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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; 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;
- [X] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GRAND PACIFIC RESORTS, INC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1993

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

GRAND PACIFIC RESORTS, INC

5900 PASTEUR CT
SUITE 200
CARLSBAD, CA 92008

2b Employer Identification Number (EIN)
33-0582465

2c Sponsor's telephone number
760-431-8500

2d Business code (see instructions)
721110

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.	01/25/2016	TIMOTHY W SHINKLE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/25/2016	TIMOTHY W SHINKLOE
	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 Name [ ] Same as Plan Sponsor Address	**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**	2183
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	845
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	171
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1017
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	1018
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	526
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 3D 3H

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

9a Plan funding arrangement (check all that apply)		**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) [X] **D** (DFE/Participating Plan Information)

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

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan
GRAND PACIFIC RESORTS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAND PACIFIC RESORTS, INC

D Employer Identification Number (EIN)
33-0582465

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

ING LIFE INSURANCE & ANNUITY COMPANY

(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
71-0294708	86509	ZH9536	1018	07/01/2013	06/30/2014

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
20678	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

STRIPE JANEAN E
STE 300
13520 EVENING CREEK DR N
SAN DIEGO, CA 92128

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
20678			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		
	(c) Amount	**(d)** Purpose	**(e)** Organization code

(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	1218837
5	Current value of plan's interest under this contract in separate accounts at year end	5	10302341

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 FUNDING AGREEMENT

b	Balance at the end of the previous year			7b	1241469
c	Additions: (1) Contributions deposited during the year	7c(1)	152878		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	16894		
	(4) Transferred from separate account	7c(4)	4208		
	(5) Other (specify below)	7c(5)	24858		
	▶ LOAN REPAYMENTS MISCELLANEOUS				
	(6)Total additions			7c(6)	198838
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	1440307
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	185429		
	(2) Administration charge made by carrier	7e(2)	1018		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	22479		
	▶ NEW LOANS ISSUED				
	(5) Total deductions			7e(5)	208926
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1231381

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)**	
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)**	
(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)**	
(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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan
GRAND PACIFIC RESORTS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAND PACIFIC RESORTS, INC

D Employer Identification Number (EIN)
33-0582465

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

ING LIFE INSURANCE AND ANNUITY COMP

71-0294708

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

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

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

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

ING LIFE INSURANCE AND ANNUITY COMP

71-0294708

(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?
26	SERVICE PROVIDER	10129	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

(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: AKT, LLP	**b** EIN: 93-0623286	
c Position: AUDIT FIRM		
d Address: 5946 PRIESTLY DRIVE SUITE 200 CARLSBAD, CA 92008	**e** Telephone: 760-431-8440	

Explanation: THEY TERMINATED THE ACCOUNT BECAUSE THEY WERE NOT ABLE TO INCLUDE GP RESORTS IN THEIR CLIENT WORKLOAD.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan
GRAND PACIFIC RESORTS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GRAND PACIFIC RESORTS, INC

D Employer Identification Number (EIN)
33-0582465

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: VARIABLE ANNUITY ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0294708-000	P	10302341

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan
GRAND PACIFIC RESORTS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAND PACIFIC RESORTS, INC

D Employer Identification Number (EIN)
33-0582465

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	506525	497972
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7840052	10302341
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1241469	1231381
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	9588046	12031694
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	9588046	12031694

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)	577843	
(B) Participants	2a(1)(B)	915782	
(C) Others (including rollovers)	2a(1)(C)	115630	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1609255
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	20205	
(F) Other	2b(1)(F)	16894	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		37099
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1603007
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		6220
d Total income. Add all **income** amounts in column (b) and enter total	2d		3255581
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	799489	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		799489
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		2315
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	10129	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		10129
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		811933
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2443648
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: SCOTT & CRONIN, LLP **(2)** EIN: 33-0784932

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		2562
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan
GRAND PACIFIC RESORTS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAND PACIFIC RESORTS, INC

D Employer Identification Number (EIN)
33-0582465

Part I Distributions

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

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

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

EIN(s): 71-0294708

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):

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
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Certified Public Accountants
Financial Planning
Political Services

INDEPENDENT AUDITORS' REPORT

Scott & Cronin LLP

To the Plan Administrative Committee of
Grand Pacific Resorts, Inc. 401(k) Plan
Carlsbad, California

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Grand Pacific Resorts, Inc. 401(k) Plan, which compromise the statements of net assets available for benefits as of June 30, 2014, and the related statements of changes in net assets available for benefits for the year ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
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.

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by ING Life Insurance and Annuity Company, the custodian of the Plan, 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 year ended June 30, 2014, 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, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion on the 2014 financial statements. Accordingly, we do not express an opinion on these financial statements referred to in the first paragraph.

330 Encinitas Blvd, 101
Encinitas, CA 92024-8705

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Fax 760 632 3601

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Other Matter – Supplemental Schedules
The supplemental schedules of Schedule H, Line 4i and Schedule H, Line 4a, as of or for the year ended June 30, 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 these supplemental schedules.

Other Matter – 2013 Financial Statements
The financial statements of the Plan as of June 30, 2013, were audited by predecessor auditors. As permitted by 29 CRF 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by ING Life Insurance and Annuity Company, the custodian of the Plan. Their report, dated September 25, 2014, indicated that because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the statements; and the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the custodian, 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.

