

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>SGC ASSOCIATES' PENSION PLAN</u>	1b Three-digit plan number (PN) ▶ <u>050</u> 1c Effective date of plan <u>07/01/1972</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 43235-2762</u>	2b Employer Identification Number (EIN) <u>31-1725961</u> 2c Plan Sponsor's telephone number <u>614-210-9000</u> 2d Business code (see instructions) <u>339900</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	Filed with authorized/valid electronic signature.	10/14/2016	KAREN HAMILTON
	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
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 3434
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) 248
a(2) Total number of active participants at the end of the plan year	6a(2) 241
b Retired or separated participants receiving benefits.....	6b 1218
c Other retired or separated participants entitled to future benefits.....	6c 996
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 2455
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 189
f Total. Add lines 6d and 6e	6f 2644
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 11	
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 _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ Round off amounts to nearest dollar.
▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN) ▶ 050
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2015			
2 Assets:			
a Market value	2a	82765209	
b Actuarial value	2b	79813349	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	1438	40877754	40877754
b For terminated vested participants	1748	33240993	33240993
c For active participants	248	3574321	3574321
d Total	3434	77693068	77693068
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐		
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.13%	
6 Target normal cost	6	400000	

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		09/27/2016
Signature of actuary		Date
MARTIN E. MOLLOY		14-06227
Type or print name of actuary		Most recent enrollment number
AON CONSULTING, INC.		614-825-9412
Firm name		Telephone number (including area code)
445 HUTCHINSON AVE. SUITE 900 COLUMBUS, OH 43235		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	3170988
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	805986
9	Amount remaining (line 7 minus line 8)	0	2365002
10	Interest on line 9 using prior year's actual return of <u>5.26</u> %	0	124399
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.38</u> %		0
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		2489401
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	102.72 %
15	Adjusted funding target attainment percentage	15	102.72 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	100.96 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ►	18(b)	0
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.72 %	2nd segment: 6.11 %	3rd segment: 6.81 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	400000	
b Excess assets, if applicable, but not greater than line 31a	31b	400000	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN) ▶	050
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
DODGE & COX FUNDS
94-6067274

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
SOUTHEASTERN ASSET MANAGEMENT INC
62-0951781

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
SOUTHERNSUN ASSET MANAGEMENT LLC
27-2990431

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
VANGUARD GROUP INC
23-1945930

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

LOOMIS SAYLES & COMPANY LP

04-3200030

(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

MERIDIAN CAPITAL PARTNERS INC

59-3414456

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

ARCHSTONE PARTNERS LP

13-3593687

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

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

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

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

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

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

AON CONSULTING INC.

13-9744321

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	ACTUARIAL	908924	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RAYMOND JAMES FINANCIAL CENTER

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?
28 51	INVESTMENT MANAGEMENT	65248	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUTTERFIELD SCHECHTER LLP

33-0829013

(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?
29 50	LEGAL	63826	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)

US BANK NA

13-0841368

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 21 21 25 50 51	TRUSTEE/CUSTODIAN	49983	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

REA & ASSOCIATES, INC.

34-1310124

(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	14000	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: FREDERICK N. HEIDORN	b EIN: 22-2232264
c Position: ENROLLED ACTUARY	
d Address: 707 WILSHIRE BLVD, SUITE 2600 LOS ANGELES, CA 90017	e Telephone: 000-000-0000

Explanation: THE ENROLLED ACTUARY PASSED AWAY.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN) ►	050
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		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	0
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	0	4832
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	14745709	56835710
	(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)	3306063	0
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	64713437	8915
	(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	82765209	56849457

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	0
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	82765209	56849457
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	28617	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		28617
(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)	545232	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		545232
(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)	263	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		263

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		238313
c Other income	2c		13960
d Total income. Add all income amounts in column (b) and enter total	2d		826385

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	24995015	
(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)		24995015
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	1231670	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	65248	
(4) Other	2i(4)	450204	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1747122
j Total expenses. Add all expense amounts in column (b) and enter total	2j		26742137

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-25915752
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.)				
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: 0

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>SGC ASSOCIATES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>050</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

