

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
		2015
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>SAFELITE GROUP, INC. ASSOCIATES RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>003</u> 1c Effective date of plan <u>07/01/1993</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>SAFELITE GROUP, INC.</u> <u>2400 FARMERS DRIVE</u> <u>COLUMBUS, OH 43235</u>	2b Employer Identification Number (EIN) <u>31-1725961</u> 2c Plan Sponsor's telephone number <u>614-210-9337</u> 2d Business code (see instructions) <u>811120</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2016</u>	<u>KAREN HAMILTON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2015)
v. 150123

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 12911
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year.....	6a(1) 10651
a(2) Total number of active participants at the end of the plan year	6a(2) 11436
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 2885
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 14321
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 85
f Total. Add lines 6d and 6e	6f 14406
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 13664
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 1087
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 2S 2T 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III	Form M-1 Compliance Information (to be completed by welfare benefit plans)
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11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

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

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

11c Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan SAFELITE GROUP, INC. ASSOCIATES RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN FUNDS
95-1411037

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
BUFFALO
48-1069845

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PIMCO FUNDS
95-2632339

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
TCW
95-2749628

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

VANGUARD

23-1945930

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

FIDELITY

06-1194217

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

COLLINS

45-4636790

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

ALPHA

27-4169890

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

AMG FUNDS

06-1298481

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 21 37 50 62 64	SERVICE PROVIDER	1217801	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

RAYMOND JAMES

59-1531281

(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?
21 50	INVESTMENT MANAGER	179457	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON

53-0181291

(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?
17 50	CONSULTING	94302	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)

REA & ASSOCIATES, INC.

58-1428634

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	ACCOUNTING	19000	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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>SAFELITE GROUP, INC. ASSOCIATES RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SAFELITE GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1725961</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO S & P INDEX FUND N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>94-3224211-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12238684</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N35

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>52-2251296-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>36177015</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO S & P MIDCAP INDEX FD N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>52-2265235-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4742578</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO BOND INDEX FUND N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>94-3226244-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>828658</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO INTL EQUITY INDEX FD N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>52-2265229-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>869817</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO RUSSELL 2000 INDEX FD N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>52-2265233-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1112792</u>
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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)
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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
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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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan SAFELITE GROUP, INC. ASSOCIATES RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961	

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	9092	3770
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)	10606353	11653108
(9) Value of interest in common/collective trusts.....	1c(9)	54182413	55969545
(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)	198480083	203518224
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	263277941	271144647

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	263277941	271144647
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8515084	
(B) Participants	2a(1)(B)	25107325	
(C) Others (including rollovers)	2a(1)(C)	1305721	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		34928130

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)	576643	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		576643

(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)	2576290	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2576290

(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)		-34324
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-5448821
c Other income	2c		124506
d Total income. Add all income amounts in column (b) and enter total	2d		32722424

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	23430168	
(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)		23430168
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		-5722
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)	1431272	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1431272
j Total expenses. Add all expense amounts in column (b) and enter total	2j		24855718

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7866706
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) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

(1) Name: REA & ASSOCIATES, INC.

(2) EIN: 34-1310124

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	N/A	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.)		☒		
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.)		☒		

	Yes	No	N/A	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.)		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.)		X		
e Was this plan covered by a fidelity bond?	X			1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.				
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>SAFELITE GROUP, INC. ASSOCIATES RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAFELITE GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1725961</u>

Part I	Distributions
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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	<u>0</u>
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): <u>41-6257133</u>		
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 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
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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
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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.
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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
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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): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

Safelite Group Associates' Retirement Savings Plan

*Financial Statements as of December 31, 2015 and 2014,
and for the Year Ended December 31, 2015,
and Supplemental Schedule as of December 31, 2015*



Rea & associates

www.reacpa.com

SAFELITE GROUP ASSOCIATES' RETIREMENT SAVINGS PLAN

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Notes to Financial Statements as of December 31, 2015 and 2014, and for the Year Ended December 31, 2015	4 - 9
SUPPLEMENTAL SCHEDULE:	
Form 5500, Schedule H, Part IV, line 4j - Schedule of Assets (Held at End of Year) as of December 31, 2015	10
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

October 13, 2016

To the Plan Committee
Safelite Group Associates' Retirement Savings Plan

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of Safelite Group Associates' Retirement Savings Plan, (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in net assets available for benefits for the year ended December 31, 2015, in accordance with accounting principles generally accepted in the United States of America.

Other Matter - Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Rea & Associates, Inc.

Rea & Associates
Dublin, Ohio

SAFELITE GROUP

ASSOCIATES' RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2015 AND 2014

	2015	2014
ASSETS:		
CASH AND CASH EQUIVALENTS	\$ 3,770	\$ 9,092
INVESTMENTS, at fair value:		
Mutual funds	203,518,224	198,480,083
Common collective trusts	<u>56,150,430</u>	<u>54,182,413</u>
Total investments	259,668,654	252,662,496
NOTES RECEIVABLE FROM PARTICIPANTS:		
Participant loans receivable	<u>11,653,108</u>	<u>10,606,353</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	271,325,532	263,277,941
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	<u>(180,885)</u>	<u>(473,898)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 271,144,647</u>	<u>\$ 262,804,043</u>

