Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CAVENDER'S BOOT CITY 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1992

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

7820 SOUTH BROADWAY
TYLER, TX 75703

2b Employer Identification Number (EIN)
74-2648471

2c Plan Sponsor's telephone number
903-509-9509

2d Business code (see instructions)
448140

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	JAMES THOMPSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**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**	920
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)**	864
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	843
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	41
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	885
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	886
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	285
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	34
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K 2T 3B 2E 3D 3H

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**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
CAVENDER'S BOOT CITY 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CAVENDER STORES, LTD.

D Employer Identification Number (EIN)
74-2648471

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

MATRIX FINANCIAL SOLUTIONS

20-1591048

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

WELLS FARGO ADVISORS, LLC

34-1542819

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	2094	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

CPI QUALIFIED PLAN CONSULTANTS, INC

48-1205033

(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?
12 15 37 50 60 62 64	NONE	1675	Yes [X] No [ ]	Yes [ ] No [X]	5589	Yes [ ] No [X]

(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
CPI QUALIFIED PLAN CONSULTANTS, INC	60	5589

(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 FUNDS 95-1411037	----

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX INCOME - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.08%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

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

A Name of plan
CAVENDER'S BOOT CITY 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CAVENDER STORES, LTD.

D Employer Identification Number (EIN)
74-2648471

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	10744

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

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

A Name of plan
CAVENDER'S BOOT CITY 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CAVENDER STORES, LTD.

D Employer Identification Number (EIN)
74-2648471

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	17541	0
(2) Participant contributions	1b(2)	29521	0
(3) Other	1b(3)	0	0
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)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	580178	605194
(9) Value of interest in common/collective trusts	1c(9)	0	10744
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	17244084	18836046
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	17871324	19451984
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	17871324	19451984

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)	497333	
(B) Participants	2a(1)(B)	866573	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1363906
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)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	23033	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		23033
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	437054	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		437054
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		371
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		354211
c Other income	2c		-901
d Total income. Add all **income** amounts in column (b) and enter total	2d		2177674
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	572672	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		572672
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		22248
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2094	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2094
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		597014
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1580660
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: HENRY & PETERS, PC. **(2)** EIN: 75-1503978

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		167236
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
CAVENDER'S BOOT CITY 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CAVENDER STORES, LTD.

D Employer Identification Number (EIN)
74-2648471

Part I Distributions

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

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

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

EIN(s): 04-6568107 75-3182674

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

CAVENDER'S BOOT CITY
401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

CAVENDER'S BOOT CITY
401(k) RETIREMENT PLAN

TABLE OF CONTENTS

	Page(s)
Independent Auditor's Report	3 - 4
Financial Statements:	
Statements of Net Assets Available For Benefits	5
Statement of Changes in Net Assets Available For Benefits	6
Notes to Financial Statements	7 - 13
Supplemental Schedules:	
Schedule of Assets (Held at End of Year)	15
Schedule of Delinquent Participant Contributions	16

HENRY&PETERS,PC
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Cavender's Boot City 401(k) Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Cavender's Boot City 401(k) Retirement Plan, which comprise the statement of net assets available for benefits as of December 31, 2014, the related statement of changes in net assets available for benefits for the year ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on the 2014 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 on the 2014 financial statements.

Basis for Disclaimer of Opinion on the 2014 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 6, which was certified by Fidelity Management Trust Company (Fidelity), the trustee of the Plan, except for comparing the information with the related information included in the 2014 financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the period April 14, 2014 to December 31, 2014, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2014 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2014 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2014 financial statements. Accordingly, we do not express an opinion on the 2014 financial statements.

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1127 Judson Road, Suite 233 • Longview, Texas 75601-5157 • 903-758-0648 • Fax 903-758-0409
www.henrypeters.com • E-mail: info@henrypeters.com

Other Matters — Report on Supplemental Schedules and Report on 2013 Financial Statements

The supplemental schedules of assets held as of December 31, 2014, and schedule of delinquent participant contributions are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2014 Financial Statements paragraph, we do not express an opinion on the supplemental schedules referred to above.

We have audited the accompanying statement of net assets available for benefits of Cavender's Boot City 401(k) Retirement Plan as of December 31, 2013, and in our report dated October 7, 2014, we expressed our opinion that such financial statement presents fairly, in all material respects, the financial status of Cavender's Boot City 401(k) Retirement Plan as of December 31, 2013, and changes in its financial status for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Form and Content in Compliance With DOL Rules and Regulations for 2014 Financial Statements

The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Hogg & Peters P.C.

Tyler, Texas
October 13, 2015

HP

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Investments at fair value:		
Mutual funds	$ 18,836,046	$ 17,244,084
Common/collective trust fund	10,744	-
Total investments at fair value	18,846,790	17,244,084
Receivables:		
Employer's contributions	-	17,541
Participants' contributions	-	29,521
Notes receivable from participants	605,194	580,178
Total receivables	605,194	627,240
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(147)	-
Net assets available for benefits	$ 19,451,837	$ 17,871,324

See accompanying notes to the financial statements.

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2014

ADDITIONS:	
Investment income:	
Net appreciation in fair value of investments	$ 353,534
Dividends and interest	437,054
	790,588
Interest income on notes receivable from participants	23,033
Contributions:	
Employer	497,333
Participants	866,573
	1,363,906
Total additions	2,177,527
DEDUCTIONS:	
Benefits paid to participants	594,920
Administrative expenses	2,094
Total deductions	597,014
Net increase	1,580,513
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	17,871,324
End of year	$ 19,451,837

See accompanying notes to the financial statements.

