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;
- [X] 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
TPR EDUCATION LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2012

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

24 PRIME PARKWAY
SUITE 201
NATICK, MA 01760

2b Employer Identification Number (EIN)
45-4924149

2c Plan Sponsor's telephone number
508-663-5059

2d Business code (see instructions)
611000

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.	10/15/2015	MICHELLE BERGLAND
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	MICHELLE BERGLAND
	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**	640
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)**	607
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	0
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	0
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	0
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [ ] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
TPR EDUCATION LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TPR EDUCATION LLC

D Employer Identification Number (EIN)
45-4924149

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

CHARLES SCHWAB INVESTMENT MGMT CO.
211 MAIN STREET
SAN FRANCISCO, CA 94105

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

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

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

CHERNOFF DIAMOND & CO., LLC

11-2836994

(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?
11 15 17 37 50 64	NONE	18002	Yes [X] No [ ]	Yes [ ] No [X]	13183	Yes [ ] No [X]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
19	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	4339	Yes [X] No [ ]

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

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

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
CHERNOFF DIAMOND & CO., LLC	11 15 17 37 50 64	13183

(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.
CHARLES SCHWAB & CO., INC. 94-1737882	MUTUAL FUND REVENUE RECAPTURE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB TRUST COMPANY	19	4339

(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.
CHERNOFF DIAMOND & CO., LLC 725 RXR PLAZA - EAST TOWER UNIONDALE, NY 11556	CUSTODIAL AND TRUSTEE FEES PAID BY CHERNOFF DIAMOND

(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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
TPR EDUCATION LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TPR EDUCATION LLC

D Employer Identification Number (EIN)
45-4924149

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	95	1501
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	25653	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	205814	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	88877	0
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3939961	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4260400	1501
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		1501
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	1501
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4260400	0

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)	337613	
(B) Participants	2a(1)(B)	1003986	
(C) Others (including rollovers)	2a(1)(C)	124745	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1466344
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	21	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3687	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3708
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	315009	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		315009
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-9052
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1776009
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	648562	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		648562
f Corrective distributions (see instructions)	2f		1691
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	18002	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		18002
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		668255
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1107754
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		5368154

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: BDO USA, LLP **(2)** EIN: 13-5381590

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
IAC/INTERACTIVECORP RETIREMENT SAVINGS PLAN	59-2712887	001

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
TPR EDUCATION LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TPR EDUCATION LLC

D Employer Identification Number (EIN)
45-4924149

Part I Distributions

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

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

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

EIN(s): 94-3149038

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):

TPR Education, LLC 401(k) Profit Sharing Plan

Financial Statements
Years Ended December 31, 2014 and 2013

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

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TPR Education, LLC 401(k) Profit Sharing Plan

Financial Statements
Years Ended December 31, 2014 and 2013

TPR Education, LLC 401(k) Profit Sharing Plan

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Boston, MA 02110-1745

Independent Auditor's Report

Plan Administrator
TPR Education, LLC 401(k) Profit Sharing Plan
Natick, Massachusetts

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the TPR Education, LLC 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Charles Schwab Bank, the plan trustee, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the plan trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the plan trustee as of December 31, 2014 and 2013, and for the years then ended, that the information provided to the plan administrator by the plan trustee is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Disclaimer of Opinion

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

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

The form and content of the information included in the financial statements other than that derived from the information certified by the plan 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.

BDO USA, LLP

October 14, 2015

Financial Statements

TPR Education, LLC 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31,	2014	2013
Assets		
Investments:		
Money market fund	$ -	$ 205,814
Mutual funds	-	3,939,961
Total Investments	-	4,145,775
Participant Notes Receivable	-	88,972
Employer Contribution Receivable	-	25,653
Cash	1,501	-
Total Assets	1,501	4,260,400
Accrued Expenses	(1,501)	-
Net Assets Available for Benefits	$	$ 4,260,400

See accompanying notes to financial statements.

