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
WESTERN ATHLETIC CLUBS, LLC 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

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

ONE LOMBARD STREET
SAN FRANCISCO, CA 94111

2b Employer Identification Number (EIN)
94-2546868

2c Plan Sponsor's telephone number
415-901-9201

2d Business code (see instructions)
713900

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.	10/16/2015	GIRSH SATYA
	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**	748
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)**	665
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	586
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	90
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	679
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	679
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	246
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	96
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3B 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)	[X] Insurance	**(1)**	[X] 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)** [X] 1 **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 A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
WESTERN ATHLETIC CLUBS, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WESTERN ATHLETIC CLUBS, LLC

D Employer Identification Number (EIN)
94-2546868

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

1 Coverage Information:

(a) Name of insurance carrier

GREAT WEST LIFE AND ANNUITY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	384153-01	187	01/01/2014	12/31/2014

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
742	0

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

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

LPL FINANCIAL LLC
2267 LAVA RIDGE CT STE 105
ROSEVILLE, CA 95661

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
742			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	2607436
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	2824270
c	Additions: (1) Contributions deposited during the year	7c(1)	158906		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	33416		
	(4) Transferred from separate account	7c(4)	307417		
	(5) Other (specify below)	7c(5)	18155		
	▶ LOAN PAYMENTS				
	(6)Total additions			7c(6)	517894
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	3342164
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	244660		
	(2) Administration charge made by carrier	7e(2)	3666		
	(3) Transferred to separate account	7e(3)	486402		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	734728
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	2607436

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	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	**B** Three-digit plan number (PN) ▶
WESTERN ATHLETIC CLUBS, LLC 401(K) PROFIT SHARING PLAN	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
WESTERN ATHLETIC CLUBS, LLC	94-2546868

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FINANCIAL ADVOCATES INVESTMENT MANA

1601 COOPER POINT ROAD NW
OLYMPIA, WA 98502

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	36534	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	34077	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SILICON VALLEY ACCOUNTANCY CORP

3150 ALMADEN EXPY #105
SAN JOSE, CA 95118

(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?
10	OTHER	10290	Yes [ ] No [X]	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)

LPL FINANCIAL LLC

PO BOX 509026
SAN DIEGO, CA 92150-9026

(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?
55	BROKER/ADVISER	0	Yes [X] No [ ]	Yes [ ] No [X]	3119	Yes [ ] No [X]

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

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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	AUDITOR	775	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 [ ]

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
LPL FINANCIAL LLC	55	3119

(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.
GREAT-WEST LIFE & ANNUITY INSURANCE 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 80111	OTHER COMMISSIONS

(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
WESTERN ATHLETIC CLUBS, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WESTERN ATHLETIC CLUBS, LLC

D Employer Identification Number (EIN)
94-2546868

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)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	270397	253578
(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)	10046982	10955632
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	2824270	2607436
(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	13141649	13816646
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	13141649	13816646

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)	0	
(B) Participants	2a(1)(B)	652798	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		652798
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)	10438	
(F) Other	2b(1)(F)	33416	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		43854
(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)	581804	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		581804
(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)		154756
c Other income	2c		47539
d Total income. Add all **income** amounts in column (b) and enter total	2d		1480751
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	692390	
(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)		692390
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		31155
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	10290	
(2) Contract administrator fees	2i(2)	775	
(3) Investment advisory and management fees	2i(3)	70611	
(4) Other	2i(4)	533	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		82209
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		805754
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		674997
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: SILICON VALLEY ACCOUNTANCY CORP **(2)** EIN: 77-0573994

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		96262
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		2000000
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
WESTERN ATHLETIC CLUBS, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WESTERN ATHLETIC CLUBS, LLC

D Employer Identification Number (EIN)
94-2546868

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): 84-1455663

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):

WESTERN ATHLETIC CLUBS, LLC 401(k) PROFIT SHARING PLAN

Financial Statements and Supplemental Schedules

December 31, 2014 and 2013 and for the year ended December 31, 2014 with Independent Auditors' Report