CAVENDER'S BOOT CITY
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Cavender's Boot City (Company) 401(k) Retirement 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 plan covering all full-time employees of the Company and its affiliates who have a minimum of twelve months of service and at least one thousand service hours, and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants may contribute up to 50% of pre-tax annual compensation, as defined in the Plan, subject to certain maximum limitations imposed by the Internal Revenue Code Section 401 (k). Participants who reach age fifty or older by the end of the Plan year may make catch-up contributions. Participants may also make eligible rollover contributions. Participants direct the investment of their contributions and employer contributions into various options offered by the Plan. The Plan currently offers various mutual funds and a common collective trust fund as investment options for participants.

Effective June 29, 2015, the Plan will include an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan.

The Company matches 100% of the first 3% of eligible compensation contributed by participants and 50% on the next 2% of eligible compensation, which qualifies as safe harbor matching provisions. Contributions are subject to certain IRS limitations. In addition, the Company may make discretionary non-elective contributions in an amount to be determined by the Board of Directors. The Company made no discretionary contribution during the year ended December 31, 2014. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and the Company's matching contributions, as well as allocations of plan earnings, and administrative expenses per the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Accrued income is allocated to participant accounts in the period earned.

VESTING

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

Years of Service	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

NOTE 1 - DESCRIPTION OF PLAN - CONTINUED

NOTES RECEIVABLE FROM PARTICIPANTS

Prior to April 1, 2014, participants could borrow from their fund accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years, or longer for the purchase of a primary residence. The loans were secured by the balance in the participant's account and bear interest at prime plus 2%. Interest rates ranged from 5.25% to 10.25%. Principal and interest was paid ratably through payroll deductions. With the adoption of Fidelity's prototype Plan Document, all outstanding loans were grandfathered based on prior custodian terms discussed above. Under the new Plan document, participants may only have one outstanding loan at any given time. Participants can borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested balance. Loans will bear interest at reasonable rate as determined by the Plan Administrator.

PAYMENT OF BENEFITS

Participants are entitled to the benefits that can be provided from their individual account balances, subject to vesting, upon retirement, death, hardship, or termination. Payment is required to be made as soon as administratively feasible after one of these events occurs. The participant may elect to defer distribution until April 1 of the calendar year following the calendar year in which such a participant reaches age 70 ½ years of age. The vested portion of the participant's benefits may be distributed to the participant or his beneficiary in the form of a single lump-sum payment, partial withdrawals or installments (for required minimum distributions) or as a direct rollover to an IRA.

FORFEITED ACCOUNTS

At December 31, 2014 and 2013, forfeited non-vested accounts totaled $4,598 and $0, respectively. Forfeited amounts may be used to pay administrative expenses or to offset employer matching contributions as allowed in the Plan agreement. Total forfeitures used to pay administrative expenses or to offset employer matching contributions for the year ended December 31, 2014 were $205.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive contracts.

USE OF ESTIMATES

The preparation of financial statements in accordance 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 and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

NOTES RECEIVABLE FROM PARTICIPANTS

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

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. See Note 4 for discussion of fair value measurements.

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

PAYMENT OF BENEFITS

Benefits are recorded when paid.

ADMINISTRATIVE EXPENSES

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment related expenses are included in net appreciation of fair value of investments.

SUBSEQUENT EVENTS

The Plan's management has evaluated subsequent events through October 13, 2015, the date on which the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2014 and 2013.

	2014	2013
Investments at Fair Value		
Amcap Fund	$ *	$ 2,650,505
American Balanced Fund	*	1,874,409
The Bond Fund of America	*	2,489,503
The Growth Fund of America	*	2,969,957
The Investment Company of America	*	2,318,154
New Perspective Fund	*	2,025,489
Washington Mutual Investors Fund	*	2,816,433
Vanguard Target Retirement 2020	5,491,728	*
Vanguard Target Retirement 2030	3,012,272	*
Vanguard Target Retirement 2040	1,405,174	*
Vanguard Target Retirement 2025	2,187,797	*
Vanguard Target Retirement 2035	1,676,532	*
Vanguard Target Retirement Income	1,039,414	*

* Balance does not exceed 5% for the respective plan year.

NOTE 4 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3) The three levels of the fair value hierarchy 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.

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 observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2014 and 2013:

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 SEC. 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.

Common Collective Trust Funds: The fair value of the Fidelity Managed Income Portfolio (the "Fund") has been estimated based on the fair value of the underlying investment contracts in the Fund, as reported by the issuer of the Fund. The price is quoted on a private market that is not active. As such, these investments are classified within Level 2 of the fair value hierarchy. The fair value of the fund differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Participants can ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Certain events may limit the Fund's ability to transact at contract value. Such events include layoffs, bankruptcy, plan termination, and other events outside the normal operation of the Fund that may cause a withdrawal which results in a negative market value adjustment.

The Plan may terminate its interest in the Fund at any time. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.

NOTE 4 - FAIR VALUE MEASUREMENTS - CONTINUED

The average yield earned by the Fund for all fully benefit-responsive investment contracts at December 31, 2014 is presented in the following table and is included in net appreciation in fair value of investments in the statement of changes in net assets available for plan benefits.