TPR Education, LLC 401(k) Profit Sharing Plan

Statements of Changes in Net Assets Available for Benefits

December 31,	2014	2013
Additions:		
Investment Income:		
Net appreciation (depreciation) in fair value of investments	$ (9,052)	$ 620,209
Dividend and interest income	315,030	151,590
Participant Notes Receivable Interest Income	3,687	3,406
Total income	309,665	775,205
Contributions:		
Participants	1,003,986	789,695
Employer	337,613	301,052
Rollovers	124,745	70,121
Total contributions	1,466,344	1,160,868
Total additions	1,776,009	1,936,073
Deductions:		
Benefits paid to participants	650,253	482,534
Administrative expenses	18,002	4,000
Total deductions	668,255	486,536
Net Increase Before Transfer	1,107,754	1,449,537
Transfer to Merged Plan (Note 1)	(5,368,154)	-
Net Assets Available for Benefits, beginning of year	4,260,400	2,810,863
Net Assets Available for Benefits, end of year	$ -	$ 4,260,400

See accompanying notes to financial statements.

1. Description of Plan

The following description of the TPR Education, LLC 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

In August 2014, the Plan's sponsor was acquired by Tutor.com. The Plan was also amended to exclude bonuses from the definition of compensation, effective January, 2014.

Effective January 1, 2015, the Plan was merged into the IAC/InterActiveCorp Retirement Savings Plan. All participant accounts were transferred at the fair value of their existing investment balances at December 31, 2014. Participant account balances aggregating $5,368,154 were transferred.

The Plan is a defined contribution plan, established June 1, 2012, covering substantially all employees of TPR Education, LLC and TPR Admissions Consulting LLC (collectively the "Companies"). All employees, except employees who are governed by a collective bargaining agreement, nonresident aliens, Company Owned Site ("COS") Instructors who are not Institutional Test Prep or Senior Instructors, residents of Puerto Rico, interns, short-term assignment employees and hourly paid employees are eligible to participate in the Plan on date of hire and have obtained the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year participants of the Plan may elect to contribute a percentage of pretax annual compensation up to the maximum allowed by law as defined in the Plan. Participants may elect two types of salary deferrals, regular 401(k) deferrals and Roth 401(k) deferrals. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Companies will make matching contributions up to 50% of the first 6% of annual compensation, as defined, that a participant contributes.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Companies' contribution, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings, deferrals or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus earnings thereon. Vesting in the Companies' contribution is based on years of continuous service. A participant is 100 percent vested after 4 years of credited service, vesting at a rate of 25% per year.

Notes Receivable from Participants

Participants may 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 account balance. Borrowings are secured by the balance

in the participant's account and bear interest at rates commensurate with rates charged by a bank or similar institution in a similar circumstance. Principal and interest is paid ratably through payroll deductions. Loan terms range from one to five years or greater for the purchase of a primary residence.

Notes receivable from participants are measured at their unpaid principal balance. Delinquent notes receivable are recorded as distributions based upon the terms of the Plan document.

Payment of Benefits

Upon retirement, disability, or death, distributions will be paid as soon as administratively possible in a lump sum or as an annuity. Upon termination of service other than by retirement, disability, or death, a participant will receive a lump sum payment if the total of their vested account balance does not exceed $1,000. If the vested account balance exceeds $1,000, the assets will generally be held in a trust until the participant's normal or early retirement date. However, terminated participants may elect to receive their salary deferral accounts in the year following termination.

Forfeited Accounts

When certain termination of participation in the Plan occurs, the non-vested portion of the participant's account, as defined by the Plan, represents a forfeiture. Forfeitures are first used to pay administrative expenses of the Plan and then to reduce future Company contributions. Forfeitures available were $17,615 at the merger and $3,156 at December 31, 2013. Forfeitures used were $3,156 in 2014 and $5,694 in 2013.

