

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>618 MAIN CLOTHING CORP 401K PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
		1c Effective date of plan	<u>01/01/2014</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	<u>618 MAIN CLOTHING CORP</u>		
		2b Employer Identification Number (EIN)	<u>22-3376908</u>
<u>5601 WEST SIDE AVENUE</u> <u>NORTH BERGEN, NJ 07047</u>		2c Plan Sponsor's telephone number	<u>201-319-1400</u>
		2d Business code (see instructions)	<u>448120</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.	10/14/2015	AAZEL A. BAUTISTA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2015	AAZEL A. BAUTISTA
	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	234
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)	234
a(2) Total number of active participants at the end of the plan year		6a(2)	258
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	8
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	266
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	266
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	15
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2T 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		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) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☐ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) 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>618 MAIN CLOTHING CORP 401K 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>618 MAIN CLOTHING CORP</u>	D Employer Identification Number (EIN) <u>22-3376908</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	
<u>AMERICAN CENTURY INVESTMENT SERVICE</u>	
<u>44-0640487</u>	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
<u>FRANKLIN TEMPLETON DISTRIBUTORS, IN</u>	<u>100 FOUNTAIN PARKWAY</u> <u>ST. PETERSBURG, FL 33716</u>

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
<u>T. ROWE PRICE</u>	<u>100 EAST PRATT STREET</u> <u>BALTIMORE, MD 21202</u>

(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)

ADP, LLC

13-3036745

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 50	RECORD KEEPER	125	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

ADP BROKER-DEALER

22-3319984

(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?
63 60 59	RECORD KEEPER	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
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS	

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:

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 01/01/2014 and ending 12/31/2014		
A Name of plan 618 MAIN CLOTHING CORP 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 618 MAIN CLOTHING CORP	D Employer Identification Number (EIN) 22-3376908	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		2888
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		16845
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	0	19733

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	0	19733
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	19449	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		19449
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	520	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		520
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-111
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		19858

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		0
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	125	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		125
j Total expenses. Add all expense amounts in column (b) and enter total	2j		125

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		19733
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: ELLIOT HOROWITZ & COMPANY, LLP

(2) EIN: 13-3028332

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		1000
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



Elliot
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Certified Public
Accountants
675 Third Avenue
New York, New York 10017
Telephone 212/972-7500
Fax 212/972-7050
Email skamelhar@elliuthorowitz.com

October 14, 2015

Via Email:

Mrs. Aazel Bautista
618 Main Clothing Corp 401k Plan
5601 Westside Avenue
North Bergen, NJ 07047

Dear Aazel:

Attached please find a copy of the financial statements of 618 Main Clothing Corp 401k Plan for the year ended December 31, 2014.

Additionally, a copy of the final corporate governance letter is also attached.

Please send us a copy of the final 5500 when it is filed.

Sincerely,

Stuart Kamelhar, CPA

Enclosure



Elliot
Horowitz &
Company, LLP

**Certified Public
Accountants**

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TO: Aazel Bautista, Plan Administrator

DATE: October 14, 2015

SUBJECT: Communications with Those Charged with Governance

Professional standards require a company's independent auditors to discuss with those charged with governance matters of importance which arise during the course of their audit as well as significant matters concerning the company's internal controls and the preparation and composition of the financial statements. We therefore present the following information required to be communicated to those charged with corporate governance based upon the results of our December 31, 2014 audit of 618 Main Clothing Corp 401K Plan (Plan).

Items to be Communicated

*The Auditor's Responsibility Under
Generally Accepted Auditing Standards
("GAAS").*

The auditor should communicate the level of responsibility assumed under auditing standards generally accepted in the United States of America.

Auditor's Response

Our level of responsibility is communicated through our engagement letter dated October 2, 2015 and in the auditor's report accompanying the financial statements. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by State Street Bank and Trust Company, trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole.

