expensed when they are incurred. Delinquent notes receivable from Participants are reclassified as a distribution based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2014 or December 31, 2013.

Payment of Benefits

Benefits are recorded when paid (Note 1).

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from Participants and benefits paid to Participants are charged directly to the Participant's account and are included in Administration expenses. Investment related expenses are included in the net appreciation of fair value of investments. Certain administrative functions are performed by officers or employees of the company and they do not receive compensation from the plan for their services.

Subsequent Events

The Plan has evaluated subsequent events through September 3, 2015 the date the financial statements were available to be issued. Through that date, there were no material events that would require recognition or additional disclosure in the financial statements other than those disclosed in Note 15.

NOTE 3 - INVESTMENTS

The Plan's investments were held in a trust fund at Reliance (Note 1). The Plan's investments are all Participant directed. Financial information relating to these investments is included in the accompanying financial statements based upon information provided by Massachusetts Mutual Life Insurance Company (Note 11). The information has not been audited by independent auditors.

The following represents the Plan's investments held at December 31:

The Plan's Investments representing more than 5% of the Plan's net assets are as follows:

	<u>2014</u>	<u>2013</u>
BNY Mellon DL Large Cap Stock Index A	\$ 1,912,849	\$ 1,294,910
Franklin Income A	2,419,049	2,376,809
BNY Mellon DL Small Cap Stock Index A	1,418,104	1,525,707
American Funds The Growth Fund of America R3	6,182,516	5,958,515
Pimco Total Return A	1,495,390	1,421,952
Alliance Bernstein Discovery Value A	1,604,966	1,511,321
MFS New Discovery R3	1,263,171	1,519,685
JP Morgan Prime Money Market Reserve	<u>2,585,694</u>	<u>2,739,171</u>
Subtotal	<u>18,881,739</u>	<u>18,348,070</u>

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 3 - INVESTMENTS (continued)

The Plan's Investments representing less than 5% of the Plan's net assets are as follows:

	<u>2014</u>	<u>2013</u>
Columbia Acorn A	\$ 672,451	\$ 648,801
Templeton Foreign A	1,108,334	1,113,361
Blackrock Global Allocation A	165,944	189,568
Loomis Sayles Bond Admin	348,395	101,842
Blackrock Equity Dividend A	793,523	678,101
Massachusetts Investors Trust R3	289,288	220,274
BNY Mellon DL International Stock Index A	45,982	59,044
Wells Fargo Adv Emerging Markets Equity A	<u>97,956</u>	<u>50,343</u>
Subtotal	<u>3,521,873</u>	<u>3,061,334</u>
Total	<u>\$22,403,612</u>	<u>\$21,409,404</u>

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 3 - INVESTMENTS (continued)

During the year ended December 31, 2014, the Plan's Investments (including gains and losses on Investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$883,411 as follows:

BNY Mellon DL Large Cap Stock Index A	\$191,185
Columbia Acorn A	3,490
Templeton Foreign A	(135,240)
Blackrock Global Allocation A	4,234
Franklin Income A	92,160
BNY Mellon DL Small Cap Stock Index A	56,830
American Funds The Growth Fund of America R3	526,948
Loomis Sayles Bond Admin	4,723
Pimco Total Return Fund A	34,945
Alliance Bernstein Discovery Value A	131,611
Blackrock Equity Dividend A	60,908
MFS New Discovery R3	(107,317)
JP Morgan Prime Money Market Reserve	325
Massachusetts Investors Trust R3	26,465
BNY Mellon DL International Stock Index A	(2,058)
Wells Fargo Adv Emerging Markets Equity A	<u>(5,798)</u>
Total	<u>\$883,411</u>

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 3 – INVESTMENTS (continued)

Concentration of Plan Assets

The Plan's Investments had concentrations of 10% or greater in three funds at December 31, 2014 as follows:

<u>Fund Name</u>	<u>Fair Value</u>	<u>%</u>
Franklin Income A	\$2,419,049	11%
American Funds Growth Fund of America R3	6,182,516	28%
JP Morgan Prime Money Market Reserve	2,585,694	12%

NOTE 4 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

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

Mutual Funds:

These are investments in shares of registered investment companies in the pooled separate account at Hartford Life Insurance Company (HLIC). The funds are valued using the Net Asset Value (NAV) provided by Massachusetts Mutual Life Insurance Company (MMLIC). The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is quoted in an active market.