	2014
Weighted average yield earned	1.65%
Weighted average yield credited to participants' accounts	1.02%

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

	Assets at Fair Value as of December 31, 2014			
	Total	Level 1	Level 2	Level 3
Common/collective trust fund:				
Managed fund	$ 10,744	$ -	$ 10,744	$ -
Mutual funds:				
Growth	1,483,119	1,483,119	-	-
Balanced	17,165,690	17,165,690	-	-
Value	187,237	187,237	-	-
Total investments	$ 18,846,790	$ 18,836,046	$ 10,744	$ -

	Assets at Fair Value as of December 31, 2013			
	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Equity	$ 10,462,384	$ 10,462,384	$ -	$ -
Balanced	4,192,563	4,192,563	-	-
Bond	2,489,503	2,489,503	-	-
Money Market	99,634	99,634	-	-
Total investments	$ 17,244,084	$ 17,244,084	$ -	$ -

NOTE 5 - PLAN CUSTODIAN

During the Plan year ended December 31, 2014, the Company appointed Fidelity Management Trust Company as Trustee and Custodian of the assets and transferred all investments from the previous custodian, Certified Plan Consultants. The Custodian of the assets, Fidelity, is responsible for managing the Plan's investment assets. The Company may, but is not required to, pay the Custodian fees and expenses on behalf of the Plan.

NOTE 6 - INFORMATION CERTIFIED BY THE TRUSTEE

The following information included in the accompanying financial statements and supplemental schedule as of and for the year ended December 31, 2014, was obtained from data that has been prepared and certified to as complete and accurate by the trustee, Fidelity.

	2014
Mutual funds	$ 18,836,046
Common collective trust fund	10,744
	$ 18,846,790

Investment income (includes loan interest of $22,903)	$ 853,204

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to related information included in the financial statements and supplemental schedule.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a common/collective trust managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments.

NOTE 8 - 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 provision of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

NOTE 9 - TAX STATUS

The Plan Sponsor has adopted a prototype plan which received a favorable tax determination letter from the IRS that qualifies under Section 401(a) of the IRC and is, therefore, not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and tax counsel believe that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC and, therefore, believe the Plan is qualified, and the related trust is tax-exempt.

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 Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. With few exceptions, the Plan is no longer subject to income tax examinations for years prior to 2011.

NOTE 10 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risk. 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.

HP

NOTE 11 - DELINQUENT PARTICIPANT CONTRIBUTIONS

During the Plan year ending December 31, 2014, participant contributions totaling $167,236 were transferred late to the Plan. These deposits were corrected during the 2014 Plan year.

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

	2014
Net assets available for benefits per the financial statements	$ 19,451,837
Adjustment from contract value to fair value for fully benefit-responsive investment contract	147
Net assets available for benefits per the Schedule H of Form 5500	$ 19,451,984

The following is a reconciliation of total income per the financial statements to the Schedule H of Form 5500 at December 31, 2014:

Total additions per the financial statements	$ 2,177,527
Adjustment from contract value to fair value at December 31, 2014 for fully benefit-responsive investment contract	147
Total additions from Schedule H of Form 5500	$ 2,177,674

SUPPLEMENTAL SCHEDULES

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN YEAR ENDING DECEMBER 31, 2014
PLAN #002
EIN# 74-2648471

(a)	(b) Identity of issuer	(c) Description of investment	(d) Cost **	(e) Current Value
*	Fidelity	Fidelity Managed Income Portfolio		$ 10,744
	Vanguard	Vanguard Target Retirement 2055		243,726
	Vanguard	Dodge & Cox Income Fund		236,519
	Vanguard	Vanguard Target Retirement 2010		123,547
	Vanguard	Vanguard Target Retirement 2020		5,491,728
	Vanguard	Vanguard Target Retirement 2030		3,012,272
	Vanguard	Vanguard Target Retirement 2040		1,405,174
	Vanguard	Vanguard Target Retirement 2050		379,863
	Vanguard	Vanguard 500 Index Admiral Shares		308,624
	Vanguard	Vanguard Small Cap Index Admiral Shares		87,739
	Vanguard	Vanguard Mid Cap Index Admiral Shares		75,471
	Vanguard	Vanguard Explorer Admiral Shares		80,076
	Vanguard	Vanguard Target Retirement 2015		852,127
	Vanguard	Vanguard Target Retirement 2025		2,187,797
	Vanguard	Vanguard Target Retirement 2035		1,676,532
	Vanguard	Vanguard Target Retirement 2045		699,325
	Dimensional Fund Advisors	DFA US Small Cap Value		58,892
	MFS	MFS Value R5		101,441
	American Funds	American Funds New Perspective R6		213,386
	American Funds	American Funds Balanced R6		54,006
	JP Morgan	JP Morgan Mid Cap Growth R6		180,525
	American Funds	American Funds A Mid Cap R6		129,652
	Vanguard	Vanguard Target Retirement 2060		179
	John Hancock	John Hancock Disciplined Value R6		26,904
*	Fidelity	Fidelity Contrafund		171,127
	Vanguard	Vanguard Target Retirement Income		1,039,414
				18,846,790
	Adjustment from fair value to contract value for fully benefit responsive contract			(147)
*	Notes receivable	Interest rates ranging from 5.25% to 10.25%		605,194
		Total assets (held at end of year)		$ 19,451,837

* Indicates party-in-interest
** Cost information not required for participant directed investments.