Administrative Expenses

Expenses incurred in connection with plan administration and certain transaction fees are paid by the Plan. Certain other costs for administering the Plan are paid by the Companies.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Valuation of Investments and Income Recognition

The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

Money market and mutual funds represent investments with various investment managers. The fair values of these investments are determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in money market and mutual funds are traded on national securities exchanges and valued at the net asset value.

Purchases and sales of the investments within the Plan are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Use of Estimates

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

Payment of Benefits

Benefits are recorded when paid.

Risks and Uncertainties

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

Subsequent Events

The Plan evaluated all events and transactions that occurred after December 31, 2014 through October 14, 2015, the date these financial statements were available to be issued.

3. Investments

The following presents investments that represent five percent or more of the Plan's net assets available for benefit as of December 31, 2013:

Aston Fairpointe Mid Cap Fd Cl N	$ 685,744
Buffalo Growth Fund	448,654
Scout International Fund	342,927
T Rowe Retirement 2030 Fd Advisor Cl	321,628
Allianz Gi Nfj Div Value Fund D	308,517
Schwab S&P 500 Index Fund - Select S	281,099
T Rowe Retirement 2040 Fd Advisor Cl	231,016

4. Plan Termination

The Company has the right under the plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. As discussed in Note 1, the Company approved the merger of the Plan into the IAC/InterActiveCorp Retirement Savings Plan. Upon the Plan merger, participants continued to vest based on the vesting schedule; 25% after each year and 100% vested after 4 years.

5. Tax Status

The Plan uses the SunGard Corbel Inc. volume submitter plan. The Internal Revenue Service has issued an opinion letter, March 31, 2008, stating that the volume submitter plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since the date of the letter, the Plan administrator believes the Plan is designed and

is currently being operated in compliance with the applicable requirements of the IRC and that the Plan continues to be 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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Party-in-Interest Transactions

Certain Plan investments are managed by the trustees of the Plan. Transactions with Charles Schwab Bank ("CSB"), Charles Schwab Trust Company ("CSTC"), a division of Charles Schwab Bank, qualify as party-in-interest transactions. Participant notes receivable also qualify as party-in-interest transactions.

7. Information Certified by the Plan Trustee

Plan investments, investment transactions, and investment income were certified by Charles Schwab Bank, the Plan trustee. Therefore, in accordance with the request of the Plan administrator and as allowed under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

The Plan trustee has certified that the following data included in the accompanying financial statements is complete and accurate.

December 31,	2014	2013
Investments:		
Mutual funds	$ -	$ 3,939,961
Money market fund	-	205,814
	$ -	$ 4,145,775

Years ended December 31,	2014	2013
Investment income:		
Net appreciation (depreciation) in fair value of mutual funds	$ (9,052)	$ 620,209
Interest and dividend income	315,030	151,590
	$ 305,978	$ 771,799

8. Fair Value Measurement

The Plan follows the guidance in ASC Topic 820, "Fair Value Measurement". ASC Topic 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Basis of Fair Value Measurement:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

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

The following tables set forth by level within the fair value hierarchy the Plan investment assets at fair value, as of December 31, 2013. As required by ASC Topic 820, assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Investment Assets			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large-Cap	$ 1,287,951	$ -	$ -	$ 1,287,951
Balanced	1,071,544	-	-	1,071,544
Mid-Cap	685,744	-	-	685,744
International	559,158	-	-	559,158
Fixed Income	236,045	-	-	236,045
Small-Cap	77,577	-	-	77,577
Aggressive	21,942	-	-	21,942
Money market fund	205,814	-	-	205,814
Total	$ 4,145,775	$ -	$ -	$ 4,145,775

TPR Education, LLC 401(k) Profit Sharing Plan

Financial Statements
Years Ended December 31, 2014 and 2013

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

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TPR Education, LLC 401(k) Profit Sharing Plan

Financial Statements
Years Ended December 31, 2014 and 2013

TPR Education, LLC 401(k) Profit Sharing Plan

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Two International Place
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Independent Auditor's Report

Plan Administrator
TPR Education, LLC 401(k) Profit Sharing Plan
Natick, Massachusetts

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the TPR Education, LLC 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Charles Schwab Bank, the plan trustee, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the plan trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the plan trustee as of December 31, 2014 and 2013, and for the years then ended, that the information provided to the plan administrator by the plan trustee is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

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Disclaimer of Opinion

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

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

The form and content of the information included in the financial statements other than that derived from the information certified by the plan 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.