Common/Collective Trust:

The separate account at HLIC allows participants an option to investment in common collective trusts. A Common/Collective Trust (CCT) is a trust for a collective investment and reinvestment of assets contributed from employee benefit plans maintained by more than one employer or a controlled group of corporations that is maintained by a bank, trust company, or similar institution that is regulated, supervised, and subject to periodic examination by a state or federal agency. Such CCTs allow several smaller unaffiliated plans to gain the economies of scale necessary to participate in the stable value marketplace.

CCTs are valued at the net asset value of the units held by the Plan at the measurement date. The NAV is determined by MMLIC and is based on the fair value of the underlying investments held by the fund less its liabilities.

The CCT's held by the Plan seek to track the performance of the MSCI Eafe Index, Russell 1000 index and the Russell 2000 index.

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

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 4 - FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by Level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013:

	<u>2014</u>		
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>
Mutual Funds	\$19,026,677	\$19,026,677	\$ -
Common and Collective Trusts	<u>3,376,935</u>	<u>-</u>	<u>3,376,935</u>
Total	<u>\$22,403,612</u>	<u>\$19,026,677</u>	<u>\$3,376,935</u>

	<u>2013</u>		
Mutual Funds	\$18,529,743	\$18,529,743	\$ -
Common and Collective Trusts	<u>2,879,661</u>	<u>-</u>	<u>2,879,661</u>
Total	<u>\$21,409,404</u>	<u>\$18,529,743</u>	<u>\$2,879,661</u>

NOTE 5 - CORRECTIVE DISTRIBUTIONS

In order for the Plan to meet the Actual Deferral Percentage (ADP) test for Participant contributions received in 2014 and 2013, the Plan returned contributions in excess of amounts allowed by the IRS prior to March 15, 2015 and 2014, respectively. Accordingly, the Plan has reflected \$16,710 and \$39,308 at December 31, 2014 and 2013, respectively, as Corrective distributions payable.

NOTE 6 - BENEFITS PAYABLE

Net assets available for benefits at December 31, 2014 include \$292 in forfeiture accounts that were determined to be benefits due to the account of one person who had withdrawn from participating in the plan due to termination of service, but had not received the full amount of their vested benefit. A correction was made in August 2015 and the participant was paid \$300 including lost earnings from the forfeiture account as provided under the terms of the Plan (Note 1). This amount has not been recorded as a liability as of December 31, 2014 because benefits are only recorded when paid.

Net assets available for benefits at December 31, 2014 include \$3,431 of unclaimed benefit payments from prior years that were restored to the forfeiture account during 2014 (Note 1). This amount has not been recorded as a liability as of December 31, 2014 because benefits are only recorded when paid. Benefits paid to participants in 2014 have been reduced by \$3,431 for unclaimed benefit checks that were voided.

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 7 - TAX STATUS

Effective January 1, 2012 the Plan adopted a Volume Submitter 401(k) Savings Profit Sharing Plan by properly executing an adoption agreement with Plan Document Systems (PDS) with Hartford Life Insurance Company as the service provider. Effective on July 1, 2014 the Plan was amended and a revised Volume Submitter 401(k) Savings Profit Sharing Plan was submitted with MassMutual Retirement Services as the revised service provider. On June 30, 2015 the plan was amended and an adoption agreement was executed with Massachusetts Mutual Life Insurance Company for the Volume Submitter 401(k) Plan. The prototype plan reviewed an IRS determination letter dated January 31, 2008.

The Internal Revenue Service has determined and informed Massachusetts Mutual Life Insurance Company by letter dated March 31, 2014 that the Volume Submitter Profit Sharing Plan document submitted on April 2, 2012 is designed in accordance with applicable sections of the Internal Revenue Code. Accordingly, the Plan is entitled to an exemption under the provisions of Section 501(a), and no provision for federal income taxes has been made in the accompanying financial statements (Note 2).

The Plan is also exempt from state taxes on income.

Uncertain Tax Positions

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. The financial statement effect of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain tax positions taken or expected to be taken.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to examination for years prior to 2011.

NOTE 8 – TRANSACTIONS IN EXCESS OF 5%

During the years ended December 31, 2014 and 2013, there were no transactions in excess of 5%.