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
SCHEDULE H, LINE 4(a.) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN YEAR ENDING DECEMBER 31, 2014
PLAN #002
EIN# 74-2648471

Participant Contributions Transferred Late to the Plan	Total that Constitutes Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are Included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$ 167,236	$ -	$ 167,236	$ -	$ -

CAVENDER'S BOOT CITY
401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

CAVENDER'S BOOT CITY
401(k) RETIREMENT PLAN

TABLE OF CONTENTS

	Page(s)
Independent Auditor's Report	3 - 4
Financial Statements:	
Statements of Net Assets Available For Benefits	5
Statement of Changes in Net Assets Available For Benefits	6
Notes to Financial Statements	7 - 13
Supplemental Schedules:	
Schedule of Assets (Held at End of Year)	15
Schedule of Delinquent Participant Contributions	16

HENRY&PETERS,PC
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Cavender's Boot City 401(k) Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Cavender's Boot City 401(k) Retirement Plan, which comprise the statement of net assets available for benefits as of December 31, 2014, the related statement of changes in net assets available for benefits for the year ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on the 2014 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 on the 2014 financial statements.

Basis for Disclaimer of Opinion on the 2014 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 6, which was certified by Fidelity Management Trust Company (Fidelity), the trustee of the Plan, except for comparing the information with the related information included in the 2014 financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the period April 14, 2014 to December 31, 2014, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2014 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2014 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2014 financial statements. Accordingly, we do not express an opinion on the 2014 financial statements.

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www.henrypeters.com • E-mail: info@henrypeters.com

Other Matters — Report on Supplemental Schedules and Report on 2013 Financial Statements

The supplemental schedules of assets held as of December 31, 2014, and schedule of delinquent participant contributions are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2014 Financial Statements paragraph, we do not express an opinion on the supplemental schedules referred to above.

We have audited the accompanying statement of net assets available for benefits of Cavender's Boot City 401(k) Retirement Plan as of December 31, 2013, and in our report dated October 7, 2014, we expressed our opinion that such financial statement presents fairly, in all material respects, the financial status of Cavender's Boot City 401(k) Retirement Plan as of December 31, 2013, and changes in its financial status for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Form and Content in Compliance With DOL Rules and Regulations for 2014 Financial Statements

The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Hogg & Peters P.C.

Tyler, Texas
October 13, 2015

HP

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Investments at fair value:		
Mutual funds	$ 18,836,046	$ 17,244,084
Common/collective trust fund	10,744	-
Total investments at fair value	18,846,790	17,244,084
Receivables:		
Employer's contributions	-	17,541
Participants' contributions	-	29,521
Notes receivable from participants	605,194	580,178
Total receivables	605,194	627,240
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(147)	-
Net assets available for benefits	$ 19,451,837	$ 17,871,324

See accompanying notes to the financial statements.

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2014

ADDITIONS:	
Investment income:	
Net appreciation in fair value of investments	$ 353,534
Dividends and interest	437,054
	790,588
Interest income on notes receivable from participants	23,033
Contributions:	
Employer	497,333
Participants	866,573
	1,363,906
Total additions	2,177,527
DEDUCTIONS:	
Benefits paid to participants	594,920
Administrative expenses	2,094
Total deductions	597,014
Net increase	1,580,513
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	17,871,324
End of year	$ 19,451,837

See accompanying notes to the financial statements.

CAVENDER'S BOOT CITY
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Cavender's Boot City (Company) 401(k) Retirement 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 plan covering all full-time employees of the Company and its affiliates who have a minimum of twelve months of service and at least one thousand service hours, and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants may contribute up to 50% of pre-tax annual compensation, as defined in the Plan, subject to certain maximum limitations imposed by the Internal Revenue Code Section 401 (k). Participants who reach age fifty or older by the end of the Plan year may make catch-up contributions. Participants may also make eligible rollover contributions. Participants direct the investment of their contributions and employer contributions into various options offered by the Plan. The Plan currently offers various mutual funds and a common collective trust fund as investment options for participants.

Effective June 29, 2015, the Plan will include an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan.

The Company matches 100% of the first 3% of eligible compensation contributed by participants and 50% on the next 2% of eligible compensation, which qualifies as safe harbor matching provisions. Contributions are subject to certain IRS limitations. In addition, the Company may make discretionary non-elective contributions in an amount to be determined by the Board of Directors. The Company made no discretionary contribution during the year ended December 31, 2014. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and the Company's matching contributions, as well as allocations of plan earnings, and administrative expenses per the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Accrued income is allocated to participant accounts in the period earned.

VESTING

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

Years of Service	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

NOTE 1 - DESCRIPTION OF PLAN - CONTINUED

NOTES RECEIVABLE FROM PARTICIPANTS

Prior to April 1, 2014, participants could borrow from their fund accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years, or longer for the purchase of a primary residence. The loans were secured by the balance in the participant's account and bear interest at prime plus 2%. Interest rates ranged from 5.25% to 10.25%. Principal and interest was paid ratably through payroll deductions. With the adoption of Fidelity's prototype Plan Document, all outstanding loans were grandfathered based on prior custodian terms discussed above. Under the new Plan document, participants may only have one outstanding loan at any given time. Participants can borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested balance. Loans will bear interest at reasonable rate as determined by the Plan Administrator.

PAYMENT OF BENEFITS

Participants are entitled to the benefits that can be provided from their individual account balances, subject to vesting, upon retirement, death, hardship, or termination. Payment is required to be made as soon as administratively feasible after one of these events occurs. The participant may elect to defer distribution until April 1 of the calendar year following the calendar year in which such a participant reaches age 70 ½ years of age. The vested portion of the participant's benefits may be distributed to the participant or his beneficiary in the form of a single lump-sum payment, partial withdrawals or installments (for required minimum distributions) or as a direct rollover to an IRA.