BDO USA, LLP

October 14, 2015

Financial Statements

TPR Education, LLC 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31,	2014	2013
Assets		
Investments:		
Money market fund	$ -	$ 205,814
Mutual funds	-	3,939,961
Total Investments	-	4,145,775
Participant Notes Receivable	-	88,972
Employer Contribution Receivable	-	25,653
Cash	1,501	-
Total Assets	1,501	4,260,400
Accrued Expenses	(1,501)	-
Net Assets Available for Benefits	$	$ 4,260,400

See accompanying notes to financial statements.

TPR Education, LLC 401(k) Profit Sharing Plan

Statements of Changes in Net Assets Available for Benefits

December 31,	2014	2013
Additions:		
Investment Income:		
Net appreciation (depreciation) in fair value of investments	$ (9,052)	$ 620,209
Dividend and interest income	315,030	151,590
Participant Notes Receivable Interest Income	3,687	3,406
Total income	309,665	775,205
Contributions:		
Participants	1,003,986	789,695
Employer	337,613	301,052
Rollovers	124,745	70,121
Total contributions	1,466,344	1,160,868
Total additions	1,776,009	1,936,073
Deductions:		
Benefits paid to participants	650,253	482,534
Administrative expenses	18,002	4,000
Total deductions	668,255	486,536
Net Increase Before Transfer	1,107,754	1,449,537
Transfer to Merged Plan (Note 1)	(5,368,154)	-
Net Assets Available for Benefits, beginning of year	4,260,400	2,810,863
Net Assets Available for Benefits, end of year	$ -	$ 4,260,400

See accompanying notes to financial statements.

1. Description of Plan

The following description of the TPR Education, LLC 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

In August 2014, the Plan's sponsor was acquired by Tutor.com. The Plan was also amended to exclude bonuses from the definition of compensation, effective January, 2014.

Effective January 1, 2015, the Plan was merged into the IAC/InterActiveCorp Retirement Savings Plan. All participant accounts were transferred at the fair value of their existing investment balances at December 31, 2014. Participant account balances aggregating $5,368,154 were transferred.

The Plan is a defined contribution plan, established June 1, 2012, covering substantially all employees of TPR Education, LLC and TPR Admissions Consulting LLC (collectively the "Companies"). All employees, except employees who are governed by a collective bargaining agreement, nonresident aliens, Company Owned Site ("COS") Instructors who are not Institutional Test Prep or Senior Instructors, residents of Puerto Rico, interns, short-term assignment employees and hourly paid employees are eligible to participate in the Plan on date of hire and have obtained the age of 21. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year participants of the Plan may elect to contribute a percentage of pretax annual compensation up to the maximum allowed by law as defined in the Plan. Participants may elect two types of salary deferrals, regular 401(k) deferrals and Roth 401(k) deferrals. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Companies will make matching contributions up to 50% of the first 6% of annual compensation, as defined, that a participant contributes.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Companies' contribution, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings, deferrals or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus earnings thereon. Vesting in the Companies' contribution is based on years of continuous service. A participant is 100 percent vested after 4 years of credited service, vesting at a rate of 25% per year.

Notes Receivable from Participants

Participants may 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 account balance. Borrowings are secured by the balance

in the participant's account and bear interest at rates commensurate with rates charged by a bank or similar institution in a similar circumstance. Principal and interest is paid ratably through payroll deductions. Loan terms range from one to five years or greater for the purchase of a primary residence.

Notes receivable from participants are measured at their unpaid principal balance. Delinquent notes receivable are recorded as distributions based upon the terms of the Plan document.