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>31-0841368</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	<u>621</u>

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
--	--	-----------------------------------	-------------------------------	-----------------------------

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2015
v. 150123

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: <u>0.0</u> % Investment-Grade Debt: <u>0.0</u> % High-Yield Debt: <u>0.0</u> % Real Estate: <u>0.0</u> % Other: <u>100.0</u> %
	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

SGC ASSOCIATES' PENSION PLAN

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



Rea & associates

www.reacpa.com

SGC ASSOCIATES' PENSION PLAN

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SUPPLEMENTAL SCHEDULES:	
Form 5500, Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Plan Year) as of December 31, 2015	12
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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
SGC Associates' Pension Plan

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We have audited the accompanying financial statements of SGC Associates' Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 (in liquidation) and 2014 (ongoing), the statement of changes in net assets available for benefits in liquidation 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 financial status of the Plan as of December 31, 2015 and 2014, and the changes in its financial status for the year ended December 31, 2015, in accordance with accounting principles generally accepted in the United States of America.

Other Matter – Plan Termination and Liquidation Basis of Accounting

As discussed in Notes 2 and 7 to the financial statements, the Board of Directors of Safelite Group, Inc., the Plan Sponsor, approved a plan of liquidation on April 22, 2015, effective June 30, 2015, and management determined liquidation is imminent. As a result, the Plan has changed its basis of accounting from the ongoing basis used in presenting the 2014 financial statements to the liquidation basis used in presenting the 2015 financial statements. Our opinion is not modified with respect to this matter.

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 schedules of Schedule of Assets Held at End of Plan Year as of December 31, 2015, and Schedule of Reportable Transactions for the Year Ended December 31, 2015, are presented for the purpose of additional analysis and are not a required part of the financial statements but are 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.
Dublin, Ohio

SGC ASSOCIATES' PENSION PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2015 (IN LIQUIDATION) AND 2014 (ONGOING)

	2015 (in Liquidation)	2014 (Ongoing)
ASSETS:		
Cash and cash equivalents	\$ 56,835,710	\$ 14,745,709
Investments - at fair value as determined by quoted market price:		
Mutual funds	8,915	64,713,437
Total investments - at fair value as determined by quoted market price	8,915	64,713,437
Investments - at estimated fair value:		
Limited partnerships	-	3,306,063
Total investments - at estimated fair value	-	3,306,063
Total investments	8,915	68,019,500
Receivables		
Employer contribution	25,000,000	-
Accrued interest and dividend income	4,832	-
Accrued interest expected to be earned in liquidation	1,030,543	-
Total receivables	26,035,375	-
Total assets	82,880,000	82,765,209
LIABILITIES:		
Accrued expenses expected to be incurred in liquidation	780,000	-
Total liabilities	780,000	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ 82,100,000	\$ 82,765,209

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

SGC ASSOCIATES' PENSION PLAN

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

	2015
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Interest and dividend income	\$ 573,849
Net appreciation in fair value of investments:	
Mutual funds	238,313
Limited partnerships	263
Total net appreciation in fair value of investments	<u>238,576</u>
Other	13,960
Total additions	<u>826,385</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	24,995,015
Administrative expenses	1,351,536
Insurance premiums	395,586
Total deductions	<u>26,742,137</u>
DECREASE IN NET ASSETS	(25,915,752)
ADJUSTMENT TO LIQUIDATION BASIS	25,250,543
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year (ongoing)	<u>82,765,209</u>
End of year (in liquidation)	<u><u>\$ 82,100,000</u></u>

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

SGC ASSOCIATES' PENSION 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

The following brief description of the SGC Associates' Pension Plan, formerly known as the Lear Siegler Diversified Holdings Corp. Pension Plan, (the "Plan") is provided for general information purposes. Participants should refer to the Plan Document for more complete information.

Termination - As further described in Note 7, the Plan was terminated effective June 30, 2015.