FORFEITED ACCOUNTS

At December 31, 2014 and 2013, forfeited non-vested accounts totaled $4,598 and $0, respectively. Forfeited amounts may be used to pay administrative expenses or to offset employer matching contributions as allowed in the Plan agreement. Total forfeitures used to pay administrative expenses or to offset employer matching contributions for the year ended December 31, 2014 were $205.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive contracts.

USE OF ESTIMATES

The preparation of financial statements in accordance 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 and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

NOTES RECEIVABLE FROM PARTICIPANTS

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

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. See Note 4 for discussion of fair value measurements.

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

PAYMENT OF BENEFITS

Benefits are recorded when paid.

ADMINISTRATIVE EXPENSES

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment related expenses are included in net appreciation of fair value of investments.

SUBSEQUENT EVENTS

The Plan's management has evaluated subsequent events through October 13, 2015, the date on which the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2014 and 2013.

	2014	2013
Investments at Fair Value		
Amcap Fund	$ *	$ 2,650,505
American Balanced Fund	*	1,874,409
The Bond Fund of America	*	2,489,503
The Growth Fund of America	*	2,969,957
The Investment Company of America	*	2,318,154
New Perspective Fund	*	2,025,489
Washington Mutual Investors Fund	*	2,816,433
Vanguard Target Retirement 2020	5,491,728	*
Vanguard Target Retirement 2030	3,012,272	*
Vanguard Target Retirement 2040	1,405,174	*
Vanguard Target Retirement 2025	2,187,797	*
Vanguard Target Retirement 2035	1,676,532	*
Vanguard Target Retirement Income	1,039,414	*

* Balance does not exceed 5% for the respective plan year.

NOTE 4 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3) The three levels of the fair value hierarchy 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.

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 observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2014 and 2013:

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 SEC. 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.

Common Collective Trust Funds: The fair value of the Fidelity Managed Income Portfolio (the "Fund") has been estimated based on the fair value of the underlying investment contracts in the Fund, as reported by the issuer of the Fund. The price is quoted on a private market that is not active. As such, these investments are classified within Level 2 of the fair value hierarchy. The fair value of the fund differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Participants can ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Certain events may limit the Fund's ability to transact at contract value. Such events include layoffs, bankruptcy, plan termination, and other events outside the normal operation of the Fund that may cause a withdrawal which results in a negative market value adjustment.

The Plan may terminate its interest in the Fund at any time. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.

NOTE 4 - FAIR VALUE MEASUREMENTS - CONTINUED

The average yield earned by the Fund for all fully benefit-responsive investment contracts at December 31, 2014 is presented in the following table and is included in net appreciation in fair value of investments in the statement of changes in net assets available for plan benefits.

	2014
Weighted average yield earned	1.65%
Weighted average yield credited to participants' accounts	1.02%

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

	Assets at Fair Value as of December 31, 2014			
	Total	Level 1	Level 2	Level 3
Common/collective trust fund:				
Managed fund	$ 10,744	$ -	$ 10,744	$ -
Mutual funds:				
Growth	1,483,119	1,483,119	-	-
Balanced	17,165,690	17,165,690	-	-
Value	187,237	187,237	-	-
Total investments	$ 18,846,790	$ 18,836,046	$ 10,744	$ -

	Assets at Fair Value as of December 31, 2013			
	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Equity	$ 10,462,384	$ 10,462,384	$ -	$ -
Balanced	4,192,563	4,192,563	-	-
Bond	2,489,503	2,489,503	-	-
Money Market	99,634	99,634	-	-
Total investments	$ 17,244,084	$ 17,244,084	$ -	$ -

NOTE 5 - PLAN CUSTODIAN

During the Plan year ended December 31, 2014, the Company appointed Fidelity Management Trust Company as Trustee and Custodian of the assets and transferred all investments from the previous custodian, Certified Plan Consultants. The Custodian of the assets, Fidelity, is responsible for managing the Plan's investment assets. The Company may, but is not required to, pay the Custodian fees and expenses on behalf of the Plan.

NOTE 6 - INFORMATION CERTIFIED BY THE TRUSTEE

The following information included in the accompanying financial statements and supplemental schedule as of and for the year ended December 31, 2014, was obtained from data that has been prepared and certified to as complete and accurate by the trustee, Fidelity.

	2014
Mutual funds	$ 18,836,046
Common collective trust fund	10,744
	$ 18,846,790

Investment income (includes loan interest of $22,903)	$ 853,204

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to related information included in the financial statements and supplemental schedule.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a common/collective trust managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of investments.

NOTE 8 - 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 provision of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

NOTE 9 - TAX STATUS

The Plan Sponsor has adopted a prototype plan which received a favorable tax determination letter from the IRS that qualifies under Section 401(a) of the IRC and is, therefore, not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and tax counsel believe that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC and, therefore, believe the Plan is qualified, and the related trust is tax-exempt.

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 Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. With few exceptions, the Plan is no longer subject to income tax examinations for years prior to 2011.

NOTE 10 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risk. 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.

HP

NOTE 11 - DELINQUENT PARTICIPANT CONTRIBUTIONS

During the Plan year ending December 31, 2014, participant contributions totaling $167,236 were transferred late to the Plan. These deposits were corrected during the 2014 Plan year.