WESTERN ATHLETIC CLUBS, LLC 401(k) PROFIT SHARING PLAN

Financial Statements and Supplemental Schedules

December 31, 2014 and 2013
and for the year ended December 31, 2014

Table of contents

	Page
Independent Auditors' Report	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-14
Supplemental Schedules as of December 31, 2014	15-16
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	

Silicon Valley Accountancy Corporation

Certified Public Accountants
and Business Advisors

Independent Auditors' Report

To the Plan Administrator and Participants
of the Western Athletic Clubs, LLC 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Western Athletic Clubs, 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 statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 4, which was certified by Great-West Trust Company, LLC, the trustee and custodian of the Plan, and Great-West Life and Annuity Insurance Company (collectively referred to as "Great-West"), except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that Great-West holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from Great-West as of

3150 Almaden Expwy, Suite 105
San Jose CA 95118
Tel: 408-448-8000
www.cpas-svac.com

December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the Plan Administrator by Great-West is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedules

The supplemental Schedule of Delinquent Participant Contributions for the year ended December 31, 2014 and the Schedule of Assets (Held at End of Year) as of December 31, 2014 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, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance With the Department of Labor's 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 Great-West, 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.

Silicon Valley Accountancy Corporation

SILICON VALLEY ACCOUNTANCY CORPORATION

San Jose, California
October 12, 2015

WESTERN ATHLETIC CLUBS, LLC 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2014	2013
Assets:		
Investments at fair value	$ 13,563,068	$ 12,871,252
Assets held for investment purposes	13,563,068	12,871,252
Notes receivable from participants	253,578	268,704
Total assets	13,816,646	13,139,956
Net assets available for benefits	$ 13,816,646	$ 13,139,956

The accompanying notes are an integral part of the financial statements.

WESTERN ATHLETIC CLUBS, LLC 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31, 2014
Additions:	
Investment income:	
Dividends and interest	$ 615,220
Net appreciation in fair value of investments	202,295
Interest income on notes receivable from participants	10,438
Contributions:	
Participants	652,798
Total additions	1,480,751
Deductions:	
Benefits paid to participants	721,852
Plan expenses	82,209
Total deductions	804,061
Net increase in net assets	676,690
Net assets available for benefits:	
Beginning of year	13,139,956
End of year	$ 13,816,646

The accompanying notes are an integral part of the financial statements.

WESTERN ATHLETIC CLUBS, LLC 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013 (See Independent Auditors' Report)

NOTE 1 - DESCRIPTION OF PLAN

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

***General* -** The Plan is a defined contribution plan that was established on January 1, 1995 by Western Athletic Clubs, LLC ("the Company" or "Plan Administrator") covering all eligible employees of the Company as defined in the Plan agreement. Certain classes of employees as defined in the Plan agreement are excluded from plan participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

A Plan Committee ("the Committee") manages the operation and administration of the Plan, including the appropriateness of the Plan's investment offerings and investment performance. The Company has contracted with Great-West Trust Company, LLC to act as trustee and custodian and with Great-West Life & Annuity Insurance Company to hold the assets of the Key Guaranteed Portfolio Fund (collectively referred to as "Great-West"). Great-West acts as record-keeper and processes and maintains the records of participant data.

During 2014, the Company purchased StoneTree Golf Club and eligible employees were allowed to participate in this Plan.

***Contributions* -** Each year, participants may contribute an amount of eligible pre-tax annual compensation as defined in the Plan agreement, not to exceed the maximum statutory amount. The Plan allows for ROTH deferral contributions. Participants who are age 50 or older can elect to make catch-up contributions to the Plan, not to exceed the maximum statutory amount. Participants may also contribute amounts representing distributions from other qualified eligible plans.

The Company is allowed to make discretionary matching and/or discretionary nonelective contributions under the Plan subject to certain eligibility requirements; none were made for 2014.