General - The Plan sponsor, Safelite Group, Inc., formerly known as Belron US, is hereinafter referred to as the "Company". This plan was merged with the Safelite Glass Corp. Associates' Pension Plan as of January 1, 2003. Upon the merger, the Plan's name was changed from the Lear Siegler Diversified Holdings Corp. Pension Plan to SGC Associates' Pension Plan. The Company maintains the Plan for certain former employees of Lear Siegler ("LSI") and all persons regularly employed by the Company as of June 30, 1992 (excluding certain collective bargaining employees to whom the Plan was not extended).

The Plan is a noncontributory defined benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan covers all employees who were participating in the Lear Siegler Diversified Holdings Corp. Pension Plan on June 30, 1976, and all persons regularly employed by the Company as of June 30, 1992. The Plan covers all employees and employees of participating divisions, including part-time employees, except employees who were members of a collective bargaining unit.

The normal retirement age for Plan participants is 65. Participants may elect reduced pension benefits with payments commencing at age 55 provided the individual has five or more years of service.

The normal pension benefit is a monthly payment, which is based upon fixed dollar amounts or a percentage of average compensation times the years of credited service as stated in the Plan agreement. A joint and survivor option is available to Plan participants.

Death and Disability Benefits – The beneficiary of an active employee whose employment is terminated as a result of death is entitled to receive a benefit in the form of a joint and survivor annuity payment.

If, after completion of ten years of service, an active employee becomes totally disabled and the condition continues for a period of five months, the participant will receive annual disability benefits that are equal to their accrued retirement pension determined as of the date of disability. Payments of such benefits commence after a determination date of disability has been made by the Plan Administrator.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accounts of the Plan are maintained by U.S Bank, N.A., (the "trustee") on the basis of cash receipts and disbursements, except for investments and related transactions, which are recorded on an accrual basis. As of and for the year ended December 31, 2015, the financial statements were prepared using the liquidation basis of accounting. As of December 31, 2014, the financial statement includes all material adjustments to report on the accrual basis of accounting.

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 amount of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's assets are held by the trustee. Trust assets are comprised solely of assets of the Plan. The trustee performs the custodial functions for the Plan. The trustee has no investment discretion over Plan assets, but is directed by the investment managers and the Plan sponsor with respect to the investment of the Plan's assets. Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

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

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

Adjustment to Liquidation Basis - The liquidation basis of accounting requires recognition of interest, expenses, and contributions expected to be earned, incurred, and made through final liquidation. These are presented in the financial statements as of and for the year ended December 31, 2015.

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. Upon adoption, the amendments shall be applied retrospectively to all periods presented. Plan management does not believe there will be any impact on the Plan's financial statements at the time of adoption.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 1) 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. Parts I and III are 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.

Administrative Expenses - Certain investment expenses, accounting fees and other administrative fees are paid by the Plan. Other services are provided by the Company at no charge to the Plan.

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

3. FUNDING POLICY

The Company contributes amounts, as necessary on an actuarial basis, to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. In liquidation basis at December 31, 2015, the remaining expected contribution is reflected in contributions receivable and will be contributed when necessary to the Plan by the Company. The Company did not make any contributions for the year ended December 31, 2015. The Company met the minimum funding requirements of ERISA for the year ended December 31, 2014.

4. PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries and (b) beneficiaries of employees who have died.

The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

4. PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (continued)

The significant actuarial assumptions used in the valuation for the liquidation as of December 31, 2015, were: (a) mortality rates for annuity purchase are based on RP-2000 with Scale BB fully generational tables and lump sums are based on RP-2000 with Scale AA @ 2016 tables, (b) interest rates are 2.4% for immediate annuities, 3.05% for deferred annuities, and June 2016 IRS rates for lump sums, (c) investment rate of return of 0.0% through liquidation, and (d) 90% of active employees and 50% of deferred vested participants with known addresses are assumed to elect a lump sum payment upon plan termination. All other participants are assumed to be included in the annuity purchase. The significant actuarial assumptions used in the valuations as of January 1, 2015, were: (a) mortality rates according to the IRS Mandated Annuitant and Non-Annuitant Funding Tables for 2015, (b) normal retirement age of 65 for 2015, and (c) investment return rate of 6.80% for the 2014 Plan year, compounded annually.