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

SAFELITE GROUP

ASSOCIATES' RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2015

	2015
ADDITIONS TO NET ASSETS:	
Contributions:	
Participant	\$ 25,107,325
Employer	8,515,084
Rollovers	<u>1,305,721</u>
Total contributions	34,928,130
Investment income (loss):	
Net depreciation in fair value of mutual funds	(2,872,531)
Investment gain in common collective trusts	439,574
Other	<u>124,506</u>
Total investment income (loss)	(2,308,451)
Interest earned on participant loans	<u>576,643</u>
TOTAL ADDITIONS	<u>33,196,322</u>
DEDUCTIONS FROM NET ASSETS:	
Benefits paid directly to participants	23,424,446
Administrative expenses	<u>1,431,272</u>
TOTAL DEDUCTIONS	<u>24,855,718</u>
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	8,340,604
NET ASSETS AVAILABLE FOR BENEFITS - DECEMBER 31, 2014	<u>262,804,043</u>
NET ASSETS AVAILABLE FOR BENEFITS - DECEMBER 31, 2015	<u><u>\$271,144,647</u></u>

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

SAFELITE GROUP ASSOCIATES' RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2015 AND 2014 AND FOR THE YEAR ENDED DECEMBER 31, 2015

1. DESCRIPTION OF THE PLAN

General - The following brief description of the Safelite Group Associates' Retirement Savings Plan, (the "Plan") is for general information purposes only. Participants should refer to the Plan agreement for more complete information.

The Plan is a defined contribution 401(k) plan covering all non-union employees and union employees where eligibility is allowed by contract of Safelite Group Inc., (the "Company"). Employees who are eighteen years old and have completed one month of service are eligible to participate in the Plan. Wells Fargo serves as the current trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Act of 1974 (ERISA).

Contributions - Eligible employees may elect to become participants by contributing from 0% to 100% of their earnings through tax-deferred payroll deductions. Employer matching contributions are up to 55%, depending on the participant's years of service, of the first 6% of each participant's compensation (as defined).

Auto-Enrollment - Newly hired, eligible employees, who do not decline participation or affirmatively elect to defer a specific percentage of their pay (including a 0% election), will be automatically enrolled in the Plan at a pre-tax deferral contribution equal to 3% of their pay.

Safelite Save-Rite Program - The pre-tax deferral contribution election of all eligible employees will increase by 1%, annually on July 1st, unless the employee makes an affirmative election to not increase his/her elected pre-tax deferral contribution percentage.

Investments - Participants can direct their account balances to various investment fund options, including four different model portfolios of professionally directed funds. Model portfolios were Conservative Portfolio Model, Moderate Portfolio Model, Aggressive Portfolio Model, and Professionally Directed Investment.

Withdrawals - Participants can receive loans from the Plan and may withdraw their account balances from the Plan when they retire, become permanently disabled, terminate employment from the Company or are eligible for a hardship withdrawal as defined by the Plan. In-service withdrawals are available at age 59 1/2. No other withdrawals are permitted. The normal retirement date for participants is age 65.

Notes Receivable From Participants - Participants are permitted to take loans from their accounts, however, loan amounts must be greater than \$1,000 and cannot exceed the lesser of 50% of the participant's vested account balance or \$50,000. The loans are secured by the balance in the participant's vested account and bear interest equal to the prime interest rate plus 2%. Principal and interest is paid ratably through payroll deductions. Loans are to be repaid over no more than a five year period with exception for the purchase of a primary residence.

Plan Earnings - Plan earnings are allocated to Plan participants based on a daily valuation of the participant's respective funds.

1. DESCRIPTION OF THE PLAN (continued)

Vesting - Employer contributions are 25% vested for those with service less than two years, 60% vested for those between two and five years of service, and 100% vested for those with five years of service or more. Participant contributions are 100% vested at all times.

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

Forfeitures - Forfeitures are first used to pay Plan administrative expenses and then to reduce future employer contributions. As of December 31, 2015 and 2014, the Plan had \$71,426 and \$190,426, respectively, in unallocated forfeitures. During 2015, \$386,114 of forfeitures were used to pay plan expenses.

Termination - Although the Plan sponsor has not indicated any intent to do so, it has the right to terminate the Plan at any time. In the event the Plan sponsor terminates the Plan, participants automatically become 100% vested in all amounts in their account and are entitled to receive the full value, including the employer contributions and earnings thereon.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Fully Benefit-Responsive Investment Contracts - Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measure attribute for that portion of the net assets available for the benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment 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 Plan Benefits is prepared on a contract value basis.

The Plan has investments in fully benefit responsive collective trust funds with Wells Fargo. Wells Fargo maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals. The account is included in the financial statements at contract value as reported to the Plan by Wells Fargo. Contract value represents contributions made under the contracts, plus earnings, less withdrawals. The average crediting interest rate was 1.79% and 1.64% on December 31, 2015 and 2014, respectively. The average yield was 1.83% for the year ended December 31, 2015.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Committee determines the Plan's valuation policies utilizing information provided by the investment custodians and insurance company. See Note 3 for discussion of fair value measurements.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Risks & Uncertainties - The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Recent Accounting Pronouncements - In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, Fair Value Measurement (Topic 820): *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in this Update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this update are effective for the Plan's fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. Plan management is currently evaluating the impact this update will have on the Plan's financial statements.