Scott & Cronin LLP

January 12, 2016

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	June 30, 2014	June 30, 2013
Assets		
Investments: (at fair value)		
Pooled separate accounts	$ 10,302,341	$ 7,840,052
Insurance company general account	1,218,837	1,239,174
	11,521,178	9,079,226
Participants receivables	2,703	2,703
Notes receivable from participants	497,972	506,525
Total assets	12,021,853	9,588,454
Adjustment from fair value to contract value for fully benefit responsive investment conract	12,544	2,295
Net assets available for benefits	$ 12,034,397	$ 9,590,749

See accompanying notes to the financial statements.

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year Ended June 30, 2014
Additions:	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 1,600,073
Dividends and other interest	16,894
Other income	3,121
Total investment income	1,620,088
Interest on notes receivable from participants	20,205
Contributions:	
Participants	915,782
Employer	577,843
Rollover	115,630
	1,609,255
Total additions	3,249,548
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	795,771
Administrative expenses	10,129
Total deductions	805,900
Net increase	2,443,648
Net assets available for benefits:	
Beginning of year	9,590,749
End of year	$ 12,034,397

See accompanying notes to the financial statements.

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS

Note 1 – Description of plan

The following description of the Grand Pacific Resorts, Inc. 401(k) Plan ("Plan") sponsored by Grand Pacific Resorts, Inc. ("Company") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of the Company. Eligible employees are those who have attained 1 year of service (1,000 hours) and are age 21 or older. The Plan is a safe harbor plan which exempts the Plan from anti-discrimination requirements by mandating that the Company make minimum contributions to all participant accounts making elective contributions. The Plan provides participants with a salary deferral option pursuant to Section 401(k) of the Internal Revenue Code. The Plan is subject to provisions of the Employee Retirement Income Security Act ("ERISA").

Contributions

Each year, participants may contribute up to a specified percent of pretax annual compensation, subject to limits of the tax law as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investments of their contributions into various investment options offered by the Plan. There are no non-participant directed contributions. The Company's safe harbor matching contribution is equal to the sum of 100% of the amount of the participant's elective deferrals that do not exceed 3% of the participant's compensation, plus 50% of the amount of the participant's elective deferrals that exceed 3% but not more than 5% of the participant's compensation.

Participant accounts

The Plan currently offers various pooled separate accounts and a fixed general account as investment options for participants. Each participant's account is credited with the participant's contribution, the Company's safe harbor matching contribution and an allocation of Plan earnings. 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. Asset management, custodian, and plan administration fees are charged to participant accounts on a pro-rata basis.

Vesting

Participants are vested immediately in their contributions and the Company's contributions plus actual earnings thereon.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loans must be repaid within 5 years and are secured by the balance in the participant's account and bear interest at a rate commensurate with rates charged by commercial lenders for loans made under similar circumstances. Interest rates range from 3.25% to 5% during the year ended June 30, 2014

Payment of benefits

On the termination of service due to death, disability, retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or may elect to receive an annuity. For termination of services due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Note 1 – Description of plan (continued)

Forfeitures

Forfeited non-vested accounts totaled $109,578 and $92,303 at June 30, 2014 and 2013, respectively. These accounts will be used to reduce future company's contributions or pay plan administrative expenses. There were no forfeitures used during the year ended June 30, 2014 and 2013.

Administrative expenses

Certain administrative functions are performed by officers or employees of the Company. No such officer of employee receives compensation from the Plan. In addition, certain Plan expenses are deducted from participant accounts or investment income, and the remainder of the Plan expense are paid by the Company.

Note 2 – Summary of 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. See Note 5 for discussion of fair value measurements.

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

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.

Note 3 – Information certified by the custodian

Unaudited information is certified by the Custodian. The June 30, 2014 and June 30, 2013 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended June 30, 2014, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Custodian in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Act of 1974. The information certified includes total investments, at fair value, of $11,521,178 and $9,079,226 at June 30, 2014 and 2013, respectively, contract value adjustment of $12,544, and related investment income of $1,620,088 in investments for the year ended June 30, 2014.

Note 4 – Investments

The following presents investments that represent 5 percent or more of the Plan's net assets at:

	June 30,	
	2014	2013
ING US Stock Index Portfolio	$ 1,625,970	$ 1,268,217
ING Fixed Account (at contract value)	1,231,381	1,241,469
ING Large Cap Growth Port Svc. Class	1,142,132	934,688
American Funds American Balanced Fund R2	1,022,037	822,222
ING Invesco Growth & Income Portfolio	766,217	689,724
PIMCO Total Return Fund	737,805	680,265
American Funds EuroPacific Growth Fund R2	704,125	528,549

During the year ended June 30, 2014, the Plan's pooled separate account investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,600,073.

Note 5 – Fair value measurements

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

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

Level 2 Inputs to the valuation methodology include

- quoted prices for similar assets of 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.

Note 5 – Fair value measurements (continued)

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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2014 and 2013.