Items to be Communicated

Auditor's Response

Qualitative Aspects of Accounting Practices

The auditor should determine that those charged with corporate governance are informed about the initial selection of and changes in significant accounting policies as well as the methods used to account for significant unusual transactions.

You are responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Plan are described in Note 2 to the financial statements. This is the initial year of the plan. We noted no transactions entered into by the Plan during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Management Judgments and Accounting Estimates

Those charged with corporate governance should be informed about the process used by management in forming particularly sensitive accounting estimates and about the basis for the auditor's conclusions regarding the reasonableness of those estimates.

Accounting estimates are an integral part of the financial statements and are based on your knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements was the market value of the investments held by the Plan. As discussed above, we have performed a limited scope audit with respect to investments and therefore did not audit the market value. Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosures affecting the financial statements were the disclosures related to investments in Notes 3 and 4.

Items to be Communicated

Auditor's Response

Internal Control

Those charged with corporate governance should be advised of any significant deficiencies or material weaknesses in the design or operation of the internal control structure coming to the auditor's attention during the audit.

The Plan outsources significant processing and record keeping functions to third parties. Our procedures included tests that we considered necessary to issue our opinion on the financial statements taken as a whole. As noted above, since we did not audit investments, we issued a disclaimer of opinion.

We have not issued a report or letter addressing internal control.

Difficulties Encountered in Performing the Audit.

Serious difficulties encountered in dealing with management that related to the performance of the audit are required to be brought to the attention of those charged with corporate governance.

None noted.

Fraud, Irregularities and Illegal Acts

Those charged with corporate governance should be adequately informed of fraud, irregularities and illegal acts coming to the auditor's attention during the course of the audit.

As part of our engagement, we interviewed certain key management personnel and other employees. Nothing came to our attention.

Significant Audit Adjustments

Those charged with corporate governance should be adequately informed about adjustments arising from the audit that could individually or in the aggregate, have a significant effect on the Company's financial reporting process.

None noted.

Items to be Communicated

Auditor's Response

Disagreements with Management

Disagreements with management, whether or not satisfactorily resolved, about matters that could be significant to the Company's financial statements or the auditor's report should be communicated to those charged with corporate governance.

There were no such disagreements.

Related Parties

Those charged with corporate governance should be informed about related party transactions and policies governing related party transactions.

Significant related party transactions have been disclosed in Note 8.

Material Uncertainties, Risks and Exposures

Those charged with corporate governance should be informed of any risks, exposures and material uncertainties.

We are not aware of any material uncertainties or risks that have not been adequately disclosed.

Other Matters

The financial statements include the supplemental schedule of assets (held at the end of year)

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of you and evaluated the form, content, and methods of preparing the information to determine that the information complies with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

October 14, 2015

Items to be Communicated

Auditor's Response

Consultation With Other Auditors

The auditors should discuss their views with those charged with corporate governance if the auditors become aware that management has consulted with other accountants about auditing and accounting matters.

None came to our attention.

Independence

Those charged with corporate governance should be informed as to the auditor's continuing independence.

We confirm that as of the date of this letter we are independent accountants with respect to the Company and the requirements of the Independence Standards Board. We are not aware of any relationships between Elliot Horowitz & Company, LLP, the Plan and 618 Main Clothing Corp dba 10 Spot Plus and Madrag Stores that, in our professional judgment, may reasonably be thought to bear on our independence.

This report is intended solely for the use of management and others within 618 Main Clothing Corp dba 10 Spot Plus and Madrag Stores and the Plan.