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosure, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure the fair value of benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of the net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics, and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III provides a practical expedient to permit plans to measure investments and investment-related accounts as of a month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively, with Part III to be applied prospectively. Part III is not applicable to the Plan. Management has elected to adopt Part II early for the 2015 plan year and it was retrospectively applied to December 31, 2014. Prior year disclosures have been revised to reflect the retrospective application of this Update. Part I is expected to be adopted for the plan year beginning January 1, 2016 (and will be applied retrospectively as required).

Expenses - Certain Plan expenses are paid by the Plan, as provided in the Plan document.

Payment of Benefits - Benefit payments to participants are recorded when paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets during the reporting period. Actual results could differ from those estimates.

Subsequent Events – Subsequent events have been evaluated through October 13, 2016, which is the date the financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

Accounting Standards establish a framework for measuring fair value by providing 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 inputs") and the lowest priority to unobservable inputs ("Level 3 inputs"). The three levels of the fair value hierarchy are described below:

- Level 1 - quoted in active markets for identical assets
- Level 2 - other significant inputs (including quoted prices of similar securities, interest rates, prepayments speeds, credit risk, etc.)
- Level 3 - significant unobservable inputs (which may include the Plan's own assumptions in determining fair value of investments).

The asset's 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 to the methodologies used at December 31, 2015 and 2014.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

Common collective trusts: Valued based on the NAV of units of the collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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

3. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015:

Assets at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:	\$ 203,518,224	\$ -	\$ -	\$ 203,518,224
Common collective trusts:	-	56,150,430	-	56,150,430
Total assets at fair value	<u>\$ 203,518,224</u>	<u>\$ 56,150,430</u>	<u>\$ -</u>	<u>\$ 259,668,654</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014:

Assets at Fair Value as of December 31, 2014

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:	\$ 198,480,083	\$ -	\$ -	\$ 198,480,083
Common collective trusts:	-	54,182,413	-	54,182,413
Total assets at fair value	<u>\$ 198,480,083</u>	<u>\$ 54,182,413</u>	<u>\$ -</u>	<u>\$ 252,662,496</u>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2015:

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Stable Value Fund (a)	\$ 36,357,901	n/a	Daily	None
Index Funds (b)	19,792,529	n/a	Daily	None
Total:	<u>\$ 56,150,430</u>			

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2014:

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Stable Value Fund (a)	\$ 34,323,722	n/a	Daily	None
Index Funds (b)	19,858,691	n/a	Daily	None
Total:	<u>\$ 54,182,413</u>			

(a) This category includes a stable value collective fund. The objective of the fund is to maintain safety of principal while obtaining a consistent, low volatility return superior to other high quality alternatives over a full interest rate cycle. The fund primarily consists of a diversified portfolio of investment contracts and the associated portfolio of underlying assets.

(b) This category includes several collective investment funds. The funds seek to match various market index returns by investing in debt and equity securities of companies that compose the related index.

4. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Wells Fargo Retirement Services, the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Wells Fargo Retirement Services for the investment management services amounted to \$904,397 for the year ended December 31, 2015.

5. TAX STATUS

The Plan utilizes a non-standardized prototype document sponsored by Wells Fargo Bank, NA. The form of the prototype Plan was approved by the Internal Revenue Service ("IRS") in a letter dated March 31, 2008. The Plan requested its own determination letter from the IRS which it received March 6, 2012. The Plan has been amended since receiving these letters, however, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date. No provision for income taxes has been included in the Plan's financial statements.

During 2014 and 2015, the Plan underwent a standard IRS audit for the 2010 Plan year. The Plan and Plan Sponsor settled all issues with the service and took necessary courses of action to rectify any issues identified in order to maintain the tax status of the Plan.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2015 and 2014, to Form 5500:

	2015	2014
Net assets available for benefits per financial statements	\$ 271,144,647	\$ 262,804,043
Adjustment from fair value to contract value for common collective trust	-	473,898
Net assets available for benefits per Form 5500	<u>\$ 271,144,647</u>	<u>\$ 263,277,941</u>

The following is a reconciliation of investment gain (loss) in common collective trusts per the financial statements for the year ended December 31, 2015, to Form 5500:

Net investment gain per financial statements	\$ 439,574
Change in adjustment from fair value to contract value for common collective trust	<u>(473,898)</u>
Net investment loss per Form 5500	<u>\$ (34,324)</u>

SUPPLEMENTAL SCHEDULE

SAFELITE GROUP ASSOCIATES' RETIREMENT SAVINGS PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I,
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2015

EIN: 31-1725961
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	Wells Fargo Advantage Growth Fund	Mutual fund	**	\$ 51,684,746
	TCW Relative Value Large Cap Fund	Mutual fund	**	45,424,974
*	Wells Fargo Collective Stable Return N Fund	Common collective trust	**	36,177,016
	American Funds EuroPacific Growth Fund	Mutual fund	**	29,080,582
	Pimco Total Return Institutional Fund	Mutual fund	**	26,773,867
	Fidelity Low Priced Stock	Mutual fund	**	16,339,872
	AMG SouthernSun US Equity Fund	Mutual fund	**	15,178,145
	Vanguard Wellington	Mutual fund	**	12,844,546
*	WF/ BlackRock S & P 500 Index CIT N	Common collective trust	**	12,238,684
*	WF/ BlackRock S&P MC Index CIT N	Common collective trust	**	4,742,578
	Alpha Opportunistic Alternatives Fund	Mutual fund	**	3,472,837
	Collins Alternative Solutions Fund	Mutual fund	**	2,718,655
*	WF/ BlackRock RU 2000 Index CIT N	Common collective trust	**	1,112,792
*	WF/ BlackRock Intl Eq Index CIT N	Common collective trust	**	869,817
*	WF/ Blackrock Bond Index CIT N	Common collective trust	**	828,658
			Subtotal	259,487,769
*	Cash			3,770
*	Participant Loans Receivable	Interest ranging from 4.25% to 10.25% and maturing through 2030		11,653,108
			Total	<u>\$ 271,144,647</u>

* - Party-in-interest

** - Cost information has been excluded in accordance with Form 5500 instructions as all investments are participant directed.