NOTE 9 – RISKS AND UNCERTAINTIES

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

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 10 – RELATED PARTY TRANSACTIONS AND PARTIES IN INTEREST

MassMutual Retirement Services (MMRS) is a division of Massachusetts Mutual Life Insurance Company (MMLI) and affiliates. Effective January 1, 2013 MMLI acquired the Hartford Retirement Plans Group (RPG) business. Reliance Trust Company was engaged by MMLI as custodian of the plan assets on January 1, 2013 and provided custodial services for 2014 and 2013. For 2014 and 2013, MMLI serves as the administrative service provider. The Plan Sponsor has appointed individuals within the organization to serve as Plan Trustees. The Plan paid MMLI \$10,363 in Administrative fees. Certain indirect fees were paid to MMLI in accordance with a revenue sharing agreement with various funds offered as an investment option in the plan (Note 1). These transactions qualify as Party-in-interest transactions.

NOTE 11 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, Participants would become 100 percent vested in the Company contribution portion of their account.

NOTE 12 – INFORMATION CERTIFIED BY THE TRUSTEE

At December 31, 2014 and 2013, Reliance Trust Company (RTC) as custodian held the Plan's investments. The following is a summary of the Plan's financial information that is included in the accompanying financial statements based upon information Certified by the Massachusetts Mutual Life Insurance Company (MMLI) as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The Fair value of Assets at December 31, as certified by the Trustee is as follows:

	<u>2014</u>	<u>2013</u>
Mutual Funds	\$19,026,677	\$18,529,743
Common and Collective Trusts	\$ 3,376,935	\$ 2,879,661
Notes Receivable from Participants	<u>\$ 1,330,909</u>	<u>\$ 1,129,925</u>
Total	<u>\$23,734,521</u>	<u>\$22,539,329</u>

The Investment income reported in the Statement of changes in net assets available for Plan benefits for the year ended December 31, 2014 was certified by MMLI.

The information included in supplementary Schedule 1, Schedule of Assets at December 31, 2014, was certified by MMLI.

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 13 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a Reconciliation of Corrective Distributions Payable per the Financial Statements at December 31, 2014 to Form 5500:

Corrective Distributions Payable per Financial Statements	\$16,710
Less Adjustment to Cash Basis on Form 5500	(16,710)
Corrective Distributions Payable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Corrective Distributions Payable per the Financial Statements at December 31, 2013 to Form 5500:

Corrective Distributions Payable per Financial Statements	\$39,308
Less Adjustment to Cash Basis on Form 5500	(39,308)
Corrective Distributions Payable per Form 5500	<u>\$ -</u>

The following is a Reconciliation of Corrective Distributions per the Financial Statements at December 31, 2014 to Form 5500:

Corrective Distributions per Financial Statements	\$16,710
Plus Corrective Distribution Payable at December 31, 2013	39,308
Less Corrective Distributions Payable at December 31, 2014	(16,710)
Rounding	<u>(1)</u>
Corrective Distributions per Form 5500	<u>\$39,307</u>

NOTE 14 - MARKET CONDITIONS

Changes in investment returns and fair values can have a significant effect on the Plan. Since December 31, 2014, U.S. and world markets have continued to experience volatility. Management is monitoring investment market conditions and the impact a decline may have on the Plan's investment portfolio. Due to the volatility of the financial markets as of the date of this report, there is uncertainty regarding the impact that continued volatility might have on the Plan's investment portfolio.

NOTE 15 - SUBSEQUENT EVENTS

Plan Amendments

The Plan was restated on June 30, 2015 to adopt the elapsed time method in determining the minimum age and service requirements.

TOWN FAIR TIRE CENTERS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 15 - SUBSEQUENT EVENTS (continued)

Decline in Market Value

As of September 3, 2015, the date of the audit report, the market value of the Plan's investments has declined by approximately \$426,100 due to the general decline in the stock market.

NOTE 16 - RECLASSIFICATION

Certain reclassifications have been made to the December 31, 2013 financial statements to conform to the presentation for the year ended December 31, 2014.