Payment of Benefits

Upon retirement, disability, or death, distributions will be paid as soon as administratively possible in a lump sum or as an annuity. Upon termination of service other than by retirement, disability, or death, a participant will receive a lump sum payment if the total of their vested account balance does not exceed $1,000. If the vested account balance exceeds $1,000, the assets will generally be held in a trust until the participant's normal or early retirement date. However, terminated participants may elect to receive their salary deferral accounts in the year following termination.

Forfeited Accounts

When certain termination of participation in the Plan occurs, the non-vested portion of the participant's account, as defined by the Plan, represents a forfeiture. Forfeitures are first used to pay administrative expenses of the Plan and then to reduce future Company contributions. Forfeitures available were $17,615 at the merger and $3,156 at December 31, 2013. Forfeitures used were $3,156 in 2014 and $5,694 in 2013.

Administrative Expenses

Expenses incurred in connection with plan administration and certain transaction fees are paid by the Plan. Certain other costs for administering the Plan are paid by the Companies.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Valuation of Investments and Income Recognition

The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

Money market and mutual funds represent investments with various investment managers. The fair values of these investments are determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in money market and mutual funds are traded on national securities exchanges and valued at the net asset value.

Purchases and sales of the investments within the Plan are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Use of Estimates

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

Payment of Benefits

Benefits are recorded when paid.

Risks and Uncertainties

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

Subsequent Events

The Plan evaluated all events and transactions that occurred after December 31, 2014 through October 14, 2015, the date these financial statements were available to be issued.

3. Investments

The following presents investments that represent five percent or more of the Plan's net assets available for benefit as of December 31, 2013:

Aston Fairpointe Mid Cap Fd Cl N	$ 685,744
Buffalo Growth Fund	448,654
Scout International Fund	342,927
T Rowe Retirement 2030 Fd Advisor Cl	321,628
Allianz Gi Nfj Div Value Fund D	308,517
Schwab S&P 500 Index Fund - Select S	281,099
T Rowe Retirement 2040 Fd Advisor Cl	231,016

4. Plan Termination

The Company has the right under the plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. As discussed in Note 1, the Company approved the merger of the Plan into the IAC/InterActiveCorp Retirement Savings Plan. Upon the Plan merger, participants continued to vest based on the vesting schedule; 25% after each year and 100% vested after 4 years.

5. Tax Status

The Plan uses the SunGard Corbel Inc. volume submitter plan. The Internal Revenue Service has issued an opinion letter, March 31, 2008, stating that the volume submitter plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since the date of the letter, the Plan administrator believes the Plan is designed and

is currently being operated in compliance with the applicable requirements of the IRC and that the Plan continues to be 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 if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Party-in-Interest Transactions

Certain Plan investments are managed by the trustees of the Plan. Transactions with Charles Schwab Bank ("CSB"), Charles Schwab Trust Company ("CSTC"), a division of Charles Schwab Bank, qualify as party-in-interest transactions. Participant notes receivable also qualify as party-in-interest transactions.

7. Information Certified by the Plan Trustee

Plan investments, investment transactions, and investment income were certified by Charles Schwab Bank, the Plan trustee. Therefore, in accordance with the request of the Plan administrator and as allowed under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

The Plan trustee has certified that the following data included in the accompanying financial statements is complete and accurate.

December 31,	2014	2013
Investments:		
Mutual funds	$ -	$ 3,939,961
Money market fund	-	205,814
	$ -	$ 4,145,775

Years ended December 31,	2014	2013
Investment income:		
Net appreciation (depreciation) in fair value of mutual funds	$ (9,052)	$ 620,209
Interest and dividend income	315,030	151,590
	$ 305,978	$ 771,799

8. Fair Value Measurement

The Plan follows the guidance in ASC Topic 820, "Fair Value Measurement". ASC Topic 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Basis of Fair Value Measurement:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