See accompanying independent auditor's report.

Safelite Group Associates' Retirement Savings Plan

*Financial Statements as of December 31, 2015 and 2014,
and for the Year Ended December 31, 2015,
and Supplemental Schedule as of December 31, 2015*



Rea & associates

www.reacpa.com

SAFELITE GROUP ASSOCIATES' RETIREMENT SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

October 13, 2016

To the Plan Committee
Safelite Group Associates' Retirement Savings Plan

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of Safelite Group Associates' Retirement Savings Plan, (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in net assets available for benefits for the year ended December 31, 2015, in accordance with accounting principles generally accepted in the United States of America.

Other Matter - Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Rea & Associates, Inc.

Rea & Associates
Dublin, Ohio

SAFELITE GROUP

ASSOCIATES' RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2015 AND 2014

	2015	2014
ASSETS:		
CASH AND CASH EQUIVALENTS	\$ 3,770	\$ 9,092
INVESTMENTS, at fair value:		
Mutual funds	203,518,224	198,480,083
Common collective trusts	<u>56,150,430</u>	<u>54,182,413</u>
Total investments	259,668,654	252,662,496
NOTES RECEIVABLE FROM PARTICIPANTS:		
Participant loans receivable	<u>11,653,108</u>	<u>10,606,353</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	271,325,532	263,277,941
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	<u>(180,885)</u>	<u>(473,898)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 271,144,647</u></u>	<u><u>\$ 262,804,043</u></u>

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

SAFELITE GROUP

ASSOCIATES' RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2015

	2015
ADDITIONS TO NET ASSETS:	
Contributions:	
Participant	\$ 25,107,325
Employer	8,515,084
Rollovers	<u>1,305,721</u>
Total contributions	34,928,130
Investment income (loss):	
Net depreciation in fair value of mutual funds	(2,872,531)
Investment gain in common collective trusts	439,574
Other	<u>124,506</u>
Total investment income (loss)	(2,308,451)
Interest earned on participant loans	<u>576,643</u>
TOTAL ADDITIONS	<u>33,196,322</u>
DEDUCTIONS FROM NET ASSETS:	
Benefits paid directly to participants	23,424,446
Administrative expenses	<u>1,431,272</u>
TOTAL DEDUCTIONS	<u>24,855,718</u>
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	8,340,604
NET ASSETS AVAILABLE FOR BENEFITS - DECEMBER 31, 2014	<u>262,804,043</u>
NET ASSETS AVAILABLE FOR BENEFITS - DECEMBER 31, 2015	<u><u>\$271,144,647</u></u>

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

SAFELITE GROUP ASSOCIATES' RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2015 AND 2014 AND FOR THE YEAR ENDED DECEMBER 31, 2015

1. DESCRIPTION OF THE PLAN

General - The following brief description of the Safelite Group Associates' Retirement Savings Plan, (the "Plan") is for general information purposes only. Participants should refer to the Plan agreement for more complete information.

The Plan is a defined contribution 401(k) plan covering all non-union employees and union employees where eligibility is allowed by contract of Safelite Group Inc., (the "Company"). Employees who are eighteen years old and have completed one month of service are eligible to participate in the Plan. Wells Fargo serves as the current trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Act of 1974 (ERISA).

Contributions - Eligible employees may elect to become participants by contributing from 0% to 100% of their earnings through tax-deferred payroll deductions. Employer matching contributions are up to 55%, depending on the participant's years of service, of the first 6% of each participant's compensation (as defined).

Auto-Enrollment - Newly hired, eligible employees, who do not decline participation or affirmatively elect to defer a specific percentage of their pay (including a 0% election), will be automatically enrolled in the Plan at a pre-tax deferral contribution equal to 3% of their pay.

Safelite Save-Rite Program - The pre-tax deferral contribution election of all eligible employees will increase by 1%, annually on July 1st, unless the employee makes an affirmative election to not increase his/her elected pre-tax deferral contribution percentage.

Investments - Participants can direct their account balances to various investment fund options, including four different model portfolios of professionally directed funds. Model portfolios were Conservative Portfolio Model, Moderate Portfolio Model, Aggressive Portfolio Model, and Professionally Directed Investment.

Withdrawals - Participants can receive loans from the Plan and may withdraw their account balances from the Plan when they retire, become permanently disabled, terminate employment from the Company or are eligible for a hardship withdrawal as defined by the Plan. In-service withdrawals are available at age 59 1/2. No other withdrawals are permitted. The normal retirement date for participants is age 65.

Notes Receivable From Participants - Participants are permitted to take loans from their accounts, however, loan amounts must be greater than \$1,000 and cannot exceed the lesser of 50% of the participant's vested account balance or \$50,000. The loans are secured by the balance in the participant's vested account and bear interest equal to the prime interest rate plus 2%. Principal and interest is paid ratably through payroll deductions. Loans are to be repaid over no more than a five year period with exception for the purchase of a primary residence.