The present value of accumulated plan benefits (all benefits are vested) has been determined as of January 1 by the Plan's actuary as follows:

	January 1, 2016 (in Liquidation)	January 1, 2015 (Ongoing)
Present value of accumulated plan benefits (vested):		
Retired participants and beneficiaries	\$ 56,300,000	\$ 41,470,350
Vested terminations and actives	<u>25,800,000</u>	<u>32,488,161</u>
Total present value of accumulated plan benefits (vested)	<u>\$ 82,100,000</u>	<u>\$ 73,958,511</u>

The following table is a reconciliation of the present value of accumulated plan benefits from January 1, 2015, to January 1, 2016:

Present value of accumulated plan benefits, January 1, 2015 (ongoing)	\$ 73,958,511
Increase (decrease) during the year attributable to:	
Change in actuarial assumptions	33,270,723
Benefit payments	<u>(25,129,234)</u>
Net increase	<u>8,141,489</u>
Present value of accumulated plan benefits, January 1, 2016 (in liquidation)	<u>\$ 82,100,000</u>

5. 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.

Limited partnerships: Value based on the proportional share of the partnerships' fair value as recorded in the partnerships' audited financial statements.

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

<u>Assets at Fair Value as of December 31, 2015</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:	\$ 8,915	\$ -	\$ -	\$ 8,915
Total assets at fair value	<u>\$ 8,915</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,915</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:

<u>Assets at Fair Value as of December 31, 2014</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:	\$ 64,713,437	\$ -	\$ -	\$ 64,713,437
Limited partnerships:	-	-	3,306,063	3,306,063
Total assets at fair value	<u>\$ 64,713,437</u>	<u>\$ -</u>	<u>\$ 3,306,063</u>	<u>\$ 68,019,500</u>

5. FAIR VALUE MEASUREMENTS (continued)

The table below is a reconciliation of the Plan's Level 3 assets for the year ended December 31, 2015:

	Limited partnerships
Balance as of December 31, 2014	\$ 3,306,063
Purchases / issuances	-
Sales / settlements	(3,306,063)
Unrealized gain (loss)	-
Balance as of December 31, 2015	<u>\$ -</u>

The Plan held no investments measured at fair value based on NAV per share as of December 31, 2015. The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2014:

December 31, 2014	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Limited Partnerships (a)	\$ 3,161,793	none	Quarterly	90 days
(b)	\$ 144,270	none	Quarterly - Annually	30-65 days

- a) Designed to achieve long term growth of capital with significantly lower volatility than the general markets. Capital is allocated across a number of strategies that are anticipated to be uncorrelated to each other and whose returns should complement each other. The Fund will attempt to reduce its individual manager risk by allocating its capital to several managers in each strategy. The Fund seeks to allocate approximately 60% of its assets to Directional Long/Short Equity managers that vary in style and market exposure. The Fund seeks to allocate the remaining 40% of assets to Non Directional Absolute Return managers whose investments are structured with the objective to perform independently of the direction of the market and reduce the Fund's volatility. Investments were subject to a one year hard lock up.
- b) This category includes investments in investment funds that pursue multiple strategies to diversify risks and reduce volatility. A portion of these investments could not be redeemed at December 31, 2014. The remaining restriction period for these investments ranged from three to twelve months at December 31, 2014.

6. TAX STATUS

The Plan obtained its latest determination letter dated July 20, 2016, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. 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. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

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. There are currently no audits for any tax periods in progress.

7. PLAN TERMINATION

The Board of Directors terminated the Plan on April 22, 2015, effective June 30, 2015. Benefits were frozen as of June 30, 1993, for Safelite employees and at various other dates, all more than 20 years ago, for LSI employees. All remaining participants are fully vested in their accrued benefits. The Plan received IRS approval for the plan termination on July 20, 2016. Benefits will be distributed in either lump sum payments or through the purchase of annuities from an insurance company in late 2016 and early 2017. The Company expects to make a final contribution to the Plan so that assets will be sufficient to provide the full accrued Plan benefits. All participants currently in pay status will have annuities purchased. All other participants will have the opportunity to elect a lump sum. Those who do not elect lump sums will have annuities purchased for them. Those who elect lump sums may also elect to have the lump sum rolled over to an IRA.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits given the Plan's notice to terminate will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all. At this time, the Plan does not anticipate any funding shortfall that would trigger PBGC intervention.

8. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are cash equivalents managed by affiliates of U.S. Bank, N.A. US Bank is the custodian as defined by the plan and, therefore, these transactions qualify as party-in-interest transactions.

9. RISKS AND UNCERTAINTIES

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that the changes in these estimates and assumptions in the near term would be material to the financial statements.

10. 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, to Form 5500:

Net assets available for plan benefits per the financial statements	\$ 82,100,000
Employer contribution	(25,000,000)
Accrued interest expected to be earned in liquidation	(1,030,543)
Accrued expenses expected to be incurred in liquidation	<u>780,000</u>
Net assets per Form 5500	<u><u>\$ 56,849,457</u></u>

The net loss per Form 5500 differs from the change in net assets per the financial statements by the \$25,250,543 adjustment to liquidation basis.

SUPPLEMENTAL SCHEDULES

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2015

EIN: 31-1725961
Plan Number: 050

(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
	Cash and cash equivalents:			
*	US Bank	Money Market Fund	\$ 56,835,710	\$ 56,835,710
	Total cash and cash equivalents		56,835,710	56,835,710
	Mutual funds:			
	Pimco Long Duration Tot R Is	833.992 shares	9,415	8,915
	Total mutual funds		9,415	8,915
	Total		\$ 56,845,125	\$ 56,844,625

* Party in interest

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2015

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party involved	Description of asset	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain (loss)
Type (i) - Single transaction in same security in excess of 5% of assets						
Dodge & Cox	Dodge & Cox International Stock Fund	\$ -	\$ 8,783,523	\$ 7,325,817	\$ -	\$ 1,457,706
* First American	First American Treasury Obligation CL Y	-	9,200,000	9,200,000	-	-
* First American	First American Treasury Obligation CL Y	9,199,995	-	9,199,995	9,199,995	-
* First American	First American Treasury Obligation CL Y	-	9,191,995	9,191,995	-	-
* First American	First American Treasury Obligation CL Y	-	19,455,552	19,455,552	-	-
* First American	First American Treasury Obligation CL Y	56,283,318	-	56,283,318	56,283,318	-
* First American	First American Treasury Obligation CL Y	-	56,442,359	56,442,359	-	-
Loomis Sayles	Loomis Sayles I Grade Fxd Incm Fd	-	10,968,564	11,445,794	-	(477,230)
Pimco	Pimco Long Duration Tot R Is	-	8,060,600	8,536,545	-	(475,945)
Vanguard	Vanguard Instl Index Instl#94	-	19,230,347	14,590,197	-	4,640,150
* US Bank	US Bank Money Market	56,442,359	-	56,442,359	56,442,359	-

Type (ii) - Series of transactions with same broker in excess of 5% of assets

None

Type (iii) - Series of transactions in same security in excess of 5% of assets

Dodge & Cox	Dodge & Cox International Stock Fund	-	11,283,523	9,425,175	-	1,858,348
* First American	First American Treasury Obligation CL Y	81,126,043	-	81,126,043	81,126,043	-
* First American	First American Treasury Obligation CL Y	-	95,871,409	95,871,409	-	-
Longleaf Partners	Longleaf Partners Small Cap Fund	-	4,345,912	3,419,163	-	926,749
Loomis Sayles	Loomis Sayles I Grade Fxd Incm Fd	144,745	-	144,745	144,745	-
Loomis Sayles	Loomis Sayles I Grade Fxd Incm Fd	-	13,568,564	14,094,502	-	(525,938)
Pimco	Pimco Long Duration Tot R Is	147,677	-	147,677	147,677	-
Pimco	Pimco Long Duration Tot R Is	-	8,060,600	8,536,545	-	(475,945)
Pimco	Pimco Long Term Credit Inst	88,021	-	88,021	88,021	-
Pimco	Pimco Long Term Credit Inst	-	5,286,367	5,167,506	-	118,861
Vanguard	Vanguard Instl Index Instl#94	160,279	-	160,279	160,279	-
Vanguard	Vanguard Instl Index Instl#94	-	19,230,347	14,590,197	-	4,640,150
* US Bank	US Bank Money Market	60,352,929	-	60,352,929	60,352,929	-
* US Bank	US Bank Money Market	-	3,517,221	3,517,221	-	-

Type (iv) - Single transaction with one broker in excess of 5% of assets

None

* Party in interest

Columns (e) and (f) have been omitted because they are not applicable.