***Participant Accounts* -** Each participant's account is credited or charged with the participant's contribution, the Company's discretionary matching contribution (if any), an allocation of the discretionary nonelective contribution (if any), plan earnings and losses, and plan expenses as applicable to the Plan. Allocations of the discretionary nonelective contribution are based on participant compensation. Allocations of plan earnings and losses are based on individual participant

investment choices. All contributions/investments are participant directed. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Certain investment and fund fees are charged to the funds and are included in plan investment income and losses and charged to participant accounts. Participants should refer to the funds' prospectuses for further information on these fees.

***Vesting* -** Participants are 100% vested in their contributions and rollover amounts plus actual earnings thereon. Vesting in the discretionary matching contributions and discretionary nonelective contributions is based on years of credited service as follows: after two years of credited service - 20%, after three years - 40%, after four years - 60%, after five years - 80%, and after six years 100%. Participants become fully vested in the event of death, disability, normal retirement age, or plan termination.

***Notes Receivable from Participants* -** Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. Two outstanding notes per participant are permitted at any given time. The notes are secured by the balance in the participant's account and bear interest at prevailing rates as determined by the Plan Administrator. Outstanding notes receivable from participants as of December 31, 2014 and 2013 carry interest rates which range from 4.25% to 5.75%. Principal and interest is paid ratably through payroll deductions. The notes must be repaid within a five-year period, unless it is used for the purchase of a principal residence in which case the maximum repayment period may be longer. The Plan Administrator establishes the specific terms and conditions of such notes.

***Payment of Benefits* -** Upon the satisfaction of certain distributable events, participants or their beneficiaries may elect to receive their vested account balance and are paid in accordance with plan provisions. The Plan allows for automatic distribution of terminated participant balances between $1,000 and $5,000 to an IRA Rollover account.

Forfeited Accounts - Forfeited non-vested accounts may be used to reduce Plan expenses or employer contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting **-** The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Investment Valuation and Income Recognition **-** Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Committee determines the Plan's valuation policies utilizing information provided by Great-West. See Note 5 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.

Notes Receivable from Participants **-** Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 and 2013.

Excess Contributions Payable **-** Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service ("IRS") are recorded as a liability. As of December 31, 2014 and 2013 there were no excess contributions payable.

Plan Expenses **-** Substantially all expenses incurred for administering the Plan are paid by the Plan through a plan expense account which is funded through revenue sharing and is not charged to participants. Certain participant fees are paid by participants and charged to their accounts as applicable.

Payment of Benefits **-** Benefits are recorded when paid.

Subsequent Events - The Plan has evaluated subsequent events through October 12, 2015, the date the financial statements were available to be issued.

NOTE 3 - 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.

NOTE 4 - CERTIFIED INFORMATION

In accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, information certified by Great-West regarding the current value of assets held as of December 31, 2014 and 2013, and transactions entered into during the year ended December 31, 2014, was used in the preparation of the accompanying financial statements and supplemental schedules. The following table includes the fair values of investments which represent 5% or more of the Plan's net assets available for benefits as of December 31:

	2014		2013	
Alger Capital Appreciation Fund	$ 322,553		$ -	
American Beacon Small Capital Value Fund	4,409		-	
American Fund Fundamental Investors Fund	267,534		-	
American Funds Balanced Portfolio	1,590		-	
American Funds EuroPacific Growth R3 Fund	-		1,762,525	*
American Funds EuroPacific Growth R4 Fund	1,407,467	*	-	
American Funds Growth Fund of America Fund	-		276,336	
American Funds New Perspective Fund	47,977		-	
Artisan International Fund	255,785		-	
Columbia Mid Cap Value Fund	-		1,681,592	*
Davis NY Venture Fund	-		266,581	
Fidelity Advisor High Income Fund	4,988		-	
Fidelity Low-Priced Stock Fund	576,170		-	
Great-West S&P 500 Index Fund	-		2,119,335	*
Great-West T. Rowe Price Midcap Growth Fund	764,382	*	714,714	*