Plan Earnings - Plan earnings are allocated to Plan participants based on a daily valuation of the participant's respective funds.

1. DESCRIPTION OF THE PLAN (continued)

Vesting - Employer contributions are 25% vested for those with service less than two years, 60% vested for those between two and five years of service, and 100% vested for those with five years of service or more. Participant contributions are 100% vested at all times.

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

Forfeitures - Forfeitures are first used to pay Plan administrative expenses and then to reduce future employer contributions. As of December 31, 2015 and 2014, the Plan had \$71,426 and \$190,426, respectively, in unallocated forfeitures. During 2015, \$386,114 of forfeitures were used to pay plan expenses.

Termination - Although the Plan sponsor has not indicated any intent to do so, it has the right to terminate the Plan at any time. In the event the Plan sponsor terminates the Plan, participants automatically become 100% vested in all amounts in their account and are entitled to receive the full value, including the employer contributions and earnings thereon.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Fully Benefit-Responsive Investment Contracts - Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measure attribute for that portion of the net assets available for the benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment 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 Plan Benefits is prepared on a contract value basis.

The Plan has investments in fully benefit responsive collective trust funds with Wells Fargo. Wells Fargo maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals. The account is included in the financial statements at contract value as reported to the Plan by Wells Fargo. Contract value represents contributions made under the contracts, plus earnings, less withdrawals. The average crediting interest rate was 1.79% and 1.64% on December 31, 2015 and 2014, respectively. The average yield was 1.83% for the year ended December 31, 2015.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Risks & Uncertainties - The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Recent Accounting Pronouncements - In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, Fair Value Measurement (Topic 820): *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in this Update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this update are effective for the Plan's fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. Plan management is currently evaluating the impact this update will have on the Plan's financial statements.

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosure, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure the fair value of benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of the net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics, and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III provides a practical expedient to permit plans to measure investments and investment-related accounts as of a month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively, with Part III to be applied prospectively. Part III is not applicable to the Plan. Management has elected to adopt Part II early for the 2015 plan year and it was retrospectively applied to December 31, 2014. Prior year disclosures have been revised to reflect the retrospective application of this Update. Part I is expected to be adopted for the plan year beginning January 1, 2016 (and will be applied retrospectively as required).

Expenses - Certain Plan expenses are paid by the Plan, as provided in the Plan document.

Payment of Benefits - Benefit payments to participants are recorded when paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets during the reporting period. Actual results could differ from those estimates.

Subsequent Events – Subsequent events have been evaluated through October 13, 2016, which is the date the financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

Accounting Standards establish a framework for measuring fair value by providing 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 inputs") and the lowest priority to unobservable inputs ("Level 3 inputs"). The three levels of the fair value hierarchy are described below:

- Level 1 - quoted in active markets for identical assets
- Level 2 - other significant inputs (including quoted prices of similar securities, interest rates, prepayments speeds, credit risk, etc.)
- Level 3 - significant unobservable inputs (which may include the Plan's own assumptions in determining fair value of investments).

The asset's 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 to the methodologies used at December 31, 2015 and 2014.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

Common collective trusts: Valued based on the NAV of units of the collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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

3. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015:

Assets at Fair Value as of December 31, 2015

	Level 1	Level 2	Level 3	Total
Mutual funds:	\$ 203,518,224	\$ -	\$ -	\$ 203,518,224
Common collective trusts:	-	56,150,430	-	56,150,430
Total assets at fair value	<u>\$ 203,518,224</u>	<u>\$ 56,150,430</u>	<u>\$ -</u>	<u>\$ 259,668,654</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014:

Assets at Fair Value as of December 31, 2014

	Level 1	Level 2	Level 3	Total
Mutual funds:	\$ 198,480,083	\$ -	\$ -	\$ 198,480,083
Common collective trusts:	-	54,182,413	-	54,182,413
Total assets at fair value	<u>\$ 198,480,083</u>	<u>\$ 54,182,413</u>	<u>\$ -</u>	<u>\$ 252,662,496</u>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2015:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable Value Fund (a)	\$ 36,357,901	n/a	Daily	None
Index Funds (b)	19,792,529	n/a	Daily	None
Total:	<u>\$ 56,150,430</u>			

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2014:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable Value Fund (a)	\$ 34,323,722	n/a	Daily	None
Index Funds (b)	19,858,691	n/a	Daily	None
Total:	<u>\$ 54,182,413</u>			

(a) This category includes a stable value collective fund. The objective of the fund is to maintain safety of principal while obtaining a consistent, low volatility return superior to other high quality alternatives over a full interest rate cycle. The fund primarily consists of a diversified portfolio of investment contracts and the associated portfolio of underlying assets.

(b) This category includes several collective investment funds. The funds seek to match various market index returns by investing in debt and equity securities of companies that compose the related index.

4. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Wells Fargo Retirement Services, the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Wells Fargo Retirement Services for the investment management services amounted to \$904,397 for the year ended December 31, 2015.

5. TAX STATUS

The Plan utilizes a non-standardized prototype document sponsored by Wells Fargo Bank, NA. The form of the prototype Plan was approved by the Internal Revenue Service ("IRS") in a letter dated March 31, 2008. The Plan requested its own determination letter from the IRS which it received March 6, 2012. The Plan has been amended since receiving these letters, however, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date. No provision for income taxes has been included in the Plan's financial statements.