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

	2014
Net assets available for benefits per the financial statements	$ 19,451,837
Adjustment from contract value to fair value for fully benefit-responsive investment contract	147
Net assets available for benefits per the Schedule H of Form 5500	$ 19,451,984

The following is a reconciliation of total income per the financial statements to the Schedule H of Form 5500 at December 31, 2014:

Total additions per the financial statements	$ 2,177,527
Adjustment from contract value to fair value at December 31, 2014 for fully benefit-responsive investment contract	147
Total additions from Schedule H of Form 5500	$ 2,177,674

SUPPLEMENTAL SCHEDULES

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN YEAR ENDING DECEMBER 31, 2014
PLAN #002
EIN# 74-2648471

(a)	(b) Identity of issuer	(c) Description of investment	(d) Cost **	(e) Current Value
*	Fidelity	Fidelity Managed Income Portfolio		$ 10,744
	Vanguard	Vanguard Target Retirement 2055		243,726
	Vanguard	Dodge & Cox Income Fund		236,519
	Vanguard	Vanguard Target Retirement 2010		123,547
	Vanguard	Vanguard Target Retirement 2020		5,491,728
	Vanguard	Vanguard Target Retirement 2030		3,012,272
	Vanguard	Vanguard Target Retirement 2040		1,405,174
	Vanguard	Vanguard Target Retirement 2050		379,863
	Vanguard	Vanguard 500 Index Admiral Shares		308,624
	Vanguard	Vanguard Small Cap Index Admiral Shares		87,739
	Vanguard	Vanguard Mid Cap Index Admiral Shares		75,471
	Vanguard	Vanguard Explorer Admiral Shares		80,076
	Vanguard	Vanguard Target Retirement 2015		852,127
	Vanguard	Vanguard Target Retirement 2025		2,187,797
	Vanguard	Vanguard Target Retirement 2035		1,676,532
	Vanguard	Vanguard Target Retirement 2045		699,325
	Dimensional Fund Advisors	DFA US Small Cap Value		58,892
	MFS	MFS Value R5		101,441
	American Funds	American Funds New Perspective R6		213,386
	American Funds	American Funds Balanced R6		54,006
	JP Morgan	JP Morgan Mid Cap Growth R6		180,525
	American Funds	American Funds A Mid Cap R6		129,652
	Vanguard	Vanguard Target Retirement 2060		179
	John Hancock	John Hancock Disciplined Value R6		26,904
*	Fidelity	Fidelity Contrafund		171,127
	Vanguard	Vanguard Target Retirement Income		1,039,414
				18,846,790
	Adjustment from fair value to contract value for fully benefit responsive contract			(147)
*	Notes receivable	Interest rates ranging from 5.25% to 10.25%		605,194
		Total assets (held at end of year)		$ 19,451,837

* Indicates party-in-interest
** Cost information not required for participant directed investments.

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
SCHEDULE H, LINE 4(a.) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN YEAR ENDING DECEMBER 31, 2014
PLAN #002
EIN# 74-2648471

Participant Contributions Transferred Late to the Plan	Total that Constitutes Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are Included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$ 167,236	$ -	$ 167,236	$ -	$ -

CAVENDER'S BOOT CITY
401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

CAVENDER'S BOOT CITY
401(k) RETIREMENT PLAN

TABLE OF CONTENTS

	Page(s)
Independent Auditor's Report	3 - 4
Financial Statements:	
Statements of Net Assets Available For Benefits	5
Statement of Changes in Net Assets Available For Benefits	6
Notes to Financial Statements	7 - 13
Supplemental Schedules:	
Schedule of Assets (Held at End of Year)	15
Schedule of Delinquent Participant Contributions	16

HENRY&PETERS,PC
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
Cavender's Boot City 401(k) Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Cavender's Boot City 401(k) Retirement Plan, which comprise the statement of net assets available for benefits as of December 31, 2014, the related statement of changes in net assets available for benefits for the year ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on the 2014 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 on the 2014 financial statements.

Basis for Disclaimer of Opinion on the 2014 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 6, which was certified by Fidelity Management Trust Company (Fidelity), the trustee of the Plan, except for comparing the information with the related information included in the 2014 financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the period April 14, 2014 to December 31, 2014, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion on the 2014 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2014 Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2014 financial statements. Accordingly, we do not express an opinion on the 2014 financial statements.

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www.henrypeters.com • E-mail: info@henrypeters.com

Other Matters — Report on Supplemental Schedules and Report on 2013 Financial Statements

The supplemental schedules of assets held as of December 31, 2014, and schedule of delinquent participant contributions are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2014 Financial Statements paragraph, we do not express an opinion on the supplemental schedules referred to above.

We have audited the accompanying statement of net assets available for benefits of Cavender's Boot City 401(k) Retirement Plan as of December 31, 2013, and in our report dated October 7, 2014, we expressed our opinion that such financial statement presents fairly, in all material respects, the financial status of Cavender's Boot City 401(k) Retirement Plan as of December 31, 2013, and changes in its financial status for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Form and Content in Compliance With DOL Rules and Regulations for 2014 Financial Statements

The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Hogg & Peters P.C.

Tyler, Texas
October 13, 2015

HP

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Investments at fair value:		
Mutual funds	$ 18,836,046	$ 17,244,084
Common/collective trust fund	10,744	-
Total investments at fair value	18,846,790	17,244,084
Receivables:		
Employer's contributions	-	17,541
Participants' contributions	-	29,521
Notes receivable from participants	605,194	580,178
Total receivables	605,194	627,240
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(147)	-
Net assets available for benefits	$ 19,451,837	$ 17,871,324

See accompanying notes to the financial statements.

