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
SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2002

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

500 STEVENS AVENUE SUITE 100
SOLANA BEACH, CA 92075

2b Employer Identification Number (EIN)
91-2160583

2c Plan Sponsor's telephone number
858-314-1714

2d Business code (see instructions)
531390

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	FRANK V. LEVETT
	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**	1766
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)**	1600
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1577
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	170
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1749
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	1749
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**	424
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 3F 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)		**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)** [ ] 0 **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
SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SRG OPERATING, INC.

D Employer Identification Number (EIN)
91-2160583

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

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(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)

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(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?
64 52 60 62 25 49 72 37	RECORDKEEPER	5062	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

(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
(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.	

(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.	

(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 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
SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SRG OPERATING, INC.

D Employer Identification Number (EIN)
91-2160583

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)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	575144	605680
(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)	90844	113567
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(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)	8192108	9194165
(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	8858096	9913412
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h		
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	8858096	9913412

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)	251536	
	(B) Participants	2a(1)(B)	782688	
	(C) Others (including rollovers)	2a(1)(C)	15233	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1049457
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)	4533	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4533
	(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)	378172	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		378172
	(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)		0
(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)		100766
c Other income	2c		226
d Total income. Add all **income** amounts in column (b) and enter total	2d		1533154
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	472775	
(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)		472775
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	5063	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5063
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		477838
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1055316
l Transfers of assets:			
(1) To this plan	2l(1)		
(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: WILLIAM H LING CPA **(2)** EIN: 33-0558553

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		8472
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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

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

A Name of plan
SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SRG OPERATING, INC.

D Employer Identification Number (EIN)
91-2160583

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): 20-3691658

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):

WILLIAM H. LING
Certified Public Accountant

SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS,

SUPPLEMENTAL SCHEDULES

AND INDEPENDENT AUDITOR'S REPORT

FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

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San Diego, CA 92123

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SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN

FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

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WILLIAM H. LING
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San Diego, California 92123
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INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrative Committee of
the Senior Resource Group 401(K) Retirement Plan

Report on the Financial Statements

I was engaged to audit the accompanying financial statements of Senior Resource Group 401(k) Retirement 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

My responsibility is to express an opinion on these financial statements based on conducting an 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 I was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Capital Bank and Trust, the Plan Custodian, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Custodian as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

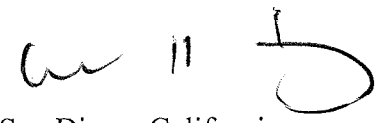
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, I have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion, accordingly I do not express an opinion on these financial statements.

Other Matter

The supplemental schedules (Schedule 4i – Schedules of Assets (Held at Year End) and (Schedule 4a – Schedule of Delinquent Participant transactions) as of and for the years ended December 31, 2014 and 2013, 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 paragraph, I do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.



San Diego, California
October 14, 2015

SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Investments, at fair value		
Money Market	$ 605,680	$ 575,143
Mutual Funds	8,998,337	8,025,959
Bond Funds	195,828	166,150
Total Investments	9,799,845	8,767,252
Receivables		
Employee Contributions	1,730	-
Employer Contributions	752	-
Notes Receivable from Participants	113,567	90,844
Total Receivables	116,049	90,844
Total Assets	9,915,894	8,858,096
LIABILITIES		
Accrued Corrective Distributions	19,527	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	$ 9,896,367	$ 8,858,096

See notes to financial statements.

SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

	2014	2013
ADDITIONS		
Investment Income		
Net appreciation in fair value of investments	$ 100,766	$ 1,251,668
Interest and Dividends	382,705	211,333
Total Investment Income	483,471	1,463,001
Contributions		
Employee Contributions	784,418	751,864
Employer Contributions	252,288	257,864
Employee Rollover Contributions	15,233	8,886
Total Contributions	1,051,939	1,018,614
TOTAL ADDITIONS	1,535,410	2,481,615
DEDUCTIONS		
Benefits paid to participants	472,549	860,062
Corrective distributions	19,527	2,530
Administrative fees	5,063	77
TOTAL DEDUCTIONS	497,139	862,669
NET INCREASE IN NET ASSETS AVAILABLE FOR PLAN BENEFITS	1,038,271	1,618,946
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of Year	8,858,096	7,239,150
End of Year	$ 9,896,367	$ 8,858,096

See notes to financial statements.

SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

Note 1 – Description of Plan

The following description of the Senior Resource Group ("Company" or "SRG") 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 was formed effective January 1, 2002 and is a defined contribution plan covering all employees of the Company who have three months of service and are age twenty-one or older.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and has been amended as needed to comply with the provisions of Internal Revenue Code ("IRC") and ERISA legislation to maintain its qualified plan status.