Pooled separate accounts (PSA): PSA's invest in a variety of domestic stocks, international stocks, mutual funds, bonds and other securities. The majority of the underlying securities have observable level 1 quoted pricing inputs. While the underlying asset values are generally quoted prices the net asset value (NAV) of the separate PSAs are not publically quoted. PSA's can be redeemed on a daily basis and have a daily redemption notice period. Each PSA has its own investment strategy. Participants should refer to the individual PSA's prospectus for a more complete description of the PSA and its investment strategy. The following categories are included in a significant portion of the PSA's as of June 30, 2014 and 2013:

- Large Growth: Seeks long-term capital growth by primarily investing in common stocks of large-capitalization companies.
- Large Blend: Seeks total return by primarily investing in equity securities of companies included in the S&P 500 Index or equity securities of companies that are representative of the index (including derivatives) denominated by stocks of large U.S. companies.
- Asset Allocation: Seeks conservation of capital, current income and long-term growth of capital and income by investing in a broad range of securities, including common stocks, investment-grade bonds and securities issued and guaranteed by the U.S. government and by federal agencies and instrumentalities.
- Foreign Large Blend: Seeks to provide investment results of a widely accepted international index by investing in equity securities of companies, which are at the time of purchase, included in the index; convertible securities that are convertible into stocks included in the index; other derivatives whose economic returns are, by design, closely equivalent to the returns of the index or its components; and exchanged-traded funds.
- Bond Total Return Funds: Seeks maximum total return, consistent with preservation of capital by investing a diversified portfolio of Fixed Income Instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements.
- Large Value: Seeks long-term growth of capital and income by investing in income-producing equity securities, including common stocks, convertible securities and non-convertible preferred stocks and debt instruments rated "investment-grade".
- Mid-Cap Growth: Seeks to provide long-term capital growth by investing at least 80% of assets (including any borrowings for investment purposes) in a broadly diversified portfolio of common stocks of mid-cap U.S. and foreign companies.
- Mid-Cap Value: Seeks long-term capital growth; income is a secondary objective by investing at least 80% of its assets in equity securities of mid-capitalization companies.
- World Stock: Seeks capital appreciation by investing mainly in common stocks of companies in the United States and foreign countries currently emphasizes investments in developed markets such as the United States, Western European countries and Japan with a focus on investments in mid- and large-capitalization companies.

Insurance company general account (guaranteed interest): Fair value is the amount Plan participants would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity. This fair value represents contract value adjusted to reflect current market interest rates.

Note 5 – Fair value measurements (continued)

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

	Assets at Fair Value as of June 30, 2014			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Large growth	–	$ 2,015,148	–	$ 2,015,148
Asset allocation	–	1,701,081	–	1,701,081
Large blend	–	1,625,970	–	1,625,970
Foreign large blend	–	1,105,617	–	1,105,617
Bond funds	–	1,104,669	–	1,104,669
Large value	–	766,217	–	766,217
Mid-Cap value	–	635,946	–	635,946
Mid-Cap growth	–	550,528	–	550,528
World stock	–	432,287	–	432,287
Small cap blend	–	131,030	–	131,030
Mid-Cap blend	–	112,782	–	112,782
Emerging markets	–	52,471	–	52,471
Real estate	–	32,057	–	32,057
Commodities	–	19,550	–	19,550
Money market	–	16,988	–	16,988
Total PSA's:	–	10,302,341	–	10,302,341
Insurance company general account		–	1,218,837	1,218,837
Total assets at fair value	–	$10,302,341	$ 1,218,837	$ 11,521,178

	Assets at Fair Value as of June 30, 2013			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Large growth	–	$ 1,461,996	–	$ 1,461,996
Large blend	–	1,268,217	–	1,268,217
Asset allocation	–	1,255,818	–	1,255,818
Bond funds	–	963,843	–	963,843
Foreign large blend	–	726,639	–	726,639
Large value	–	689,724	–	689,724
Mid-Cap value	–	499,211	–	499,211
Mid-Cap growth	–	459,657	–	459,657
World stock	–	283,186	–	283,186
Small-Cap blend	–	105,898	–	105,898
Mid-Cap blend	–	74,237	–	74,237
Emerging markets	–	25,254	–	25,254
Real estate	–	17,597	–	17,597
Commodities	–	6,373	–	6,373
Money market	–	2,402	–	2,402
Total PSA's:	–	7,840,052	–	7,840,052
Insurance company general account		–	1,239,174	1,239,174
Total assets at fair value	–	$ 7,840,852	$ 1,239,174	$ 9,079,226

Note 5 – Fair value measurements (continued)

The table below sets forth the changes in the fair value of the Plan's level 3 assets for the year ended June 30, 2014:

	Level 3; Insurance company general account
Balance, beginning of the year	1,239,174
Interest income	16,894
Purchases	177,736
Sales	(207,908)
Unrealized loss	(10,249)
Fees	(1,018)
Transfers	4,208
Balance, end of the year	1,218,837

Note 6 – Insurance Company general account

The Plan's investments include a fully benefit-responsive insurance contract with ING Life Insurance and Annuity Company (ING). They maintain the contributions in a general account. The account is credited with earnings on the underlying investment and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value with an adjustment to contract value. Contract value, as reported to the Plan by ING, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. The guaranteed investment contract issuers are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events included amendments to the Plan documents (including complete or partial plan termination or merger with another plan), changes to the Plan's prohibition on competing investment options or deletion of equity was provisions, bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or the failure of the trust to qualify for the exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events would limit the Plan's ability to transact at contract value with participants.

Average yields for the years ended June 30:

	2014	2013
Based on actual earnings	1.00%	1.00%
Based on interest rate credited to participants	1.40%	1.50%

Note 7 – Party-in-interest transactions

Certain Plan investments are managed by ING Life Insurance and Annuity Company. ING is the Custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were netted in the return of the investment.

Note 8 – Plan termination

Although it has not expressed any intent to do so, the Company has a 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 accounts.