Schedule SB Attachment (Form 5500)—2015 Plan Year
 SGC Associates' Pension Plan
 EIN: 31-1725961 PN: 050

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2015

Attained Age	Number of Participants and Average Compensation						
	Years of Credited Service						
	<1	1-4	5-9	10-14	15-19	20-24	25+
<25	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0
30-34	0	0	0	0	0	0	0
35-39	0	0	0	0	0	0	0
40-44	0	13	0	0	0	0	0
45-49	0	27	24	0	0	0	0
50-54	0	28	37	14	1	0	0
55-59	0	16	18	17	12	1	0
60-64	0	11	13	2	6	3	0
65-69	0	1	1	1	0	0	0
70+	0	0	0	0	0	1	1

Schedule SB Attachment (Form 5500)—2015 Plan Year
 SGC Associates' Pension Plan
 EIN: 31-1725961 PN: 050

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods
 For ERISA Requirements

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2014), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA
1st Segment Rate	4.72%
2nd Segment Rate	6.11%
3rd Segment Rate	6.81%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2013), without regard to the interest rate stabilization interest rate corridor
1st Segment Rate	1.15%
2nd Segment Rate	4.06%
3rd Segment Rate	5.15%
Optional Payment Form Election Percentage	100% Annuity except for the terminated vested participants under the March 2015 lump sum window
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above for lump sums, other than terminated vested participants under the March 2015 lump sum window. For those valued under the March 2015 lump sum window, the lump sum is based on the actual amount elected
Optional Payment Form Conversion Mortality	Current IRC section 417(e) table for lump sums
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	See Table 1; 100% retirement rates are assumed for the participants who already elected to receive a lump sum payment under March 2015 lump sum window
Mortality Rates	
Healthy and Disabled	2015 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	None
Disability Rates	None

Schedule SB Attachment (Form 5500)—2015 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Decrement Timing

Beginning of year

For ERISA Requirements

Surviving Spouse Benefit

It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses.

Benefit Limits

Projected benefits are limited by the current IRC section 415 maximum benefit of \$210,000.

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2013 Plan Year

6.80%, limited to 6.76%

2014 Plan Year

6.80%

Trust Expenses Included in Target Normal Cost

\$400,000 (weighted)

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2015

Schedule SB Attachment (Form 5500)—2015 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Table 1

Retirement Rates

<u>Age</u>	<u>Rate</u>
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	10.00%
61	10.00%
62	15.00%
63	15.00%
64	25.00%
65	75.00%
66+	100.00%

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2015

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party involved	Description of asset	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain (loss)
Type (i) - Single transaction in same security in excess of 5% of assets						
Dodge & Cox	Dodge & Cox International Stock Fund	\$ -	\$ 8,783,523	\$ 7,325,817	\$ -	\$ 1,457,706
• First American	First American Treasury Obligation CL Y	-	9,200,000	9,200,000	-	-
• First American	First American Treasury Obligation CL Y	9,199,995	-	9,199,995	9,199,995	-
• First American	First American Treasury Obligation CL Y	-	9,191,995	9,191,995	-	-
• First American	First American Treasury Obligation CL Y	-	19,455,552	19,455,552	-	-
• First American	First American Treasury Obligation CL Y	56,283,318	-	56,283,318	56,283,318	-
• First American	First American Treasury Obligation CL Y	-	56,442,359	56,442,359	-	-
Loomis Sayles	Loomis Sayles I Grade Fxd Incm Fd	-	10,968,564	11,445,794	-	(477,230)
Pimco	Pimco Long Duration Tot R Is	-	8,060,600	8,536,545	-	(475,945)
Vanguard	Vanguard Instl Index Instl#94	-	19,230,347	14,590,197	-	4,640,150
• US Bank	US Bank Money Market	56,442,359	-	56,442,359	56,442,359	-