The Plan is a single employer Plan that is a member of a controlled group of Plans sponsored by Senior Resource Group ("SRG"), a related entity, and its subsidiaries.

Plan Administration

The Company is the trustee and Plan administrator of the Plan and has entered into a contract with Capital Bank and Trust ("Capital Bank"), the Plan custodian, to maintain the investments and contributions of the Plan. The plan investments are invested with American Funds, a related entity of Capital Bank. The Plan recordkeeping is completed by FASCore Recordkeeping Services.

Contributions

Each year, non-highly compensated employees may contribute up to 50% of pretax annual compensation and highly compensated employees up to 3% of pretax compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The plan also allows participants to make Roth (after tax) contributions.

The Company may contribute a discretionary percentage, as determined by the employer, of the participants' salary reduction. The Company matched 50% of the first 4% of employee compensation deferred plus 25% of the next 2% of employee compensation deferred in 2014 and 2013. The employer also matches employee catch up contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, and (b) Plan earnings, and may be charged with an allocation of administrative expenses. Allocations are based on participant earnings 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 voluntary contributions. The Company's matching contribution and earnings on the matching contribution are vested based upon the following schedule:

Years of Service	Vested %
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

The Plan recognizes service years with predecessor Company employers in calculating vesting percentages. The extent of service years recognized is dependent upon at which Company operating community the participant was employed, as fully defined in the Plan document.

Investment Funds

The Plan funds are invested under a Contract ("Contract") administered by Capital Bank whereby upon enrollment in the Plan, a participant may direct contributions in any of thirty different investment choices. The Contract offers a general account (money market) plus various mutual fund accounts offered via American Funds, which provide participants with a wide variety of investment options.

Investments funds are Participant directed wherein participants may change their investment elections, transfer existing account balances, and obtain information regarding their investments on a daily basis.

Capital Bank assesses an operating expense fee and a contract fee, which are withdrawn directly from the Plan assets.

Notes Receivable from Participants

In 2013, the Plan was amended to allow participant loans. All participant loans must be a minimum of $1,000. All loans are secured by the balance in the participant's account and generally must be repaid in five years. All loans bear interest at prime rate plus 1%, as defined. At December 31, 2014 and 2013, employee loans outstanding totaled $113,567 and $90,844, respectively.

Payment of Benefits

On termination of service, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest.

Forfeited Accounts

At December 31, 2014 and 2013, there was $1,659 and $8,398, respectively, in forfeited non-vested accounts remaining which, at the Company's discretion, may be used to offset employer contributions and/or pay administrative fees of the Plan. Forfeitures utilized to offset employer contributions totaled $36,122 and $24,942 in 2014 and 2013, respectively.

Corrective Distributions

In order to comply with the contribution limitations of Code Sections 401(k) and 415, the Plan from year to year will refund amounts to certain employees in order to be in compliance with the non-discrimination requirements of the Plan. Corrective distributions in the process of being refunded to Plan participants in 2015 totaled $19,527, which were accrued at December 31, 2014. The Plan failed to make these corrective distributions in a timely manner and as such is subject to an excise tax penalty. The Plan intends to pay this excise tax penalty estimated to be $1,952 within 15 months of the Plan year end as required. No corrective distributions were necessary for the 2013 plan year.

Administrative Expenses

The Company has elected to pay certain administrative expenses of the Plan. These administrative expenses paid for by the Company totaled approximately $11,700 and $14,900 for 2014 and 2013, respectively.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

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

Date of Management Review

Subsequent events were evaluated through October 14, 2015, which is the date the financial statements were available to be issued.

Use of Estimates

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

Investment Valuation

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation 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. Benefits due to terminated employees are not an obligation of the Plan until requested by the employee. At December 31, 2014, benefits due but unpaid to terminated employees totaled $200,431.

Reclassifications

Certain reclassifications have been made to the 2013 financial statements to conform with the 2014 financial statement presentation.

Note 3 – Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or

assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other than quoted market process for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 or 3 inputs were available for this Plan.

Level 1 Fair Value Measurements

The fair values of money market funds, mutual funds and bond funds are based on the closing price reported in the active market where the individual securities are traded, when available.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit.

	Fair Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)
December 31, 2014		
Money Market	$ 605,680	$ 605,680
Mutual Funds	8,998,337	8,998,337
Bond Funds	195,828	195,828
Total	$ 9,799,845	$ 9,799,845
December 31, 2013		
Money Market	$ 575,143	$ 575,143
Mutual Funds	8,025,959	8,025,959
Bond Funds	166,150	166,150
Total	$ 8,767,252	$ 8,767,252

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2014 and 2013 are reported in net appreciation in fair value of investments.