Great-West T. Rowe Price Equity Income Fund	195,070		-	
MFS International Value Fund	271,418		-	
MFS New Discovery Fund	202,260		-	
MFS Value Fund	707,838	*	-	
Oakmark Equity & Income II Fund	-		147,630	
Oakmark Equity & Income I Fund	157,565		-	
Oppenheimer Global Fund	486,518		973,800	*
Oppenheimer Main Street Small & Mid-Cap Fund	-		543,228	
Oppenheimer Value Fund	-		109,544	
PIMCO Real Return Fund	164,077		-	
PIMCO Total Return Fund	1,076,314	*	1,326,354	*
Ridgeworth Mid-Cap Value Equity Fund	994,451	*	-	
Russell Lifepoints 2020 Strategy Fund	-		94,048	
Russell Lifepoints 2030 Strategy Fund	-		23,617	
Russell Lifepoints 2040 Strategy Fund	-		7,678	
T. Rowe Price Blue Chip Growth Fund	20,341		-	
T. Rowe Price Retirement 2010 Fund	2,354		-	
T. Rowe Price Retirement 2020 Fund	116,891		-	
T. Rowe Price Retirement 2025 Fund	933		-	
T. Rowe Price Retirement 2030 Fund	24,255		-	
T. Rowe Price Retirement 2035 Fund	933		-	
T. Rowe Price Retirement 2040 Fund	17,711		-	
T. Rowe Price Retirement 2050 Fund	1,141		-	
T. Rowe Price Retirement 2055 Fund	5,710		-	
Templeton Global Bond Fund	288,151		-	
Vanguard 500 Index Fund	1,668,853	*	-	
Vanguard Mid Cap Index Fund	318,897		-	
Vanguard Small Cap Index Fund	581,096		-	
Key Guaranteed Portfolio Fund	2,607,436	*	2,824,270	*
Assets held for investment purposes	13,563,068		12,871,252	
Notes receivable from participants	253,578		268,704	
Total	$13,816,646		$13,139,956	

*Represents 5% or more of Net Assets Available for Benefits.

For the year ended December 31, 2014, dividend and interest income was as follows:

Mutual fund dividends	$581,804
Fixed annuity interest	33,416
	$615,220
Interest income on notes receivable from participants	$10,438

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows for the year ended December 31, 2014:

Mutual funds	$202,295

NOTE 5 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

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

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

Fixed Annuity: The value for the fixed annuity option is reported daily, as calculated by the Great-West. The fair value is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. A redemption notice for this fund can be enforced by Great-West.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

	Assets at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Assets Allocation	$ 169,928	$ -	$ -	$ 169,928
International Fund	2,469,165	-	-	2,469,165
Small-Cap Fund	787,765	-	-	787,765
Mid-Cap Fund	2,653,900	-	-	2,653,900
Large-Cap Fund	3,182,189	-	-	3,182,189
Balanced Fund	159,155	-	-	159,155
Bond Fund	1,533,530	-	-	1,533,530

Fixed Annuity	-	2,607,436	-	2,607,436
Total assets at fair value	$10,955,632	$2,607,436	$ -	$13,563,068

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Target Date Fund	$ 125,343	$ -	$ -	$ 125,343
International Fund	2,736,325	-	-	2,736,325
Mid-Cap Blend Fund	543,228	-	-	543,228
Mid-Cap Value Fund	1,681,592	-	-	1,681,592
Mid-Cap Growth Fund	714,714	-	-	714,714
Large Growth Fund	276,336	-	-	276,336
Large Blend Fund	2,385,916	-	-	2,385,916
Large Value Fund	109,544	-	-	109,544
Balanced Fund	147,630	-	-	147,630
Bond Fund	1,326,354	-	-	1,326,354
Fixed Annuity	-	2,824,270	-	2,824,270
Total assets at fair value	$10,046,982	$2,824,270	$ -	$12,871,252