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

The following tables set forth by level within the fair value hierarchy the Plan investment assets at fair value, as of December 31, 2013. As required by ASC Topic 820, assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Investment Assets			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large-Cap	$ 1,287,951	$ -	$ -	$ 1,287,951
Balanced	1,071,544	-	-	1,071,544
Mid-Cap	685,744	-	-	685,744
International	559,158	-	-	559,158
Fixed Income	236,045	-	-	236,045
Small-Cap	77,577	-	-	77,577
Aggressive	21,942	-	-	21,942
Money market fund	205,814	-	-	205,814
Total	$ 4,145,775	$ -	$ -	$ 4,145,775

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TPR EDUCATION 401(K) PLAN
Information for Form 5500, Schedule C
For January 1, 2014 - December 31, 2014

This information summarizes the compensation paid for your plan to Charles Schwab & Co. Inc., and its affiliates (Schwab), or to other service providers, for services related to the plan. Information provided is for the period shown above or for the portion of the plan year that Schwab provided services for your plan. Amounts paid from the plan may be reportable on the plan's annual Form 5500, Schedule C, if applicable. Please refer to the instructions for Form 5500, Schedule C to determine if your plan is required to file the form and for more details of what should be reported.

Several Schwab entities may work together to provide services to your plan and may share the proceeds of fees collected with Charles Schwab & Co, Inc., Charles Schwab Bank, Schwab Retirement Plan Services, Inc., Schwab Retirement Plan Services Company, or Charles Schwab Investment Management, Inc. as needed to support the cost of services provided by these affiliates.

If you have retained additional service providers for this plan that are not listed in this report or other fees that were paid from the plan and not specifically disclosed separately from other plan transactions, you may want to contact such other service providers for more information.

Indirect Compensation Received by Schwab:

Indirect compensation is any compensation received for services related to the plan that is not paid directly by the plan or plan sponsor. Schwab receives the following indirect compensation from your plan:

Trust and Custody Fees: Charles Schwab Bank (EIN#42-1558009) received payment for trust and custodial related services from CHERNOFF DIAMOND CO, in the amount of $5,455.13. Please contact your third party administrator for more details.

Shareholder Related Servicing: Charles Schwab & Co., Inc. may receive compensation from fund companies for investments in the plan (including Schwab proprietary and other funds). This compensation may be paid by the fund company or one of its affiliates. Disclosure of this compensation was previously provided by CS & Co, Inc. and its affiliates who provide services for your plan. For more details please refer to your Charles Schwab Bank fee schedule or TPA Master Fee Schedule and Appendix 1 - Shareholder Servicing Payment Rates.

Non-Monetary Compensation: Schwab's Gift's and Entertainment Policy provides that gifts to or from a customer, financial institution, news or financial media (other than a close relative) may not exceed a total value of $100 in any calendar year without prior approval. If you need additional information, please contact your Schwab service representative.

Eligible Indirect Compensation Received by Schwab:

In general, certain types of indirect compensation that have previously been disclosed may be categorized as eligible indirect compensation. While all amounts paid from the plan should be considered when determining which service providers to report, IRS Form 5500 instructions state that there is no need to report the amount or formula for eligible indirect compensation on Form 5500, Schedule C. The below information lists the types of eligible indirect compensation Schwab may earn for your plan and where to find the written disclosures used to determine Schwab's compensation.

Fund Management: Charles Schwab Investment Management Inc. earns compensation for advisory and certain administrative services performed for the Schwab proprietary funds (Schwab or Laudus funds). Disclosure of this compensation is provided in a fund prospectus, available from Charles Schwab & Co, Inc. (EIN 94-1737782) or its affiliates.

Charles Schwab Bank (EIN 42-1558009) earns compensation for management and operation of the Charles Schwab Bank Collective Trust Funds (including Schwab Managed Retirement Trust Funds and Schwab Institutional Trust Funds). Disclosure of this compensation is provided by Charles Schwab Bank in the collective trust fund declarations of trust, participation agreements, and annual audited financial statements for each collective trust fund. Please contact your Schwab representative to obtain a copy of any of these documents or visit www.schwabbankfunds.com.