Note 4 – Plan Investments

All investment information disclosed in the accompanying financial statements and schedules including investments held at December 31, 2014 and 2013, and net appreciation in fair value of investments, interest and dividends for the years then ended, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Custodian. The Plan's investments are held in funds and invested in participant directed accounts. All administered funds are stated at fair value.

The fair value of Plan investments as certified by the Custodian at December 31, 2014 and 2013 are set forth below:

Pooled Separate Accounts:	2014	2013
Money Market Fund	$ 605,680	$ 575,143
Mutual Funds:		
American Funds Europacific Growth Fd R2	354,979	363,376
American Funds Growth Fund of America	677,604 *	664,967 *
American Funds SmallCap World Fund R2	235,321	484,506 *
Alliance Bernstein Small Cap Growth C	49,923	5,310
Invesco American Value	44,289	6,002
Clearbridge Aggressive Growth	287,056	167,753
Oppenheimer Developing Markets	105,970	110,197
Oppenheimer Discovery Mid Cap Growth	112,729	64,646
American Funds Capital Wrld. Gr.& Inc.	253,205	240,331
American Funds Fundamental Investors	145,953	235,952
American Funds Washington Mutual Fund	590,766 *	393,461
AIM Real Estate Fund – C	120,733	127,330
American Funds American Balanced Fund	402,937	260,071
American Funds High Income Trust	28,607	52,583
Putnam Income C	121,206	2,800
Victory Fund for Income C	28,058	11,941
American Funds 2010 Target Date Fund R2	196,218	185,186
American Funds 2015 Target Date Fund R2	873,562 *	811,933 *
American Funds 2020 Target Date Fund R2	739,378 *	645,443 *
American Funds 2025 Target Date Fund R2	1,113,557 *	986,263 *
American Funds 2030 Target Date Fund R2	909,854 *	800,228 *
American Funds 2035 Target Date Fund R2	312,113	242,588
American Funds 2040 Target Date Fund R2	634,403 *	606,810 *
American Funds 2045 Target Date Fund R2	413,521	367,716

American Funds 2050 Target Date Fund R2	191,601	155,129
American Funds 2055 Target Date Fund R2	54,794	33,437
Total Mutual Funds	8,998,337	8,025,959
Bond Funds:		
American Funds Bond Fund of America	58,815	60,406
Blackrock High Yield Bond Inv C	34,909	23,566
Templeton Global Bond C	102,104	82,178
Total Bond Funds	195,828	166,150
Total	$9,799,845	$8,758,854

*Represents greater than 5% of the Plan's assets available for benefits.

Note 5 – Parties in Interest

Certain Plan investments are invested in pooled separate accounts managed by American Funds. American Funds is a related entity of the Plan Custodian and, therefore, these transactions qualified as parties-in-interest.

Note 6 – Plan Termination

Although it has not expressed any interest to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

Note 7 – Delinquent Payment of Participant Contributions

The Company inadvertently failed to transmit participant contributions and matching contributions to the Plan within the required timeframe totaling $8,472 of which $1,730 was in 2014, $952 in 2013 and $5,790 in 2012. During 2013 and 2012 the Company failed to transmit $22,434 of contributions within the required timeframe of which $15,692 were corrected in 2013 the remaining $6,742 ($952 in 2013 and $5,790 in 2012) will be corrected in 2015. The Company intends to reimburse participants for any lost earnings resulting from these late contributions in 2015. Additionally, a late payment tax totaling approximately $1,200 will also be paid.

Note 8 – Reconciliation of Financial Statements to Form 5500

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

	2014	2013
Net assets available for Plan benefits per Form 5500	$9,913,412	$8,858,096
Contributions Receivable	2,482	-
Corrective Distributions	(19,527)	-
Net assets available for Plan benefits per the financial statements	$9,896,367	$8,858,096

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

	2014	2013
Net increase in net assets available for Plan benefits per Schedule H of Form 5500	$1,055,316	$1,600,701
Add: Contributions receivable at December 31, 2014 and 2013	2,482	-
Less: Corrective distributions at December 31, 2014 and 2013	(19,527)	-
Add: Corrective distributions at December 31, 2013 and 2012	-	18,245
Net increase in net assets available for Plan benefits per the financial statements	$1,038,271	$1,618,946

Note 9 – Tax Status

The Plan is a Prototype Plan sponsored by Capital Bank. This Prototype Plan received a determination letter from the Internal Revenue Service ("IRS") that the Plan is designed in accordance with applicable sections of the IRC. The Plan has not requested a separate determination letter from the IRS concerning the Plan's tax status. The Plan administrator believes the Plan is designed and currently being operated in compliance with applicable

requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statement.