NOTE 6 - KEY GUARANTEED PORTFOLIO FUND

The Plan entered into a fixed annuity contract for the Key Guaranteed Portfolio Fund ("KGPF") with Great-West which maintains the contributions in a general account. Interest is earned and compounded daily to the effective annual interest rate. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the KGPF. Because certain events limit the ability of the Plan to transact at contract value with the issuer, the KGPF is considered not fully benefit-responsive at the plan level but is fully benefit-responsive at the participant level. Contract value approximates fair value as of December 31, 2014 and 2013. There are no reserves against contract value as of December 31, 2014 and 2013. The crediting interest rate is based on a formula agreed upon with the issuer and the terms of the Plan's contract. Such interest rates are reviewed on a quarterly basis for resetting.

The average yields earned by the fund are as follows:

Average yields:	**2014**	**2013**
Based on actual earnings	1.25%	1.26%
Based on interest rate credited to participants	1.25%	1.26%

NOTE 7 - PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

Plan investments are managed by Great-West and are considered party-in-interest transactions under ERISA regulations. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

NOTE 8 - PLAN TERMINATION AND/OR MODIFICATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 9 - TAX STATUS

The Plan has adopted a prototype plan, which has received an opinion letter dated March 31, 2008 from the IRS. The Plan has been amended since, however, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believes the Plan is qualified, and the related trust is tax exempt. Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by various taxing authorities and government agencies. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The differences between the information reported on the financial statements and the information reported on the Form 5500 arise primarily from recording deemed distributions for defaulted notes from participants on the financial statements on the accrual basis and recording on the Form 5500 on the cash basis. The following is a reconciliation per the 2014 financial statements to the 2014 Form 5500:

Total benefits paid to participants per the financial statements	$721,852
Add: Defaulted notes as of December 31, 2013	1,693
Total benefits paid to participants per the Form 5500	$723,545

Net assets available for benefits as of December 31, 2013 per the financial statements	$13,139,956
Add: Defaulted notes as of December 31, 2013	1,693
Net assets available for benefits as of December 31, 2013 per the Form 5500	$13,141,649

NOTE 11 - NON-EXEMPT TRANSACTIONS

During 2014, certain participant contributions and loan repayments in the amount of $96,262 were not deposited with Great-West on a timely basis, in accordance to the DOL regulations, resulting in lost earnings of $19 (prohibited transaction amount) which will be deposited into the Plan by the Company in 2015. The Company will make the necessary excise tax filing with the IRS in 2015.

NOTE 12 - SUBSEQUENT EVENTS

In June 2015, the Company changed its name to The Bay Clubs Company, LLC and the Plan's name was changed to The Bay Clubs Company 401(k) Plan.

On April 2, 2015, the Company announced the acquisition of Spectrum Athletic Clubs. Effective June 1, 2015, the Spectrum Clubs, Inc. 401(k) Retirement Plan was merged into this plan and effective July 1, 2015 assets were transferred from the Spectrum Clubs, Inc. 401(k) Retirement Plan into this plan in accordance with the provisions of ERISA. The blackout period related to the transfer was from June 23, 2015 to July 23, 2015.

During 2015 the Company purchased Active Sports Club - Santana Row and eligible employees were allowed to participate in this Plan.

During 2015, certain participant contributions and loan repayments in the amount of $166,369 were not deposited with Great-West on a timely basis, in accordance to the DOL regulations, resulting in lost earnings of $181 (prohibited transaction amount) which will be fully deposited by the Company into the Plan in 2015. The Company will make the necessary excise tax filing with the IRS in 2015.

Effective January 1, 2015, the Plan was amended and restated for the Pension Protection Act of 2006 and other legislative and regulatory changes.