Very truly yours,



Stuart Kamelhar, CPA

cc: Howard Hoffman
Nathan Hoffman
Raj Vuppala

**618 MAIN CLOTHING CORP
401K PLAN**

**FINANCIAL STATEMENTS - MODIFIED CASH BASIS
AND SUPPLEMENTAL INFORMATION
YEAR ENDED DECEMBER 31, 2014**

**618 MAIN CLOTHING CORP
401K PLAN**

**FINANCIAL STATEMENTS - MODIFIED CASH BASIS
AND SUPPLEMENTAL INFORMATION
YEAR ENDED DECEMBER 31, 2014**

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October 12, 2015

Plan Administrator
618 Main Clothing Corp
401K Plan
North Bergen, New Jersey

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of 618 Main Clothing Corp 401K Plan, which comprise the statement of net assets available for benefits - modified cash basis as of December 31, 2014, and the related statement of changes in net assets available for benefits - modified cash basis for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i of Form 5500) as of the year ended December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Basis of Accounting

We draw attention to the Note 2 to the financial statements which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, 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.

Elliot Horowitz & Company, LLP

618 MAIN CLOTHING CORP 401K PLAN

**STATEMENTS OF NET ASSETS AVAILABLE FOR
BENEFITS - MODIFIED CASH BASIS
DECEMBER 31, 2014**

ASSETS

INVESTMENTS - AT FAIR VALUE	\$ 16,845
NOTES RECEIVABLE FROM PARTICIPANTS	<u>2,888</u>
TOTAL ASSETS	19,733

LIABILITIES

LIABILITIES	<u>None</u>
NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS	<u>\$19,733</u>

See independent auditor's report
See notes to financial statements

618 MAIN CLOTHING CORP 401K PLAN

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
YEAR ENDED DECEMBER 31, 2014**

ADDITIONS TO NET ASSETS ATTRIBUTED TO

Investment income	
Dividend income	\$ 520
Net depreciation in fair value of investments	<u>(111)</u>
TOTAL INVESTMENT INCOME	<u>409</u>

Contributions	
Participants	<u>19,449</u>
TOTAL CONTRIBUTIONS	<u>19,449</u>

TOTAL ADDITIONS	<u>19,858</u>
------------------------	----------------------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Administrative expenses	<u>125</u>
TOTAL DEDUCTIONS	<u>125</u>

NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS	<u>19,733</u>
--	----------------------

NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS - DECEMBER 31, 2014	<u><u>\$19,733</u></u>
--	-------------------------------

See independent auditor's report
See notes to financial statements

**618 MAIN CLOTHING CORP
401K PLAN**

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the 618 Main Clothing Corp 401K Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution 401(k) plan covering all eligible employees, as defined, of 618 Main Clothing Corp and its affiliated companies (dba 10 Spot Plus and Madrag Stores) (Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Trustee is responsible for oversight of the Plan. Plan management determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Contributions

Each year, participants may contribute up to 90% of pretax annual compensation, as defined in the Plan, not to exceed \$17,500 for 2014. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions as permitted under the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified plans (rollover). The Company may also make discretionary contributions. Forfeited balances of unvested participant accounts are used to reduce future contributions from the Company. Participants direct the investments in their account into various investment options offered by the Plan. The Plan currently offers twenty-three options.

Participant Accounts

Each participant's account is credited with the participants' contributions, their share of the Company's discretionary contributions, if any, net earnings (loss) on their account and charged with an allocation of administrative/investment expenses. Allocations are based on participant earnings, account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

See independent auditor's report

**618 MAIN CLOTHING CORP
401K PLAN**

NOTES TO FINANCIAL STATEMENTS

Vesting

Participants are immediately vested in their voluntary contributions, plus actual earnings thereon. Vesting in the Company's discretionary contribution portion of their accounts and earnings thereon is based on years of service and is determined as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Upon reaching normal retirement, disability or death, participant accounts also become fully vested.

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 and up to a maximum equal to the lesser of 50% of their vested account balance, as adjusted, or \$50,000. Loans are payable over no more than five years, except for loans to acquire a principal residence, are secured by the participant's account, and bear interest at a rate to be determined by the plan administrator (currently 5.25%). Principal and interest is paid ratably through monthly payroll deductions.