Cash Float: Charles Schwab & Co. Inc. and its affiliates may receive compensation on uninvested cash or cash in transit at the end of each business day. For more details, please refer to the current Schwab Explanation of Fees and Services for 408(b)(2) brokerage account agreements applicable to your plan.

Indirect Compensation Paid to Others:

In general, fund companies that your plan invests in receive only Eligible Indirect Compensation from the plan. Details of the amounts or rates received are disclosed in the fund prospectuses provided by Charles Schwab & Co., Inc. (EIN 94-1737782) or its affiliates and agents.

Additional Disclosures:

Schwab may receive certain amounts from various fund companies to offset the costs associated with educational programs such as client conferences, internal seminars, articles and publications. These sponsorships are unrelated to the contractual services provided by Schwab with respect to the plan.

Your service agreement with Schwab may provide for using all or a portion of shareholder servicing payments received by Schwab as directed by the Employer in its role as Plan Administrator (e.g., to pay plan expenses (including Schwab fees)). Illustrations on this report reflect Schwab compensation amounts or rates after all credits have been applied. For more details, please refer to your Schwab services agreement.

TPR EDUCATION 401(K) PLAN
Information for Form 5500, Schedule C
For January 1, 2014 - December 31, 2014

Charles Schwab Investment Management, Inc., is an affiliate of Charles Schwab & Co. Inc.

The Charles Schwab Corporation provides services to retirement and other benefit plans and participants through its separate but affiliated companies and subsidiaries: Charles Schwab Bank; Charles Schwab &Co., Inc. (member SIPC, www.sipc.org), Schwab Retirement Plan Services, Inc.,; and Schwab Retirement Plan Services Company Trust, custody and deposit products and services are available through Charles Schwab Bank. Schwab Retirement Plan Services, Inc. and Schwab Retirement Plan Services Company provide recordkeeping and related services with respect to retirement plans.

If you need additional information, please contact your third party administrator or recordkeeper.

TPR EDUCATION 401(K) PLAN
Information for Form 5500, Schedule C
For January 1, 2014 - December 31, 2014

Appendix 1 - Shareholder Servicing Payment Rates :

Charles Schwab & Co., Inc. and its affiliates ("Schwab") may receive indirect compensation from fund companies or their affiliates for shareholder related services. The rate received by Schwab may change from time to time as changes are made by fund companies. Outlined below is an illustration of rates received by Schwab as of the end of the reporting period for funds held in your plan at that time.

On average, the rate earned with respect to your plan's fund holding(s) at Charles Schwab Bank in the fund family(ies) listed is 0.02%, as further detailed below:

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Fund Family/Provider	**EIN**	**Formula**
Allianz Funds	06-1349805	Range of 0.00 - 0.02% of average daily balance of assets
Aston	20-4747475	Range of 0.00 - 0.02% of average daily balance of assets
Buffalo	Not Available	Range of 0.00 - 0.02% of average daily balance of assets
Federated	25-1111467	Range of 0.00 - 0.02% of average daily balance of assets
Oakmark	04-3276558	Range of 0.00 - 0.02% of average daily balance of assets
OppenheimerFunds	13-2527171	Range of 0.00 - 0.02% of average daily balance of assets
Scout	43-1270132	Range of 0.00 - 0.02% of average daily balance of assets
T. Rowe Price	52-2264646	Range of 0.00 - 0.02% of average daily balance of assets
Westcore	Not Available	Range of 0.00 - 0.02% of average daily balance of assets

Please note, the EIN for Fund Family/Provider was provided by Morningstar and is based on how the fund is marketed on the fund website or in other sales literature. Morningstar evaluates the legal entity options that are available and assigns the Provider Company EIN reflected in the above table(s). The EIN should be representative of the fund company or its affiliates, one or more of which may pay Schwab for shareholder related services.

For more details, please refer to your Schwab service, trust or custody agreements.

If you need additional information, please contact your third party administrator or recordkeeper.

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