Note 9 – Tax status

The Internal Revenue Service has determined and informed the Plan Administrator on behalf of the Company by letter dated August 7, 2001, that the Prototype Non-standardized Safe Harbor Profit Sharing Plan with CODA sponsored by ReliaStar Life Insurance Company, which has been adopted by the Plan, is acceptable pursuant to Section 401 of the Internal Revenue Code (IRC) and in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that 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 if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL.

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 it is no longer subject to income tax examinations for years prior to 2010.

Note 10 – Risks and uncertainties

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

Note 11 – Non-exempt transactions

During the year ended June 30, 2013, the Plan Sponsor unintentionally delayed the remittance of participant contributions. The total amount of delinquent contributions of $2,562 and interest of $141 for lost earnings was still outstanding as of June 30, 2014. The participant contributions were remitted July 2014 and any excise taxes related to the delinquent contributions were paid by the Plan Sponsor.

Note 12 – Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2014	2013
Net assets available for benefits per the financial statements	$ 12,034,397	$ 9,590,749
Less: current year receivables	(2,703)	(2,703)
Net assets available for benefits per the Form 5500	$ 12,031,694	$ 9,588,046

Note 12 – Reconciliation of financial statements to Form 5500 (continued)

The following is a reconciliation of income and expenses per the financial statements to the Form 5500 for the year ended June 30, 2014:

	Total income	Total expenses
Per the financial statements	$ 3,249,548	$ (805,900)
Offset and deemed notes receivable from participants	6,033	(6,033)
Per the Form 5500	$ 3,255,581	$ (811,933)

Note 13 – Subsequent events

Management of the Plan has evaluated subsequent events through the date of this report which is the date the financials were available to be issued.

SUPPLEMENTARY INFORMATION

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
Schedule H, Line 4i
Schedule of Assets (Held at End of Year)

Plan Name: Grand Pacific Resorts, Inc. 401(k) Plan
Date: June 30, 2014
EIN: 33-0582465
Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	ING US Stock Index Portfolio	Pooled Separate Account	**	$ 1,625,970
*	ING Large Cap Growth Portfolio	Pooled Separate Account	**	1,142,132
	American Funds American Balanced Fund	Pooled Separate Account	**	1,022,039
*	ING Invesco Growth & Income Portfolio	Pooled Separate Account	**	766,217
	PIMCO Total Return Fund	Pooled Separate Account	**	737,805
	American Funds EuroPacific Growth Fund	Pooled Separate Account	**	704,125
*	ING Oppenheimer Global Port Advantage	Pooled Separate Account	**	432,287
	American Funds Growth	Pooled Separate Account	**	428,953
*	ING T. Rowe Price Growth Equity Portfolio	Pooled Separate Account	**	426,821
*	ING International Index Portfolio	Pooled Separate Account	**	401,491
*	ING American Century Small-Mid Cap Value	Pooled Separate Account	**	372,711
*	ING Baron Growth	Pooled Separate Account	**	337,427
	PIMCO Low Duration Fund	Pooled Separate Account	**	270,948
*	ING JP Morgan Mid Cap Value	Pooled Separate Account	**	263,234
*	ING Invesco Equity & Income Portfolio	Pooled Separate Account	**	229,683
*	ING T. Rowe Price Diversified Midcap Growth	Pooled Separate Account	**	213,101
*	ING Solution 2045 Portfolio	Pooled Separate Account	**	188,715
*	ING Russel Small Cap Index	Pooled Separate Account	**	131,030
*	ING Russel Mid Cap Index	Pooled Separate Account	**	112,782
*	ING Solution 2035 Portfolio	Pooled Separate Account	**	87,926
*	ING U.S. Bond Index Portfolio	Pooled Separate Account	**	75,360
*	ING Solution 2025 Portfolio	Pooled Separate Account	**	70,718
*	ING Solution 2055 Portfolio	Pooled Separate Account	**	57,175
	American Funds Nw Prospective R3	Pooled Separate Account	**	52,471
*	ING Real Estate Fund	Pooled Separate Account	**	32,057
*	ING Solution Balanced Portfolio	Pooled Separate Account	**	24,215
	PIMCO Real Return Fund	Pooled Separate Account	**	20,556
	PIMCO Commodity Real Return Strat Fund R	Pooled Separate Account	**	19,550
*	ING Solution Mod Aggressive Portfolio	Pooled Separate Account	**	17,227
*	ING Money Market Fund A	Pooled Separate Account	**	16,988
*	ING Solution 2015 Portfolio	Pooled Separate Account	**	11,973
*	ING Solution Income Portfolio	Pooled Separate Account	**	7,114
*	ING Solution Mod Conservative Portfolio	Pooled Separate Account	**	1,345
*	ING Solution Conservative Portfolio	Pooled Separate Account	**	179
*	ING Solution Aggressive Portfolio	Pooled Separate Account	**	15
*	ING Fixed Account	Insurance Company General Account	**	1,231,381
	Notes receivable from participants	Interest Rate: 3.25% - 5.00%	**	497,972
	Total		**	12,031,694

* Party in interest
** Cost omitted for participant directed investments as not applicable.

See independent auditors' report.