Payment of Benefits

Upon normal retirement, disability, death, separation from service or obtaining the age of 59 ½, participants receive their vested benefit in a lump-sum or partial payments, as defined.

See independent auditor's report

**618 MAIN CLOTHING CORP
401K PLAN**

NOTES TO FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan were prepared on the modified cash basis of accounting, a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under the modified cash basis of accounting used by the Plan, contributions and interest and dividends are recognized when received rather than when they are earned and benefits and expenses are recognized when paid rather than when the obligation is incurred; however, investments are presented at fair value.

Use of Estimates

The preparation of financial statements in conformity with the basis of accounting described in the preceding paragraph requires the Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Interest and dividend income is recorded on the modified cash basis. Net depreciation includes the Plan's gains and losses 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 modified cash basis. Related fees are recorded as administrative expenses and are expensed when they are paid. No allowance for credit losses has been recorded as of December 31, 2014. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

See independent auditor's report

**618 MAIN CLOTHING CORP
401K PLAN**

NOTES TO FINANCIAL STATEMENTS

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net depreciation in fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 12, 2015, which is the date the financial statements were available to be issued and concluded that no additional disclosures are required.

3. INFORMATION PREPARED AND CERTIFIED BY TRUSTEE (UNAUDITED)

The following information, included in the financial statements and supplemental schedule, was obtained from data that has been prepared and certified to as complete and accurate by the Plan's trustee:

	<u>2014</u>
As of December 31, 2014:	
Mutual Funds	
T. Rowe Price Retirement 2045 - R	\$ 9,002*
T. Rowe Price Retirement 2025 - R	3,596*
T. Rowe Price Retirement 2040 - R	970
T. Rowe Price Retirement 2035 - R	788
T. Rowe Price Retirement 2050 - R	574
T. Rowe Price Retirement 2055 - R	561
T. Rowe Price Blue Chip GR - R	468
Franklin Templeton SM Cap Grth - A	457
American Century Strat Alloc Cons Fund - A	330
American Century Strat Alloc AGG Fund - A	<u>99</u>
	\$ 16,845
Notes receivable from participants	<u>2,888</u>
	<u>\$ 19,733</u>

All of the above funds are from the State Street Bank and Trust Company.

* Investments that represent 5% or more of Plan's net assets.

See independent auditor's report

**618 MAIN CLOTHING CORP
401K PLAN**

NOTES TO FINANCIAL STATEMENTS

During 2014, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$409 as follows:

Dividend income	\$ 520
Net depreciation in fair value of investments	<u>(111)</u>
	<u>\$ 409</u>

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 FASB 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.

See independent auditor's report

**618 MAIN CLOTHING CORP
401K PLAN**

NOTES TO FINANCIAL STATEMENTS

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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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

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

	Assets at fair value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 16,845			\$ 16,845
	<u>\$ 16,845</u>	<u></u>	<u></u>	<u>\$ 16,845</u>

5. TAX STATUS

The Internal Revenue Service has determined and informed the trustee by a letter dated March 27, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, Plan management and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax exempt.

See independent auditor's report

**618 MAIN CLOTHING CORP
401K PLAN**

NOTES TO FINANCIAL STATEMENTS

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the 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 positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. All tax returns filed by the Plan are still subject to inspection.

6. 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% vested in their employer contributions.

**7. RELATED PARTY TRANSACTIONS AND PARTIES IN INTEREST
TRANSACTIONS**

Certain Plan investments are shares of mutual funds managed by State Street Bank and Trust Company. State Street Bank and Trust Company is the trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants also qualify as party-in-interest transactions. Fees paid by the Plan for investment management services amounted to \$125 for the plan year December 31, 2014. Additionally, indirect fees are charged by the following funds at rates ranging from 0.0015 to 0.005 of the average daily assets for accounts invested in American Century Investment Service, Franklin Templeton Distributors, Inc., and T. Rowe Price funds. Direct and indirect fees and commissions are included in net depreciation in fair value of the investments through revenue sharing rather than direct payment.