Accounting principles generally accepted in the United States of America require the Plan administrator to evaluate tax positons taken by the Plan and recognize a tax liability for any uncertain positon that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax period in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

Note 10 – Risks and Uncertainties

The Plan provides for investments in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the various risk factors in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

Participants may invest in certain mutual fund accounts that invest in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those securities of comparable U.S. companies.

SUPPLEMENTAL

SCHEDULES

SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN
EIN: 91-2160583 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
*	American Funds	Money Market Fund		$ 605,680
	Mutual Funds:			
*	American Funds	Europacific Growth Fd R2		354,979
*	American Funds	Growth Fund of America		677,604
*	American Funds	SmallCap World Fund R2		235,321
	Alliance Bernstein	Small Cap Growth C		49,923
	Invesco	American Value		44,289
	Clearbridge	Aggressive Growth		287,056
	Oppenheimer	Developing Markets		105,970
	Oppenheimer	Discovery Mid Growth		112,729
*	American Funds	Capital World Gr & Inc.		253,205
*	American Funds	Fundamental Investors R2		145,953
*	American Funds	Washington Mutual Fund		590,766
	AIM	Real Estate Fund - C		120,733
*	American Funds	American Balanced Fund		402,937
*	American Funds	High Income Trust		28,607
	Putnam	Income C		121,206
	Victory	Fund for Income C		28,058
*	American Funds	2010 Target Date Fund R2		196,218
*	American Funds	2015 Target Date Fund R2		873,562
*	American Funds	2020 Target Date Fund R2		739,378
*	American Funds	2025 Target Date Fund R2		1,113,557
*	American Funds	2030 Target Date Fund R2		909,854
*	American Funds	2035 Target Date Fund R2		312,113
*	American Funds	2040 Target Date Fund R2		634,403
*	American Funds	2045 Target Date Fund R2		413,521
*	American Funds	2050 Target Date Fund R2		191,601
*	American Funds	2055 Target Date Fund R2		54,794
	Total Mutual Funds			8,998,337
	Bond Funds:			
*	American Funds	Bond Fund of America		58,815
	Blackrock	High Yield Bond Inv C		34,909
	Templeton	Global Bond C		102,104
	Total Bond Funds			195,828
	Total			$ 9,799,845
	Participant Loans	4.25%		$ 113,567

Notes: Column (a) * represents parties in interest.
Column (d) is blank as all investments are participant directed.

See notes to financial statements.

SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN
EIN: 91-2160583 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
*	American Funds	Money Market Fund		$ 575,143
	Mutual Funds:			
*	American Funds	Europacific Growth Fd R2		363,376
*	American Funds	Growth Fund of America		664,967
*	American Funds	SmallCap World Fund R2		484,506
	Alliance Bernstein	Small Cap Growth C		5,310
	Federated	Kaufman Fund C		6,002
	Clearbridge	Aggressive Growth		167,753
	Oppenheimer	Developing Markets		110,197
	Oppenheimer	Discovery Mid Growth		64,646
*	American Funds	Capital World Gr & Inc.		240,331
*	American Funds	Fundamental Investors R2		235,952
*	American Funds	Washington Mutual Fund		393,461
	AIM	Real Estate Fund - C		127,330
*	American Funds	American Balanced Fund		260,071
*	American Funds	High Income Trust		52,583
	Putnam	Income C		2,800
	Victory	Fund for Income C		11,941
*	American Funds	2010 Target Date Fund R2		185,186
*	American Funds	2015 Target Date Fund R2		811,933
*	American Funds	2020 Target Date Fund R2		645,443
*	American Funds	2025 Target Date Fund R2		986,263
*	American Funds	2030 Target Date Fund R2		800,228
*	American Funds	2035 Target Date Fund R2		242,588
*	American Funds	2040 Target Date Fund R2		606,810
*	American Funds	2045 Target Date Fund R2		367,716
*	American Funds	2050 Target Date Fund R2		155,129
*	American Funds	2055 Target Date Fund R2		33,437
	Total Mutual Funds			8,025,959
	Bond Funds:			
*	American Funds	Bond Fund of America		60,406
	Blackrock	High Yield Bond Inv C		23,566
	Templeton	Global Bond C		82,178
	Total Bond Funds			166,150
	Total			$ 8,767,252
	Participant Loans	4.25%		$ 90,844

Notes: Column (a) * represents parties in interest.
Column (d) is blank as all investments are participant directed.