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2014

ADDITIONS:	
Investment income:	
Net appreciation in fair value of investments	$ 353,534
Dividends and interest	437,054
	790,588
Interest income on notes receivable from participants	23,033
Contributions:	
Employer	497,333
Participants	866,573
	1,363,906
Total additions	2,177,527
DEDUCTIONS:	
Benefits paid to participants	594,920
Administrative expenses	2,094
Total deductions	597,014
Net increase	1,580,513
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	17,871,324
End of year	$ 19,451,837

See accompanying notes to the financial statements.

CAVENDER'S BOOT CITY
401(k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Cavender's Boot City (Company) 401(k) Retirement 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 plan covering all full-time employees of the Company and its affiliates who have a minimum of twelve months of service and at least one thousand service hours, and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants may contribute up to 50% of pre-tax annual compensation, as defined in the Plan, subject to certain maximum limitations imposed by the Internal Revenue Code Section 401 (k). Participants who reach age fifty or older by the end of the Plan year may make catch-up contributions. Participants may also make eligible rollover contributions. Participants direct the investment of their contributions and employer contributions into various options offered by the Plan. The Plan currently offers various mutual funds and a common collective trust fund as investment options for participants.

Effective June 29, 2015, the Plan will include an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan.

The Company matches 100% of the first 3% of eligible compensation contributed by participants and 50% on the next 2% of eligible compensation, which qualifies as safe harbor matching provisions. Contributions are subject to certain IRS limitations. In addition, the Company may make discretionary non-elective contributions in an amount to be determined by the Board of Directors. The Company made no discretionary contribution during the year ended December 31, 2014. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and the Company's matching contributions, as well as allocations of plan earnings, and administrative expenses per the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Accrued income is allocated to participant accounts in the period earned.

VESTING

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

Years of Service	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

NOTE 1 - DESCRIPTION OF PLAN - CONTINUED

NOTES RECEIVABLE FROM PARTICIPANTS

Prior to April 1, 2014, participants could borrow from their fund accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years, or longer for the purchase of a primary residence. The loans were secured by the balance in the participant's account and bear interest at prime plus 2%. Interest rates ranged from 5.25% to 10.25%. Principal and interest was paid ratably through payroll deductions. With the adoption of Fidelity's prototype Plan Document, all outstanding loans were grandfathered based on prior custodian terms discussed above. Under the new Plan document, participants may only have one outstanding loan at any given time. Participants can borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested balance. Loans will bear interest at reasonable rate as determined by the Plan Administrator.

PAYMENT OF BENEFITS

Participants are entitled to the benefits that can be provided from their individual account balances, subject to vesting, upon retirement, death, hardship, or termination. Payment is required to be made as soon as administratively feasible after one of these events occurs. The participant may elect to defer distribution until April 1 of the calendar year following the calendar year in which such a participant reaches age 70 ½ years of age. The vested portion of the participant's benefits may be distributed to the participant or his beneficiary in the form of a single lump-sum payment, partial withdrawals or installments (for required minimum distributions) or as a direct rollover to an IRA.

FORFEITED ACCOUNTS

At December 31, 2014 and 2013, forfeited non-vested accounts totaled $4,598 and $0, respectively. Forfeited amounts may be used to pay administrative expenses or to offset employer matching contributions as allowed in the Plan agreement. Total forfeitures used to pay administrative expenses or to offset employer matching contributions for the year ended December 31, 2014 were $205.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive contracts.

USE OF ESTIMATES

The preparation of financial statements in accordance 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 and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

NOTES RECEIVABLE FROM PARTICIPANTS

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

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. See Note 4 for discussion of fair value measurements.

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

PAYMENT OF BENEFITS

Benefits are recorded when paid.

ADMINISTRATIVE EXPENSES

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment related expenses are included in net appreciation of fair value of investments.

SUBSEQUENT EVENTS

The Plan's management has evaluated subsequent events through October 13, 2015, the date on which the financial statements were available to be issued.

NOTE 3 - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2014 and 2013.

	2014	2013
Investments at Fair Value		
Amcap Fund	$ *	$ 2,650,505
American Balanced Fund	*	1,874,409
The Bond Fund of America	*	2,489,503
The Growth Fund of America	*	2,969,957
The Investment Company of America	*	2,318,154
New Perspective Fund	*	2,025,489
Washington Mutual Investors Fund	*	2,816,433
Vanguard Target Retirement 2020	5,491,728	*
Vanguard Target Retirement 2030	3,012,272	*
Vanguard Target Retirement 2040	1,405,174	*
Vanguard Target Retirement 2025	2,187,797	*
Vanguard Target Retirement 2035	1,676,532	*
Vanguard Target Retirement Income	1,039,414	*

* Balance does not exceed 5% for the respective plan year.

NOTE 4 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3) The three levels of the fair value hierarchy 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.

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 observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2014 and 2013:

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 SEC. 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.

Common Collective Trust Funds: The fair value of the Fidelity Managed Income Portfolio (the "Fund") has been estimated based on the fair value of the underlying investment contracts in the Fund, as reported by the issuer of the Fund. The price is quoted on a private market that is not active. As such, these investments are classified within Level 2 of the fair value hierarchy. The fair value of the fund differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Participants can ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Certain events may limit the Fund's ability to transact at contract value. Such events include layoffs, bankruptcy, plan termination, and other events outside the normal operation of the Fund that may cause a withdrawal which results in a negative market value adjustment.