SUPPLEMENTAL SCHEDULES

REQUIRED BY THE DEPARTMENT OF LABOR

WESTERN ATHLETIC CLUBS, LLC 401(k) PROFIT SHARING PLAN **EIN: 94-2546868**
PLAN #001

SCHEDULE H LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2014

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Includes late Particpant Loan repayments	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$96,262*	$96,262*			

*Represents participant contributions and loan repayments in 2014 which were deposited late into the Plan. The Plan Sponsor will reimburse the Plan for lost earnings of $19 in 2015 and will make the necessary excise tax filing with the IRS in 2015.

See Independent Auditors' Report.

WESTERN ATHLETIC CLUBS, LLC 401(k) PROFIT SHARING PLAN **EIN: 94-2546868**
PLAN #001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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) Current value
*	Alger Capital Appreciation Fund	Mutual Fund	$ 322,553
*	American Beacon Small Capital Value Fund	Mutual Fund	4,409
*	American Fund Fundamental Investors Fund	Mutual Fund	267,534
*	American Funds Balanced Portfolio	Mutual Fund	1,590
*	American Funds EuroPacific Growth R4 Fund	Mutual Fund	1,407,467
*	American Funds New Perspective Fund	Mutual Fund	47,977
*	Artisan International Fund	Mutual Fund	255,785
*	Fidelity Advisor High Income Fund	Mutual Fund	4,988
*	Fidelity Low-Priced Stock Fund	Mutual Fund	576,170
*	Great-West T. Rowe Price Midcap Growth Fund	Mutual Fund	764,382
*	Great-West T.Rowe Price Equity Income Fund	Mutual Fund	195,070
*	MFS International Value Fund	Mutual Fund	271,418
*	MFS New Discovery Fund	Mutual Fund	202,260
*	MFS Value Fund	Mutual Fund	707,838
*	Oakmark Equity & Income I Fund	Mutual Fund	157,565
*	Oppenheimer Global Fund	Mutual Fund	486,518
*	PIMCO Real Return Fund	Mutual Fund	164,077
*	PIMCO Total Return Fund	Mutual Fund	1,076,314
*	Ridgeworth Mid-Cap Value Equity Fund	Mutual Fund	994,451
*	T. Rowe Price Blue Chip Growth Fund	Mutual Fund	20,341
*	T. Rowe Price Retirement 2010 Fund	Mutual Fund	2,354
*	T. Rowe Price Retirement 2020 Fund	Mutual Fund	116,891
*	T. Rowe Price Retirement 2025 Fund	Mutual Fund	933
*	T. Rowe Price Retirement 2030 Fund	Mutual Fund	24,255
*	T. Rowe Price Retirement 2035 Fund	Mutual Fund	933
*	T. Rowe Price Retirement 2040 Fund	Mutual Fund	17,711
*	T. Rowe Price Retirement 2050 Fund	Mutual Fund	1,141
*	T. Rowe Price Retirement 2055 Fund	Mutual Fund	5,710
*	Templeton Global Bond Fund	Mutual Fund	288,151
*	Vanguard 500 Index Fund	Mutual Fund	1,668,853
*	Vanguard Mid Cap Index Fund	Mutual Fund	318,897
*	Vanguard Small Cap Index Fund	Mutual Fund	581,096
*	Key Guaranteed Portfolio	Fixed Annuity	2,607,436
	Assets held for investment purposes		13,563,068
*	Participant Loans/Notes receivable from participants	Interest rates from 4.25% to 5.75%	253,578
	Total		$ 13,816,646

* Held and invested through Great-West, a party-in-interest to the Plan.

The above information has been certified by Great-West, to be complete and accurate to the best of their knowledge.

See Independent Auditors' Report.