During 2014 and 2015, the Plan underwent a standard IRS audit for the 2010 Plan year. The Plan and Plan Sponsor settled all issues with the service and took necessary courses of action to rectify any issues identified in order to maintain the tax status of the Plan.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2015 and 2014, to Form 5500:

	2015	2014
Net assets available for benefits per financial statements	\$ 271,144,647	\$ 262,804,043
Adjustment from fair value to contract value for common collective trust	-	473,898
Net assets available for benefits per Form 5500	<u>\$ 271,144,647</u>	<u>\$ 263,277,941</u>

The following is a reconciliation of investment gain (loss) in common collective trusts per the financial statements for the year ended December 31, 2015, to Form 5500:

Net investment gain per financial statements	\$ 439,574
Change in adjustment from fair value to contract value for common collective trust	<u>(473,898)</u>
Net investment loss per Form 5500	<u>\$ (34,324)</u>

SUPPLEMENTAL SCHEDULE

SAFELITE GROUP ASSOCIATES' RETIREMENT SAVINGS PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I,
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2015

EIN: 31-1725961
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	Wells Fargo Advantage Growth Fund	Mutual fund	**	\$ 51,684,746
	TCW Relative Value Large Cap Fund	Mutual fund	**	45,424,974
*	Wells Fargo Collective Stable Return N Fund	Common collective trust	**	36,177,016
	American Funds EuroPacific Growth Fund	Mutual fund	**	29,080,582
	Pimco Total Return Institutional Fund	Mutual fund	**	26,773,867
	Fidelity Low Priced Stock	Mutual fund	**	16,339,872
	AMG SouthernSun US Equity Fund	Mutual fund	**	15,178,145
	Vanguard Wellington	Mutual fund	**	12,844,546
*	WF/ BlackRock S & P 500 Index CIT N	Common collective trust	**	12,238,684
*	WF/ BlackRock S&P MC Index CIT N	Common collective trust	**	4,742,578
	Alpha Opportunistic Alternatives Fund	Mutual fund	**	3,472,837
	Collins Alternative Solutions Fund	Mutual fund	**	2,718,655
*	WF/ BlackRock RU 2000 Index CIT N	Common collective trust	**	1,112,792
*	WF/ BlackRock Intl Eq Index CIT N	Common collective trust	**	869,817
*	WF/ Blackrock Bond Index CIT N	Common collective trust	**	828,658
			Subtotal	259,487,769
*	Cash			3,770
*	Participant Loans Receivable	Interest ranging from 4.25% to 10.25% and maturing through 2030		11,653,108
			Total	<u>\$ 271,144,647</u>

* - Party-in-interest

** - Cost information has been excluded in accordance with Form 5500 instructions as all investments are participant directed.

See accompanying independent auditor's report.

Safelite Group Associates' Retirement Savings Plan

*Financial Statements as of December 31, 2015 and 2014,
and for the Year Ended December 31, 2015,
and Supplemental Schedule as of December 31, 2015*



Rea & associates

www.reacpa.com

SAFELITE GROUP ASSOCIATES' RETIREMENT SAVINGS PLAN

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October 13, 2016

To the Plan Committee
Safelite Group Associates' Retirement Savings Plan

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of Safelite Group Associates' Retirement Savings Plan, (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2015 and 2014, and the changes in net assets available for benefits for the year ended December 31, 2015, in accordance with accounting principles generally accepted in the United States of America.

Other Matter - Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Rea & Associates, Inc.

Rea & Associates
Dublin, Ohio

SAFELITE GROUP

ASSOCIATES' RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2015 AND 2014

	2015	2014
ASSETS:		
CASH AND CASH EQUIVALENTS	\$ 3,770	\$ 9,092
INVESTMENTS, at fair value:		
Mutual funds	203,518,224	198,480,083
Common collective trusts	<u>56,150,430</u>	<u>54,182,413</u>
Total investments	259,668,654	252,662,496
NOTES RECEIVABLE FROM PARTICIPANTS:		
Participant loans receivable	<u>11,653,108</u>	<u>10,606,353</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	271,325,532	263,277,941
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	<u>(180,885)</u>	<u>(473,898)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 271,144,647</u>	<u>\$ 262,804,043</u>

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

SAFELITE GROUP

ASSOCIATES' RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2015

	2015
ADDITIONS TO NET ASSETS:	
Contributions:	
Participant	\$ 25,107,325
Employer	8,515,084
Rollovers	<u>1,305,721</u>
Total contributions	34,928,130
Investment income (loss):	
Net depreciation in fair value of mutual funds	(2,872,531)
Investment gain in common collective trusts	439,574
Other	<u>124,506</u>
Total investment income (loss)	(2,308,451)
Interest earned on participant loans	<u>576,643</u>
TOTAL ADDITIONS	<u>33,196,322</u>
DEDUCTIONS FROM NET ASSETS:	
Benefits paid directly to participants	23,424,446
Administrative expenses	<u>1,431,272</u>
TOTAL DEDUCTIONS	<u>24,855,718</u>
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	8,340,604
NET ASSETS AVAILABLE FOR BENEFITS - DECEMBER 31, 2014	<u>262,804,043</u>
NET ASSETS AVAILABLE FOR BENEFITS - DECEMBER 31, 2015	<u><u>\$271,144,647</u></u>

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

SAFELITE GROUP ASSOCIATES' RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2015 AND 2014 AND FOR THE YEAR ENDED DECEMBER 31, 2015

1. DESCRIPTION OF THE PLAN

General - The following brief description of the Safelite Group Associates' Retirement Savings Plan, (the "Plan") is for general information purposes only. Participants should refer to the Plan agreement for more complete information.