The Company provides certain accounting and administrative services to the Plan for which no fees are charged.

See independent auditor's report

**618 MAIN CLOTHING CORP
401K PLAN**

NOTES TO FINANCIAL STATEMENTS

8. RISKS AND UNCERTANITIES

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

See independent auditor's report

618 MAIN CLOTHING CORP 401K PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(SCHEDULE H, LINE 4i OF FORM 5500)
EIN: 23-3376908
PLAN NO.: 001
DECEMBER 31, 2014

(A)	(B) Identity of Issuer, Borrower or Similar Party	(C)*** Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(D)**** Cost	(E) Current Value
	State Street Bank and Trust Company:			
*	T. Rowe Price Retirement 2045 - R	Registered investment company - 570.0752 shares		\$ 9,002
*	T. Rowe Price Retirement 2025 - R	Registered investment company - 231.6790 shares		3,596
*	T. Rowe Price Retirement 2040 - R	Registered investment company - 41.0590 shares		970
*	T. Rowe Price Retirement 2035 - R	Registered investment company - 47.9188 shares		788
*	T. Rowe Price Retirement 2050 - R	Registered investment company - 24.9346 shares		574
*	T. Rowe Price Retirement 2055 - R	Registered investment company - 43.4504 shares		561
*	T. Rowe Price Blue Chip Gr - R	Registered investment company - 7.2098 shares		468
*	Franklin Templeton Sm Cap Grth - A	Registered investment company - 47.9188 shares		457
*	American Century Strat Alloc Cons Fund - A	Registered investment company - 56.4254 shares		330
*	American Century Strat Alloc Agg Fund - A	Registered investment company - 12.1091 shares		99
**	Notes Receivable from Participants	Interest Rate 5.25% Maturity Date 12/15/2016 Collateral is the participant's balance in the Plan.		2,888
				<u>\$ 19,733</u>

*Funds are managed by State Street Bank and Trust Company or by an affiliate, a party-in-interest as defined by ERISA

**Parties-in-interest as defined by ERISA

*** There is no maturity date, rate of interest, collateral, par or maturity value

**** The cost of participant - directed investments is not required to be disclosed.

See independent auditor's report
See notes to financial statements

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked “yes”:

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name 618 MAIN CLOTHING CORP 401K PLAN

EIN: 22-3376908

Plan Sponsor's Name 618 MAIN CLOTHING CORP

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	T. ROWE PRICE RETIREMENT 2025-R	REGISTERED INVESTMENT COMPANY		3,596
	T. ROWE PRICE BLUE CHIP GR - R	REGISTERED INVESTMENT COMPANY		468
	AC STRAT ALLOC AGG FUND - A	REGISTERED INVESTMENT COMPANY		99
	AC STRAT ALLOC CONS FUND - A	REGISTERED INVESTMENT COMPANY		330
	T. ROWE PRICE RETIREMENT 2040-R	REGISTERED INVESTMENT COMPANY		970
	T. ROWE PRICE RETIREMENT 2045-R	REGISTERED INVESTMENT COMPANY		9,001
	T. ROWE PRICE RETIREMENT 2035-R	REGISTERED INVESTMENT COMPANY		788

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name 618 MAIN CLOTHING CORP 401K PLAN
Plan Sponsor's Name 618 MAIN CLOTHING CORP

EIN: 22-3376908
PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	FRANKLIN SM CAP GRTH A	REGISTERED INVESTMENT COMPANY		457
	T. ROWE PRICE RETIRE 2050 - R	REGISTERED INVESTMENT COMPANY		574
	T. ROWE PRICE RETIREMENT 2055-R	REGISTERED INVESTMENT COMPANY		561
	PARTICIPANT LOANS	INTEREST RATES (0.00% TO 0.00%)		2,888