GRAND PACIFIC RESORTS, INC. 401(K) PLAN

Schedule H, Line 4a

Schedule of Delinquent Participants Contributions

Plan Name: Grand Pacific Resorts, Inc. 401(k) Plan
Date: June 30, 2014
EIN: 33-0582465
Plan Number: 001

Participant Contributions Transferred Late to the Plan	Late Loan Repayments Included	Total Contributions that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Not Corrected	Corrected Outside VFCP	Pending Correction in VFCP	
Contributions during the year ended June 30, 2013	$0	$2,562			

See independent auditors' report.

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
Grand pacific Resorts, Inc. 401(k) Plan
EIN 33-0582465
Plan 001
As of June 30, 2014

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
	American Funds Am Balancd R3	Registered Investment Company		$1,022,039
	American Funds EuroPacific R3	Registered Investment Company		$704,125
	American Funds Growth Fnd R3	Registered Investment Company		$428,953
	American Funds Nw Prspctv R3	Registered Investment Company		$52,471
	PIMCO CmdtyRlRtn Strat Fnd R	Registered Investment Company		$19,550
	PIMCO Low Duration Fund R	Registered Investment Company		$270,948
	PIMCO Real Return Fund R	Registered Investment Company		$20,556
	PIMCO Total Return Fund R	Registered Investment Company		$737,805
*	Voya Fixed Account	Insurance Company General Account		$1,231,381
*	Voya International Ind Prt S2	Registered Investment Company		$401,491
*	Voya Large Cap Growth Prt Srv2	Registered Investment Company		$1,142,132
*	Voya Mny Mkt Fd A	Registered Investment Company		$16,988
*	Voya Real Estate Fund A	Registered Investment Company		$32,057
*	Voya Russell MdCp Indx Prt S2	Registered Investment Company		$112,782
*	Voya Russell SmCp Indx Prt S2	Registered Investment Company		$131,030
*	Voya Solution 2015 Port Srv2	Registered Investment Company		$11,973
*	Voya Solution 2025 Port Srv2	Registered Investment Company		$70,718
*	Voya Solution 2035 Port Srv2	Registered Investment Company		$87,926
*	Voya Solution 2045 Port Srv2	Registered Investment Company		$188,715
*	Voya Solution 2055 Port Srv2	Registered Investment Company		$57,175
*	Voya Solution Aggress Pt Srv2	Registered Investment Company		$15
*	Voya Solution Balanced Pt Srv2	Registered Investment Company		$24,215
*	Voya Solution Conserv Pt Srv2	Registered Investment Company		$179
*	Voya Solution Income Pt Srv2	Registered Investment Company		$7,114
*	Voya Solution Mod Agg Pt Srv 2	Registered Investment Company		$17,227
*	Voya Solution Mod Cons Pt Srv2	Registered Investment Company		$1,345
*	Voya US Bond Index Port S2	Registered Investment Company		$75,360
*	Voya US Stock Index Port Srv2	Registered Investment Company		$1,625,970
*	VY AmCen Sm-MdCp Vl Port Srv2	Registered Investment Company		$372,711
*	VY Baron Growth Port Srv2	Registered Investment Company		$337,427
*	VY Invesco Eqty & Inc Pt Srv2	Registered Investment Company		$229,683
*	VY Invesco Grw & Inc Prt Srv2	Registered Investment Company		$766,217
*	VY JPM MdCp Value Port Srv2	Registered Investment Company		$263,234
*	VY Oppenhmr Global Port Srv2	Registered Investment Company		$432,287
*	VY TRwPr Divr MdCp Gr Pt Srv2	Registered Investment Company		$213,101
*	VY TRwPr Grw Eqty Pt Srv2	Registered Investment Company		$426,821
	Participant Loan Fund	Partcipant Loans (Loan Rate 4.25% to 4.25%)		$497,972
	TOTAL			$12,031,694

* denotes party-in-interest
Column (d) is not required as the Plan's investments are totally participant directed.

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
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Certified Public Accountants
Financial Planning
Political Services

INDEPENDENT AUDITORS' REPORT

Scott & Cronin LLP

To the Plan Administrative Committee of
Grand Pacific Resorts, Inc. 401(k) Plan
Carlsbad, California

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Grand Pacific Resorts, Inc. 401(k) Plan, which compromise the statements of net assets available for benefits as of June 30, 2014, and the related statements of changes in net assets available for benefits for the year ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
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.

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by ING Life Insurance and Annuity Company, the custodian of the Plan, 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 year ended June 30, 2014, 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, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion on the 2014 financial statements. Accordingly, we do not express an opinion on these financial statements referred to in the first paragraph.

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Other Matter – Supplemental Schedules
The supplemental schedules of Schedule H, Line 4i and Schedule H, Line 4a, as of or for the year ended June 30, 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 these supplemental schedules.

Other Matter – 2013 Financial Statements
The financial statements of the Plan as of June 30, 2013, were audited by predecessor auditors. As permitted by 29 CRF 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by ING Life Insurance and Annuity Company, the custodian of the Plan. Their report, dated September 25, 2014, indicated that because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the statements; and the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the custodian, 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.

Scott & Cronin LLP

January 12, 2016

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	June 30, 2014	June 30, 2013
Assets		
Investments: (at fair value)		
Pooled separate accounts	$ 10,302,341	$ 7,840,052
Insurance company general account	1,218,837	1,239,174
	11,521,178	9,079,226
Participants receivables	2,703	2,703
Notes receivable from participants	497,972	506,525
Total assets	12,021,853	9,588,454
Adjustment from fair value to contract value for fully benefit responsive investment conract	12,544	2,295
Net assets available for benefits	$ 12,034,397	$ 9,590,749

See accompanying notes to the financial statements.