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

Name of Plan: WESTERN ATHLETIC CLUBS, LLC 401(K) PROFIT SHARING PLAN

Employer Identification No.: ► 94-2546868
Plan year (beginning/ending):► 01/01/2014 to 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	
96262	96262			

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Western Athletic Clubs, LLC 401(k) Profit Sharing Plan
01-JAN-14 to 31-DEC-14

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1TRRAX			2,463.39	2,353.99
1TRRBX			116,912.13	116,891.43
1TRRHX			969.41	933.21
1TRRCX			24,305.28	24,254.62
1TRRJX			969.70	933.39
1TRRDX			17,672.66	17,710.63
1TRRMX			1,153.32	1,141.04
1TRRNX			5,561.03	5,710.24
1AFEP4			1,469,247.00	1,407,467.42
1AFNP4			50,278.12	47,976.68
1ARTIX			256,053.82	255,785.38
1MINHX			278,143.13	271,417.74
1OPPAX			422,878.37	486,518.33
1ABSYX			4,838.12	4,409.06
1MNDJX			227,522.01	202,260.37
1VSMAX			562,295.84	581,096.12
1FLPSX			571,336.94	576,169.50
1MGRXTM			643,651.43	764,382.45
1SMVTX			1,007,960.29	994,450.79
1VIMAX			301,862.86	318,896.46
1ALARX			331,364.70	322,553.00
1RFNEX			268,145.01	267,533.74
1AFGF4			0.33	0.31
180TEIX			202,847.23	195,070.27
1MEIJX			676,535.00	707,837.71
1TRBCX			20,407.03	20,341.17
1VFIAX			1,552,923.90	1,668,852.92
1RBAEX			1,590.13	1,589.64
1OAKBX			165,233.40	157,564.57
1FAHCX			5,084.01	4,987.61
1PARRX			171,177.42	164,077.19
1PTRAX			1,113,788.55	1,076,313.74
1TGBAX			303,430.40	288,151.28
1KGPF		1.200	2,410,930.86	2,604,718.96
			13,189,532.82	**13,560,350.96**
PARTICIPANT LOANS	VARIOUS	4.250-9.250	252,987.73	253,577.74
FORFEITURES			2,518.51	2,717.32

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 94-2546868

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Western Athletic Clubs, LLC 401(k) Profit Sharing Plan

01-JAN-14 to 31-DEC-14

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1TRRAX	T. Rowe Price Retirement 2010 Fund	1TRRBX	T. Rowe Price Retirement 2020 Fund
1TRRHX	T. Rowe Price Retirement 2025 Fund	1TRRCX	T. Rowe Price Retirement 2030 Fund
1TRRJX	T. Rowe Price Retirement 2035 Fund	1TRRDX	T. Rowe Price Retirement 2040 Fund
1TRRMX	T. Rowe Price Retirement 2050 Fund	1TRRNX	T. Rowe Price Retirement 2055 Fund
1AFEP4	American Funds EuroPacific Gr R4	1AFNP4	American Funds New Perspective R4
1ARTIX	Artisan International Inv	1MINHX	MFS International Value R4
1OPPAX	Oppenheimer Global Fund A	1ABSYX	American Beacon Small Cap Value Y
1MNDJX	MFS New Discovery R4	1VSMAX	Vanguard Small Cap Index Adm
1FLPSX	Fidelity Low-Priced Stock	1MGRXTM	Great-West T Rowe Price MidCap Gr Fund I
1SMVTX	RidgeWorth Mid-Cap Value Equity I	1VIMAX	Vanguard Mid Cap Index Fund - Admiral
1ALARX	Alger Capital Appreciation Instl I	1RFNEX	American Funds Fundamental Investors R4
1AFGF4	American Funds Growth Fund of Amer R4	180TEIX	Great-West T. Rowe Price Eq Inc Fund I
1MEIJX	MFS Value R4	1TRBCX	T. Rowe Price Blue Chip Growth
1VFIAX	Vanguard 500 Index Admiral	1RBAEX	American Funds Balanced Port R-4
1OAKBX	Oakmark Equity & Income I	1FAHCX	Fidelity Advisor High Income Advantage I
1PARRX	PIMCO Real Return Admin	1PTRAX	PIMCO Total Return Admin
1TGBAX	Templeton Global Bond Adv	1KGPF	Key Guaranteed Portfolio Fund

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