The Plan may terminate its interest in the Fund at any time. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.

NOTE 4 - FAIR VALUE MEASUREMENTS - CONTINUED

The average yield earned by the Fund for all fully benefit-responsive investment contracts at December 31, 2014 is presented in the following table and is included in net appreciation in fair value of investments in the statement of changes in net assets available for plan benefits.

	2014
Weighted average yield earned	1.65%
Weighted average yield credited to participants' accounts	1.02%

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

	Assets at Fair Value as of December 31, 2014			
	Total	Level 1	Level 2	Level 3
Common/collective trust fund:				
Managed fund	$ 10,744	$ -	$ 10,744	$ -
Mutual funds:				
Growth	1,483,119	1,483,119	-	-
Balanced	17,165,690	17,165,690	-	-
Value	187,237	187,237	-	-
Total investments	$ 18,846,790	$ 18,836,046	$ 10,744	$ -

	Assets at Fair Value as of December 31, 2013			
	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Equity	$ 10,462,384	$ 10,462,384	$ -	$ -
Balanced	4,192,563	4,192,563	-	-
Bond	2,489,503	2,489,503	-	-
Money Market	99,634	99,634	-	-
Total investments	$ 17,244,084	$ 17,244,084	$ -	$ -

NOTE 5 - PLAN CUSTODIAN

During the Plan year ended December 31, 2014, the Company appointed Fidelity Management Trust Company as Trustee and Custodian of the assets and transferred all investments from the previous custodian, Certified Plan Consultants. The Custodian of the assets, Fidelity, is responsible for managing the Plan's investment assets. The Company may, but is not required to, pay the Custodian fees and expenses on behalf of the Plan.

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	2014
Mutual funds	$ 18,836,046
Common collective trust fund	10,744
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Investment income (includes loan interest of $22,903)	$ 853,204

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to related information included in the financial statements and supplemental schedule.

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NOTE 9 - TAX STATUS

The Plan Sponsor has adopted a prototype plan which received a favorable tax determination letter from the IRS that qualifies under Section 401(a) of the IRC and is, therefore, not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and tax counsel believe that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC and, therefore, believe the Plan is qualified, and the related trust is tax-exempt.

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 Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. With few exceptions, the Plan is no longer subject to income tax examinations for years prior to 2011.

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HP

NOTE 11 - DELINQUENT PARTICIPANT CONTRIBUTIONS

During the Plan year ending December 31, 2014, participant contributions totaling $167,236 were transferred late to the Plan. These deposits were corrected during the 2014 Plan year.

NOTE 12 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

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Net assets available for benefits per the financial statements	$ 19,451,837
Adjustment from contract value to fair value for fully benefit-responsive investment contract	147
Net assets available for benefits per the Schedule H of Form 5500	$ 19,451,984

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Total additions from Schedule H of Form 5500	$ 2,177,674

SUPPLEMENTAL SCHEDULES

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN YEAR ENDING DECEMBER 31, 2014
PLAN #002
EIN# 74-2648471

(a)	(b) Identity of issuer	(c) Description of investment	(d) Cost **	(e) Current Value
*	Fidelity	Fidelity Managed Income Portfolio		$ 10,744
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	Vanguard	Vanguard Target Retirement 2010		123,547
	Vanguard	Vanguard Target Retirement 2020		5,491,728
	Vanguard	Vanguard Target Retirement 2030		3,012,272
	Vanguard	Vanguard Target Retirement 2040		1,405,174
	Vanguard	Vanguard Target Retirement 2050		379,863
	Vanguard	Vanguard 500 Index Admiral Shares		308,624
	Vanguard	Vanguard Small Cap Index Admiral Shares		87,739
	Vanguard	Vanguard Mid Cap Index Admiral Shares		75,471
	Vanguard	Vanguard Explorer Admiral Shares		80,076
	Vanguard	Vanguard Target Retirement 2015		852,127
	Vanguard	Vanguard Target Retirement 2025		2,187,797
	Vanguard	Vanguard Target Retirement 2035		1,676,532
	Vanguard	Vanguard Target Retirement 2045		699,325
	Dimensional Fund Advisors	DFA US Small Cap Value		58,892
	MFS	MFS Value R5		101,441
	American Funds	American Funds New Perspective R6		213,386
	American Funds	American Funds Balanced R6		54,006
	JP Morgan	JP Morgan Mid Cap Growth R6		180,525
	American Funds	American Funds A Mid Cap R6		129,652
	Vanguard	Vanguard Target Retirement 2060		179
	John Hancock	John Hancock Disciplined Value R6		26,904
*	Fidelity	Fidelity Contrafund		171,127
	Vanguard	Vanguard Target Retirement Income		1,039,414
				18,846,790
	Adjustment from fair value to contract value for fully benefit responsive contract			(147)
*	Notes receivable	Interest rates ranging from 5.25% to 10.25%		605,194
		Total assets (held at end of year)		$ 19,451,837

* Indicates party-in-interest
** Cost information not required for participant directed investments.

CAVENDER'S BOOT CITY 401(k) RETIREMENT PLAN
SCHEDULE H, LINE 4(a.) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN YEAR ENDING DECEMBER 31, 2014
PLAN #002
EIN# 74-2648471

Participant Contributions Transferred Late to the Plan	Total that Constitutes Nonexempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are Included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$ 167,236	$ -	$ 167,236	$ -	$ -