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year Ended June 30, 2014
Additions:	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 1,600,073
Dividends and other interest	16,894
Other income	3,121
Total investment income	1,620,088
Interest on notes receivable from participants	20,205
Contributions:	
Participants	915,782
Employer	577,843
Rollover	115,630
	1,609,255
Total additions	3,249,548
Deductions:	
Deductions from net assets attributed to:	
Benefits paid to participants	795,771
Administrative expenses	10,129
Total deductions	805,900
Net increase	2,443,648
Net assets available for benefits:	
Beginning of year	9,590,749
End of year	$ 12,034,397

See accompanying notes to the financial statements.

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS

Note 1 – Description of plan

The following description of the Grand Pacific Resorts, Inc. 401(k) Plan ("Plan") sponsored by Grand Pacific Resorts, Inc. ("Company") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of the Company. Eligible employees are those who have attained 1 year of service (1,000 hours) and are age 21 or older. The Plan is a safe harbor plan which exempts the Plan from anti-discrimination requirements by mandating that the Company make minimum contributions to all participant accounts making elective contributions. The Plan provides participants with a salary deferral option pursuant to Section 401(k) of the Internal Revenue Code. The Plan is subject to provisions of the Employee Retirement Income Security Act ("ERISA").

Contributions

Each year, participants may contribute up to a specified percent of pretax annual compensation, subject to limits of the tax law as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investments of their contributions into various investment options offered by the Plan. There are no non-participant directed contributions. The Company's safe harbor matching contribution is equal to the sum of 100% of the amount of the participant's elective deferrals that do not exceed 3% of the participant's compensation, plus 50% of the amount of the participant's elective deferrals that exceed 3% but not more than 5% of the participant's compensation.

Participant accounts

The Plan currently offers various pooled separate accounts and a fixed general account as investment options for participants. Each participant's account is credited with the participant's contribution, the Company's safe harbor matching contribution and an allocation of Plan earnings. 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. Asset management, custodian, and plan administration fees are charged to participant accounts on a pro-rata basis.

Vesting

Participants are vested immediately in their contributions and the Company's contributions plus actual earnings thereon.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loans must be repaid within 5 years and are secured by the balance in the participant's account and bear interest at a rate commensurate with rates charged by commercial lenders for loans made under similar circumstances. Interest rates range from 3.25% to 5% during the year ended June 30, 2014

Payment of benefits

On the termination of service due to death, disability, retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or may elect to receive an annuity. For termination of services due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Note 1 – Description of plan (continued)

Forfeitures

Forfeited non-vested accounts totaled $109,578 and $92,303 at June 30, 2014 and 2013, respectively. These accounts will be used to reduce future company's contributions or pay plan administrative expenses. There were no forfeitures used during the year ended June 30, 2014 and 2013.

Administrative expenses

Certain administrative functions are performed by officers or employees of the Company. No such officer of employee receives compensation from the Plan. In addition, certain Plan expenses are deducted from participant accounts or investment income, and the remainder of the Plan expense are paid by the Company.

Note 2 – Summary of 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. See Note 5 for discussion of fair value measurements.

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

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.

Note 3 – Information certified by the custodian

Unaudited information is certified by the Custodian. The June 30, 2014 and June 30, 2013 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended June 30, 2014, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Custodian in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Act of 1974. The information certified includes total investments, at fair value, of $11,521,178 and $9,079,226 at June 30, 2014 and 2013, respectively, contract value adjustment of $12,544, and related investment income of $1,620,088 in investments for the year ended June 30, 2014.

Note 4 – Investments

The following presents investments that represent 5 percent or more of the Plan's net assets at:

	June 30,	
	2014	2013
ING US Stock Index Portfolio	$ 1,625,970	$ 1,268,217
ING Fixed Account (at contract value)	1,231,381	1,241,469
ING Large Cap Growth Port Svc. Class	1,142,132	934,688
American Funds American Balanced Fund R2	1,022,037	822,222
ING Invesco Growth & Income Portfolio	766,217	689,724
PIMCO Total Return Fund	737,805	680,265
American Funds EuroPacific Growth Fund R2	704,125	528,549

During the year ended June 30, 2014, the Plan's pooled separate account investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,600,073.

Note 5 – Fair value measurements

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

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

Level 2 Inputs to the valuation methodology include

- quoted prices for similar assets of 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.

Note 5 – Fair value measurements (continued)

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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2014 and 2013.

Pooled separate accounts (PSA): PSA's invest in a variety of domestic stocks, international stocks, mutual funds, bonds and other securities. The majority of the underlying securities have observable level 1 quoted pricing inputs. While the underlying asset values are generally quoted prices the net asset value (NAV) of the separate PSAs are not publically quoted. PSA's can be redeemed on a daily basis and have a daily redemption notice period. Each PSA has its own investment strategy. Participants should refer to the individual PSA's prospectus for a more complete description of the PSA and its investment strategy. The following categories are included in a significant portion of the PSA's as of June 30, 2014 and 2013:

- Large Growth: Seeks long-term capital growth by primarily investing in common stocks of large-capitalization companies.
- Large Blend: Seeks total return by primarily investing in equity securities of companies included in the S&P 500 Index or equity securities of companies that are representative of the index (including derivatives) denominated by stocks of large U.S. companies.
- Asset Allocation: Seeks conservation of capital, current income and long-term growth of capital and income by investing in a broad range of securities, including common stocks, investment-grade bonds and securities issued and guaranteed by the U.S. government and by federal agencies and instrumentalities.
- Foreign Large Blend: Seeks to provide investment results of a widely accepted international index by investing in equity securities of companies, which are at the time of purchase, included in the index; convertible securities that are convertible into stocks included in the index; other derivatives whose economic returns are, by design, closely equivalent to the returns of the index or its components; and exchanged-traded funds.
- Bond Total Return Funds: Seeks maximum total return, consistent with preservation of capital by investing a diversified portfolio of Fixed Income Instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements.
- Large Value: Seeks long-term growth of capital and income by investing in income-producing equity securities, including common stocks, convertible securities and non-convertible preferred stocks and debt instruments rated "investment-grade".
- Mid-Cap Growth: Seeks to provide long-term capital growth by investing at least 80% of assets (including any borrowings for investment purposes) in a broadly diversified portfolio of common stocks of mid-cap U.S. and foreign companies.
- Mid-Cap Value: Seeks long-term capital growth; income is a secondary objective by investing at least 80% of its assets in equity securities of mid-capitalization companies.
- World Stock: Seeks capital appreciation by investing mainly in common stocks of companies in the United States and foreign countries currently emphasizes investments in developed markets such as the United States, Western European countries and Japan with a focus on investments in mid- and large-capitalization companies.

Insurance company general account (guaranteed interest): Fair value is the amount Plan participants would receive currently if they were to withdraw or transfer funds within the Plan prior to their maturity. This fair value represents contract value adjusted to reflect current market interest rates.

Note 5 – Fair value measurements (continued)

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

	Assets at Fair Value as of June 30, 2014			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Large growth	–	$ 2,015,148	–	$ 2,015,148
Asset allocation	–	1,701,081	–	1,701,081
Large blend	–	1,625,970	–	1,625,970
Foreign large blend	–	1,105,617	–	1,105,617
Bond funds	–	1,104,669	–	1,104,669
Large value	–	766,217	–	766,217
Mid-Cap value	–	635,946	–	635,946
Mid-Cap growth	–	550,528	–	550,528
World stock	–	432,287	–	432,287
Small cap blend	–	131,030	–	131,030
Mid-Cap blend	–	112,782	–	112,782
Emerging markets	–	52,471	–	52,471
Real estate	–	32,057	–	32,057
Commodities	–	19,550	–	19,550
Money market	–	16,988	–	16,988
Total PSA's:	–	10,302,341	–	10,302,341
Insurance company general account		–	1,218,837	1,218,837
Total assets at fair value	–	$10,302,341	$ 1,218,837	$ 11,521,178

	Assets at Fair Value as of June 30, 2013			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Large growth	–	$ 1,461,996	–	$ 1,461,996
Large blend	–	1,268,217	–	1,268,217
Asset allocation	–	1,255,818	–	1,255,818
Bond funds	–	963,843	–	963,843
Foreign large blend	–	726,639	–	726,639
Large value	–	689,724	–	689,724
Mid-Cap value	–	499,211	–	499,211
Mid-Cap growth	–	459,657	–	459,657
World stock	–	283,186	–	283,186
Small-Cap blend	–	105,898	–	105,898
Mid-Cap blend	–	74,237	–	74,237
Emerging markets	–	25,254	–	25,254
Real estate	–	17,597	–	17,597
Commodities	–	6,373	–	6,373
Money market	–	2,402	–	2,402
Total PSA's:	–	7,840,052	–	7,840,052
Insurance company general account		–	1,239,174	1,239,174
Total assets at fair value	–	$ 7,840,852	$ 1,239,174	$ 9,079,226

Note 5 – Fair value measurements (continued)

The table below sets forth the changes in the fair value of the Plan's level 3 assets for the year ended June 30, 2014:

	Level 3; Insurance company general account
Balance, beginning of the year	1,239,174
Interest income	16,894
Purchases	177,736
Sales	(207,908)
Unrealized loss	(10,249)
Fees	(1,018)
Transfers	4,208
Balance, end of the year	1,218,837

Note 6 – Insurance Company general account

The Plan's investments include a fully benefit-responsive insurance contract with ING Life Insurance and Annuity Company (ING). They maintain the contributions in a general account. The account is credited with earnings on the underlying investment and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value with an adjustment to contract value. Contract value, as reported to the Plan by ING, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. The guaranteed investment contract issuers are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events included amendments to the Plan documents (including complete or partial plan termination or merger with another plan), changes to the Plan's prohibition on competing investment options or deletion of equity was provisions, bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or the failure of the trust to qualify for the exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events would limit the Plan's ability to transact at contract value with participants.

Average yields for the years ended June 30:

	2014	2013
Based on actual earnings	1.00%	1.00%
Based on interest rate credited to participants	1.40%	1.50%

Note 7 – Party-in-interest transactions

Certain Plan investments are managed by ING Life Insurance and Annuity Company. ING is the Custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were netted in the return of the investment.

Note 8 – Plan termination

Although it has not expressed any intent to do so, the Company has a 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 accounts.

Note 9 – Tax status

The Internal Revenue Service has determined and informed the Plan Administrator on behalf of the Company by letter dated August 7, 2001, that the Prototype Non-standardized Safe Harbor Profit Sharing Plan with CODA sponsored by ReliaStar Life Insurance Company, which has been adopted by the Plan, is acceptable pursuant to Section 401 of the Internal Revenue Code (IRC) and in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that 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 if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL.