The Plan is a defined contribution 401(k) plan covering all non-union employees and union employees where eligibility is allowed by contract of Safelite Group Inc., (the "Company"). Employees who are eighteen years old and have completed one month of service are eligible to participate in the Plan. Wells Fargo serves as the current trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Act of 1974 (ERISA).

Contributions - Eligible employees may elect to become participants by contributing from 0% to 100% of their earnings through tax-deferred payroll deductions. Employer matching contributions are up to 55%, depending on the participant's years of service, of the first 6% of each participant's compensation (as defined).

Auto-Enrollment - Newly hired, eligible employees, who do not decline participation or affirmatively elect to defer a specific percentage of their pay (including a 0% election), will be automatically enrolled in the Plan at a pre-tax deferral contribution equal to 3% of their pay.

Safelite Save-Rite Program - The pre-tax deferral contribution election of all eligible employees will increase by 1%, annually on July 1st, unless the employee makes an affirmative election to not increase his/her elected pre-tax deferral contribution percentage.

Investments - Participants can direct their account balances to various investment fund options, including four different model portfolios of professionally directed funds. Model portfolios were Conservative Portfolio Model, Moderate Portfolio Model, Aggressive Portfolio Model, and Professionally Directed Investment.

Withdrawals - Participants can receive loans from the Plan and may withdraw their account balances from the Plan when they retire, become permanently disabled, terminate employment from the Company or are eligible for a hardship withdrawal as defined by the Plan. In-service withdrawals are available at age 59 1/2. No other withdrawals are permitted. The normal retirement date for participants is age 65.

Notes Receivable From Participants - Participants are permitted to take loans from their accounts, however, loan amounts must be greater than \$1,000 and cannot exceed the lesser of 50% of the participant's vested account balance or \$50,000. The loans are secured by the balance in the participant's vested account and bear interest equal to the prime interest rate plus 2%. Principal and interest is paid ratably through payroll deductions. Loans are to be repaid over no more than a five year period with exception for the purchase of a primary residence.

Plan Earnings - Plan earnings are allocated to Plan participants based on a daily valuation of the participant's respective funds.

1. DESCRIPTION OF THE PLAN (continued)

Vesting - Employer contributions are 25% vested for those with service less than two years, 60% vested for those between two and five years of service, and 100% vested for those with five years of service or more. Participant contributions are 100% vested at all times.

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

Forfeitures - Forfeitures are first used to pay Plan administrative expenses and then to reduce future employer contributions. As of December 31, 2015 and 2014, the Plan had \$71,426 and \$190,426, respectively, in unallocated forfeitures. During 2015, \$386,114 of forfeitures were used to pay plan expenses.

Termination - Although the Plan sponsor has not indicated any intent to do so, it has the right to terminate the Plan at any time. In the event the Plan sponsor terminates the Plan, participants automatically become 100% vested in all amounts in their account and are entitled to receive the full value, including the employer contributions and earnings thereon.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Fully Benefit-Responsive Investment Contracts - Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measure attribute for that portion of the net assets available for the benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment 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 Plan Benefits is prepared on a contract value basis.

The Plan has investments in fully benefit responsive collective trust funds with Wells Fargo. Wells Fargo maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals. The account is included in the financial statements at contract value as reported to the Plan by Wells Fargo. Contract value represents contributions made under the contracts, plus earnings, less withdrawals. The average crediting interest rate was 1.79% and 1.64% on December 31, 2015 and 2014, respectively. The average yield was 1.83% for the year ended December 31, 2015.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Committee determines the Plan's valuation policies utilizing information provided by the investment custodians and insurance company. See Note 3 for discussion of fair value measurements.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Risks & Uncertainties - The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Recent Accounting Pronouncements - In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, Fair Value Measurement (Topic 820): *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. The amendments in this Update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. The amendments in this update are effective for the Plan's fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the amendments shall be applied retrospectively to all periods presented. Plan management is currently evaluating the impact this update will have on the Plan's financial statements.

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosure, (Part III) Measurement Date Practical Expedient. Part I eliminates the requirements to measure the fair value of benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of the net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics, and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III provides a practical expedient to permit plans to measure investments and investment-related accounts as of a month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively, with Part III to be applied prospectively. Part III is not applicable to the Plan. Management has elected to adopt Part II early for the 2015 plan year and it was retrospectively applied to December 31, 2014. Prior year disclosures have been revised to reflect the retrospective application of this Update. Part I is expected to be adopted for the plan year beginning January 1, 2016 (and will be applied retrospectively as required).

Expenses - Certain Plan expenses are paid by the Plan, as provided in the Plan document.

Payment of Benefits - Benefit payments to participants are recorded when paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets during the reporting period. Actual results could differ from those estimates.

Subsequent Events – Subsequent events have been evaluated through October 13, 2016, which is the date the financial statements were available to be issued.

3. FAIR VALUE MEASUREMENTS

Accounting Standards establish a framework for measuring fair value by providing 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 inputs") and the lowest priority to unobservable inputs ("Level 3 inputs"). The three levels of the fair value hierarchy are described below:

- Level 1 - quoted in active markets for identical assets
- Level 2 - other significant inputs (including quoted prices of similar securities, interest rates, prepayments speeds, credit risk, etc.)
- Level 3 - significant unobservable inputs (which may include the Plan's own assumptions in determining fair value of investments).