TOWN FAIR TIRE CENTERS, INC.
401 (k) PLAN

EIN: 06-0767684 Plan: 001
Schedule H, Line 4(i)
Schedule of Assets Held (At End Of Year)
DECEMBER 31, 2014

(a) Identity	(b) <u>Description of Investment</u>	(c) <u>Cost</u>	(d) <u>Current Value</u>
	<u>Common Collective Trust</u>		
BNY Mellon	BNY Mellon DL Large Cap Stock Index A	*	\$ 1,912,849
BNY Mellon	BNY Mellon DL Small Cap Stock Index A	*	1,418,104
BNY Mellon	BNY Mellon DL International Stock Index A	*	45,982
	<u>Registered Investment Companies</u>		
Columbia Funds	Columbia Acorn A	*	672,451
Templeton Funds	Templeton Foreign A	*	1,108,334
Blackrock Funds	Blackrock Global Allocation A	*	165,944
Franklin Funds	Franklin Income A	*	2,419,049
American Funds	American Funds The Growth Fund of America R3	*	6,182,516
Loomis Sayles Funds	Loomis Sayles Bond Admin	*	348,395
Pimco Funds	Pimco Total Return A	*	1,495,390
Alliance Bernstein Funds	Alliance Bernstein Discovery Value A	*	1,604,966
Blackrock Funds	Blackrock Equity Dividend A	*	793,523
MFS Funds	MFS New Discovery R3	*	1,263,171
JP Morgan Funds	JP Morgan Prime Money Market Reserve	*	2,585,694
MFS Funds	Massachusetts Investors Trust R3	*	289,288
Wells Fargo Funds	Wells Fargo Adv Emerging Markets Equity A	*	97,956
	Total Investments		22,403,612
	Notes Receivable from Participants - Interest Rate 4.25%		1,330,909
	Total Investments and Participants' Loans		<u>\$ 23,734,521</u>

* Cost omitted for participant-directed investments

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator (“you”) in completing the Form 5500 Schedule C¹ by identifying different types of compensation paid with respect to the product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2014 - 12/31/2014 and indirect compensation is presented on a calendar year basis ending 12/31/2014.

This report includes compensation actually paid to or by MassMutual within the indicated plan year as part of your MassMutual-serviced product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your MassMutual customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than MassMutual). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your MassMutual Service Team should you require additional information regarding the compensation paid to or by MassMutual with respect to your plan.

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan’s service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

¹Please refer to the Schedule C of the Form 5500 and its instructions (available at: <http://www.dol.gov/ebsa/5500main.html>), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

TOWN FAIR TIRE 401(K) PLAN (828640)

EIN #: 06-0767684

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2014 - 12/31/2014 and indirect compensation is presented on a calendar year basis ending 12/31/2014.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid

\$10,363.00

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: Massachusetts Mutual Life Insurance Company EIN: 04-1590850

Service Codes: 15, 23, 37, 38, 54, 55, 59, 60, 62, 63, 64, 65, 66, 99, 50 (if direct compensation amount reflected below)

Direct Compensation

\$10,363.00

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2014 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Massachusetts Mutual Life Insurance Company ("MMLIC") are the net result of aggregating direct compensation after the effects of adjustments processed in 2014, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Float compensation

\$264.11

Bank accounts and investments associated with short-term investment pool

This is an estimate based on the annual average rate of float (0.372% for 2014) earned on the bank accounts and investments associated with the short-term investment pool for the 2014 calendar year multiplied by an estimate of the assets related to uncashed checks.* This estimate does not include float earned for any other reason (e.g., if amounts remitted cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

* A complete listing of distribution checks that remain outstanding is available on the Retirement Plan Access web site under the Standard Reports section (Report R03998-Outstanding Distribution Checks). Uncashed check assets will continue to remain in a float-earning bank account until such time direction is received from the Plan Sponsor, subject to applicable regulation. The Plan Sponsor should consult with the Plan's/Plan Sponsor's tax advisor or benefits counsel to determine if assets attributable to uncashed checks should be included on the Form 5500 filing.

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over \$100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds

<i>Investment Option Name</i>	<i>EIN</i>	<i>Revenue Sharing Rate (%) Paid to MassMutual (rates as of 12/31/2014)</i>	<i>Underlying Fund Gross Expense Ratio as of the Fund's Year End</i>
AB DISCOVERY VALUE A	13-4071393	0.55% x assets	1.22%
AMERICAN FUNDS GR FD OF AMER R3	52-0792143	0.65% x assets	0.98%
BLACKROCK EQUITY DIVIDEND A	13-3806694	0.55% x assets	0.95%
BLACKROCK GLOBAL ALLOCATION A	22-2937779	0.55% x assets	1.14%
BNY MELLON DL INTERNAT STK IND A	13-4121547	0.50% x assets	0.66%
BNY MELLON DL LG CAP STOCK IND A	13-4121547	0.40% x assets	0.48%
BNY MELLON DL SM CAP STOCK IND A	13-4121547	0.50% x assets	0.60%
COLUMBIA ACORN A	36-2692100	0.50% x assets	1.08%
FRANKLIN INCOME A	13-2573775	0.25% x assets plus \$12/participant	0.62%
JPMORGAN PRIME MONEY MKT RESERVE	33-1043149	0.00% x assets	0.71%
LOOMIS SAYLES BOND ADM	04-3219179	0.60% x assets	1.19%
MASSACHUSETTS INV TRUST R3	04-1590600	0.63% x assets	0.73%
MFS NEW DISCOVERY R3	04-3158862	0.63% x assets	1.33%
PIMCO TOTAL RETURN A	95-2632339	0.40% x assets	0.85%
TEMPLETON FOREIGN A	22-2169185	0.35% x assets plus \$12/participant	1.16%
WELLS FARGO ADV EMERG MKTS EQ-A	41-0449260	0.55% x assets	1.70%

Under the variable investment options available through your plan's group annuity contract or funding agreement, contract values are invested in Hartford Life Insurance Company separate accounts that, in turn, invest in underlying registered investment companies (i.e., mutual funds) and collective investment funds. Massachusetts Mutual Life Insurance Company (together, with its affiliates, "MassMutual") acquired The Hartford's retirement plans business effective January 1, 2013. In connection with the acquisition, The Hartford appointed MassMutual to provide all of administrative services necessary to support your plan's contract. In this role, MassMutual receives all charges, fees and compensation – both direct and indirect – as payable to The Hartford for the services provided to your plan under the packaged retirement services programs.

The above list includes any investment option held by the plan on at least one month end during the 2014 calendar year. To arrive at an estimate of the dollar amount that MassMutual received from each investment option, multiply the rate of fees received from each investment option by your plan's year-end balance (or if the investment option was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the investment option at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

Recipient: MERRILL LYNCH LIFE AGENCY EIN: 13-2808480

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **\$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

* Sales commission	Payor: Massachusetts Mutual Life Insurance Company	EIN: 04-1590850	\$51,091.81
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* *Sales Commissions are reported on a Plan Year basis.*

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. MassMutual's Code of Ethics and Business Conduct generally restricts MassMutual employees from giving to or receiving gifts from customers and/or business partners having a value of over \$100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2014 calendar year, including MassMutual, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual.

Please consult with your legal or tax advisors if you have any questions.

Recipient: MERRILL LYNCH PIERCE FENNER SMITH INC EIN: 13-5674085

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **\$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

Additional compensation	Payor: Massachusetts Mutual Life Insurance Company	EIN: 04-1590850	\$8,637.46
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Non Monetary Compensation

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Recipient: Mesirow Financial Investment Management, Inc. EIN: 36-3429599

Indirect Compensation

Annual fee and basis point fee for Mesirow plan fiduciary service

Service code: 27

Payor: Massachusetts Mutual Life Insurance Company EIN: 04-1590850

MassMutual paid Mesirow an annual flat fee plus a tiered percentage of assets in total equal to 1.445 bps of the aggregate assets of all participating plans in the Fiduciary Assure Program with respect to Mesirow's investment advisory services.

Direct Revenue Detail

Recipient: *Massachusetts Mutual Life Insurance Company*

<u>Fee Description</u>	<u>Dollar Amount</u>
Loan Set-up Fee	\$4,900.00
One-Time Distribution Fee	\$1,725.00
Loan Administration Fee	\$3,738.00
Total Direct Revenue:	<hr/> \$10,363.00

Grand Total Direct Fees:	<hr/> \$10,363.00
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TOWN FAIR TIRE CENTERS, INC.
401 (k) PLAN

EIN: 06-0767684 Plan: 001
Schedule H, Line 4(i)
Schedule of Assets Held (At End Of Year)
DECEMBER 31, 2014

(a) Identity	(b) <u>Description of Investment</u>	(c) <u>Cost</u>	(d) <u>Current Value</u>
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Total Investments			22,403,612
Notes Receivable from Participants - Interest Rate 4.25%			1,330,909
Total Investments and Participants' Loans			<u>\$ 23,734,521</u>

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