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 it is no longer subject to income tax examinations for years prior to 2010.

Note 10 – Risks and uncertainties

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

Note 11 – Non-exempt transactions

During the year ended June 30, 2013, the Plan Sponsor unintentionally delayed the remittance of participant contributions. The total amount of delinquent contributions of $2,562 and interest of $141 for lost earnings was still outstanding as of June 30, 2014. The participant contributions were remitted July 2014 and any excise taxes related to the delinquent contributions were paid by the Plan Sponsor.

Note 12 – Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2014	2013
Net assets available for benefits per the financial statements	$ 12,034,397	$ 9,590,749
Less: current year receivables	(2,703)	(2,703)
Net assets available for benefits per the Form 5500	$ 12,031,694	$ 9,588,046

Note 12 – Reconciliation of financial statements to Form 5500 (continued)

The following is a reconciliation of income and expenses per the financial statements to the Form 5500 for the year ended June 30, 2014:

	Total income	Total expenses
Per the financial statements	$ 3,249,548	$ (805,900)
Offset and deemed notes receivable from participants	6,033	(6,033)
Per the Form 5500	$ 3,255,581	$ (811,933)

Note 13 – Subsequent events

Management of the Plan has evaluated subsequent events through the date of this report which is the date the financials were available to be issued.

SUPPLEMENTARY INFORMATION

GRAND PACIFIC RESORTS, INC. 401(K) PLAN
Schedule H, Line 4i
Schedule of Assets (Held at End of Year)

Plan Name: Grand Pacific Resorts, Inc. 401(k) Plan
Date: June 30, 2014
EIN: 33-0582465
Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	ING US Stock Index Portfolio	Pooled Separate Account	**	$ 1,625,970
*	ING Large Cap Growth Portfolio	Pooled Separate Account	**	1,142,132
	American Funds American Balanced Fund	Pooled Separate Account	**	1,022,039
*	ING Invesco Growth & Income Portfolio	Pooled Separate Account	**	766,217
	PIMCO Total Return Fund	Pooled Separate Account	**	737,805
	American Funds EuroPacific Growth Fund	Pooled Separate Account	**	704,125
*	ING Oppenheimer Global Port Advantage	Pooled Separate Account	**	432,287
	American Funds Growth	Pooled Separate Account	**	428,953
*	ING T. Rowe Price Growth Equity Portfolio	Pooled Separate Account	**	426,821
*	ING International Index Portfolio	Pooled Separate Account	**	401,491
*	ING American Century Small-Mid Cap Value	Pooled Separate Account	**	372,711
*	ING Baron Growth	Pooled Separate Account	**	337,427
	PIMCO Low Duration Fund	Pooled Separate Account	**	270,948
*	ING JP Morgan Mid Cap Value	Pooled Separate Account	**	263,234
*	ING Invesco Equity & Income Portfolio	Pooled Separate Account	**	229,683
*	ING T. Rowe Price Diversified Midcap Growth	Pooled Separate Account	**	213,101
*	ING Solution 2045 Portfolio	Pooled Separate Account	**	188,715
*	ING Russel Small Cap Index	Pooled Separate Account	**	131,030
*	ING Russel Mid Cap Index	Pooled Separate Account	**	112,782
*	ING Solution 2035 Portfolio	Pooled Separate Account	**	87,926
*	ING U.S. Bond Index Portfolio	Pooled Separate Account	**	75,360
*	ING Solution 2025 Portfolio	Pooled Separate Account	**	70,718
*	ING Solution 2055 Portfolio	Pooled Separate Account	**	57,175
	American Funds Nw Prospective R3	Pooled Separate Account	**	52,471
*	ING Real Estate Fund	Pooled Separate Account	**	32,057
*	ING Solution Balanced Portfolio	Pooled Separate Account	**	24,215
	PIMCO Real Return Fund	Pooled Separate Account	**	20,556
	PIMCO Commodity Real Return Strat Fund R	Pooled Separate Account	**	19,550
*	ING Solution Mod Aggressive Portfolio	Pooled Separate Account	**	17,227
*	ING Money Market Fund A	Pooled Separate Account	**	16,988
*	ING Solution 2015 Portfolio	Pooled Separate Account	**	11,973
*	ING Solution Income Portfolio	Pooled Separate Account	**	7,114
*	ING Solution Mod Conservative Portfolio	Pooled Separate Account	**	1,345
*	ING Solution Conservative Portfolio	Pooled Separate Account	**	179
*	ING Solution Aggressive Portfolio	Pooled Separate Account	**	15
*	ING Fixed Account	Insurance Company General Account	**	1,231,381
	Notes receivable from participants	Interest Rate: 3.25% - 5.00%	**	497,972
	Total		**	12,031,694

* Party in interest
** Cost omitted for participant directed investments as not applicable.

See independent auditors' report.

GRAND PACIFIC RESORTS, INC. 401(K) PLAN

Schedule H, Line 4a

Schedule of Delinquent Participants Contributions

Plan Name: Grand Pacific Resorts, Inc. 401(k) Plan
Date: June 30, 2014
EIN: 33-0582465
Plan Number: 001

Participant Contributions Transferred Late to the Plan	Late Loan Repayments Included	Total Contributions that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Not Corrected	Corrected Outside VFCP	Pending Correction in VFCP	
Contributions during the year ended June 30, 2013	$0	$2,562			

See independent auditors' report.