The asset's 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 to the methodologies used at December 31, 2015 and 2014.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

Common collective trusts: Valued based on the NAV of units of the collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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

3. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015:

Assets at Fair Value as of December 31, 2015

	Level 1	Level 2	Level 3	Total
Mutual funds:	\$ 203,518,224	\$ -	\$ -	\$ 203,518,224
Common collective trusts:	-	56,150,430	-	56,150,430
Total assets at fair value	<u>\$ 203,518,224</u>	<u>\$ 56,150,430</u>	<u>\$ -</u>	<u>\$ 259,668,654</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014:

Assets at Fair Value as of December 31, 2014

	Level 1	Level 2	Level 3	Total
Mutual funds:	\$ 198,480,083	\$ -	\$ -	\$ 198,480,083
Common collective trusts:	-	54,182,413	-	54,182,413
Total assets at fair value	<u>\$ 198,480,083</u>	<u>\$ 54,182,413</u>	<u>\$ -</u>	<u>\$ 252,662,496</u>

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2015:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable Value Fund (a)	\$ 36,357,901	n/a	Daily	None
Index Funds (b)	19,792,529	n/a	Daily	None
Total:	<u>\$ 56,150,430</u>			

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2014:

	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable Value Fund (a)	\$ 34,323,722	n/a	Daily	None
Index Funds (b)	19,858,691	n/a	Daily	None
Total:	<u>\$ 54,182,413</u>			

(a) This category includes a stable value collective fund. The objective of the fund is to maintain safety of principal while obtaining a consistent, low volatility return superior to other high quality alternatives over a full interest rate cycle. The fund primarily consists of a diversified portfolio of investment contracts and the associated portfolio of underlying assets.

(b) This category includes several collective investment funds. The funds seek to match various market index returns by investing in debt and equity securities of companies that compose the related index.

4. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Wells Fargo Retirement Services, the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to Wells Fargo Retirement Services for the investment management services amounted to \$904,397 for the year ended December 31, 2015.

5. TAX STATUS

The Plan utilizes a non-standardized prototype document sponsored by Wells Fargo Bank, NA. The form of the prototype Plan was approved by the Internal Revenue Service ("IRS") in a letter dated March 31, 2008. The Plan requested its own determination letter from the IRS which it received March 6, 2012. The Plan has been amended since receiving these letters, however, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date. No provision for income taxes has been included in the Plan's financial statements.

During 2014 and 2015, the Plan underwent a standard IRS audit for the 2010 Plan year. The Plan and Plan Sponsor settled all issues with the service and took necessary courses of action to rectify any issues identified in order to maintain the tax status of the Plan.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2015 and 2014, to Form 5500:

	2015	2014
Net assets available for benefits per financial statements	\$ 271,144,647	\$ 262,804,043
Adjustment from fair value to contract value for common collective trust	-	473,898
Net assets available for benefits per Form 5500	<u>\$ 271,144,647</u>	<u>\$ 263,277,941</u>

The following is a reconciliation of investment gain (loss) in common collective trusts per the financial statements for the year ended December 31, 2015, to Form 5500:

Net investment gain per financial statements	\$ 439,574
Change in adjustment from fair value to contract value for common collective trust	<u>(473,898)</u>
Net investment loss per Form 5500	<u>\$ (34,324)</u>

SUPPLEMENTAL SCHEDULE

SAFELITE GROUP ASSOCIATES' RETIREMENT SAVINGS PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I,
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2015

EIN: 31-1725961
Plan Number: 003

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
*	Wells Fargo Advantage Growth Fund	Mutual fund	**	\$ 51,684,746
	TCW Relative Value Large Cap Fund	Mutual fund	**	45,424,974
*	Wells Fargo Collective Stable Return N Fund	Common collective trust	**	36,177,016
	American Funds EuroPacific Growth Fund	Mutual fund	**	29,080,582
	Pimco Total Return Institutional Fund	Mutual fund	**	26,773,867
	Fidelity Low Priced Stock	Mutual fund	**	16,339,872
	AMG SouthernSun US Equity Fund	Mutual fund	**	15,178,145
	Vanguard Wellington	Mutual fund	**	12,844,546
*	WF/ BlackRock S & P 500 Index CIT N	Common collective trust	**	12,238,684
*	WF/ BlackRock S&P MC Index CIT N	Common collective trust	**	4,742,578
	Alpha Opportunistic Alternatives Fund	Mutual fund	**	3,472,837
	Collins Alternative Solutions Fund	Mutual fund	**	2,718,655
*	WF/ BlackRock RU 2000 Index CIT N	Common collective trust	**	1,112,792
*	WF/ BlackRock Intl Eq Index CIT N	Common collective trust	**	869,817
*	WF/ Blackrock Bond Index CIT N	Common collective trust	**	828,658
			Subtotal	259,487,769
*	Cash			3,770
*	Participant Loans Receivable	Interest ranging from 4.25% to 10.25% and maturing through 2030		11,653,108
			Total	<u>\$ 271,144,647</u>

* - Party-in-interest

** - Cost information has been excluded in accordance with Form 5500 instructions as all investments are participant directed.

See accompanying independent auditor's report.