See notes to financial statements.

SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN
EIN: 95-2160583 Plan:001
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT TRANSACTIONS
For the Year Ended December 31, 2014

Participant Contributions Transferred late to the Plan	Total that Constitute 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
$ 8,472	$ 8,472	$ -	$ -	$ -

See notes to financial statements.

SENIOR RESOURCE GROUP 401(K) RETIREMENT PLAN
EIN: 95-2160583 Plan:001
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT TRANSACTIONS
For the Year Ended December 31, 2013

Participant Contributions Transferred late to the Plan	Total that Constitute 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
$ 22,434	$ 6,742	$ -	$ -	$ 15,692

See notes to financial statements.

Schedule H/I, Line 4a
Schedule of Delinquent Participant Contributions

Name of Plan:

►Senior Resource Group 401(k) Retirement Plan

Employer Identification No.: ► 91-2160583

Plan year (beginning/ending):► 1/1/2014 - 12/31/2014 Plan number:► 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	$8,472			

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Senior Resource Group 401(k) Retirement Plan
01-JAN-14 to 31-DEC-14

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1RERBX			311,069.42	354,978.74
1RGABX			514,859.33	677,603.55
1RSLBX			198,555.13	235,320.84
1QUACX			57,727.60	49,922.60
1MSVCX			45,663.51	44,289.43
1SAGCX			240,217.05	287,056.33
1ODVCX			107,616.00	105,969.83
1OEGCX			112,580.43	112,728.58
1RWIBX			197,719.64	253,204.63
1RFNBX			112,363.00	145,952.63
1RWMBX			473,399.29	590,765.68
1IARCX			100,098.42	120,732.81
1RLBBX			358,759.76	402,937.24
1RBFBX			55,966.60	58,815.41
1RITBX			29,216.68	28,608.15
1BHYCX			36,520.88	34,908.72
1PUICX			123,125.51	121,206.34
1TEGBX			108,705.83	102,103.74
1VFFCX			28,959.77	28,057.89
1RABXX			604,021.59	604,021.59
1RBATX			182,169.86	196,217.83
1RBJTX			746,179.61	873,562.13
1RBCTX			625,377.63	739,378.14
1RBDTX			889,181.77	1,113,556.65
1RBETX			713,555.95	909,854.23
1RBFTX			257,791.94	312,112.83
1RBKTX			504,634.00	634,402.80
1RBHTX			318,265.29	413,521.46
1RBITX			163,276.90	191,601.34
1RBMTX			48,605.04	54,794.31
			8,266,183.43	**9,798,186.45**
PARTICIPANT LOANS	VARIOUS	4.250-4.250	113,399.72	113,566.59
FORFEITURES			1,658.73	1,658.73

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 912160583

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Senior Resource Group 401(k) Retirement Plan
01-JAN-14 to 31-DEC-14

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1RERBX	American Funds EuroPacific Gr R2	1RGABX	American Funds Growth Fund of Amer R2
1RSLBX	American Funds SMALLCAP World R2	1QUACX	AllianceBernstein Small Cap Growth - C
1MSVCX	Invesco American Value C	1SAGCX	ClearBridge Aggressive Growth C
1ODVCX	Oppenheimer Developing Markets C	1OEGCX	Oppenheimer Discovery Mid Cap Growth C
1RWIBX	American Funds Capital World G/I R2	1RFNBX	American Funds Fundamental Invs R2
1RWMBX	American Funds Washington Mutual R2	1IARCX	Invesco Real Estate C
1RLBBX	American Funds American Balanced R2	1RBFBX	American Funds Bond Fund of Amer R2
1RITBX	American Funds American Hi Inc Tr R2	1BHYCX	BlackRock High Yield Bond Inv C
1PUICX	Putnam Income C	1TEGBX	Templeton Global Bond C
1VFFCX	Victory Fund for Income C	1RABXX	American Funds Money Market R2
1RBATX	American Funds 2010 Target Date Fund R2	1RBJTX	American Funds 2015 Target Date Fund R2
1RBCTX	American Funds 2020 Target Date Fund R2	1RBDTX	American Funds 2025 Target Date Fund R2
1RBETX	American Funds 2030 Target Date Fund R2	1RBFTX	American Funds 2035 Target Date Fund R2
1RBKTX	American Funds 2040 Target Date Fund R2	1RBHTX	American Funds 2045 Target Date Fund R2
1RBITX	American Funds 2050 Target Date Fund R2	1RBMTX	American Funds 2055 Target Date Fund R2

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year