Type (ii) - Series of transactions with same broker in excess of 5% of assets

None

Type (iii) - Series of transactions in same security in excess of 5% of assets

Dodge & Cox	Dodge & Cox International Stock Fund	-	11,283,523	9,425,175	-	1,858,348
• First American	First American Treasury Obligation CL Y	81,126,043	-	81,126,043	81,126,043	-
• First American	First American Treasury Obligation CL Y	-	95,871,409	95,871,409	-	-
Longleaf Partners	Longleaf Partners Small Cap Fund	-	4,345,912	3,419,163	-	926,749
Loomis Sayles	Loomis Sayles I Grade Fxd Incm Fd	144,745	-	144,745	144,745	-
Loomis Sayles	Loomis Sayles I Grade Fxd Incm Fd	-	13,568,564	14,094,502	-	(525,938)
Pimco	Pimco Long Duration Tot R Is	147,677	-	147,677	147,677	-
Pimco	Pimco Long Duration Tot R Is	-	8,060,600	8,536,545	-	(475,945)
Pimco	Pimco Long Term Credit Inst	88,021	-	88,021	88,021	-
Pimco	Pimco Long Term Credit Inst	-	5,286,367	5,167,506	-	118,861
Vanguard	Vanguard Instl Index Instl#94	160,279	-	160,279	160,279	-
Vanguard	Vanguard Instl Index Instl#94	-	19,230,347	14,590,197	-	4,640,150
• US Bank	US Bank Money Market	60,352,929	-	60,352,929	60,352,929	-
• US Bank	US Bank Money Market	-	3,517,221	3,517,221	-	-

Type (iv) - Single transaction with one broker in excess of 5% of assets

None

* Party in interest

Columns (e) and (f) have been omitted because they are not applicable.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**
▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN) ▶ <u>050</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2015</u>			
2 Assets:			
a Market value	2a	82,765,209	
b Actuarial value	2b	79,813,349	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	1,438	40,877,754	40,877,754
b For terminated vested participants.....	1,748	33,240,993	33,240,993
c For active participants.....	248	3,574,321	3,574,321
d Total.....	3,434	77,693,068	77,693,068
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate.....	5	6.13%	
6 Target normal cost.....	6	400,000	

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>09/27/2016</u> Date
Martin E. Molloy Type or print name of actuary		1406227 Most recent enrollment number
AON CONSULTING, INC. Firm name		614-825-9412 Telephone number (including area code)
445 Hutchinson Ave. Suite 900 Columbus OH 43235 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	3,170,988
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	805,986
9	Amount remaining (line 7 minus line 8)	0	2,365,002
10	Interest on line 9 using prior year's actual return of <u>5.26%</u>	0	124,399
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.38%</u>		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance.....		
12	Other reductions in balances due to elections or deemed elections		2,489,401
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	

14	Funding target attainment percentage	14	102.72%
15	Adjusted funding target attainment percentage	15	102.72%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	100.96%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c)

Totals ▶	18(b)	0	18(c)	0
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a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
---------	---------	---------	---------

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.72%	2nd segment: 6.11%	3rd segment: 6.81%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment		27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	400,000
b Excess assets, if applicable, but not greater than line 31a		31b	400,000
32 Amortization installments:			
		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ...		34	0
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement		0	0
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	0
43 Excess installment acceleration amount to be carried over to future plan years		43	0

Schedule SB Attachment (Form 5500)—2015 Plan Year
 SGC Associates' Pension Plan
 EIN: 31-1725961 PN: 050

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	5.00%	1.0000	2.75
56	5.00%	0.9500	2.66
57	5.00%	0.9025	2.57
58	5.00%	0.8574	2.49
59	5.00%	0.8145	2.40
60	10.00%	0.7738	4.64
61	10.00%	0.6964	4.25
62	15.00%	0.6268	5.83
63	15.00%	0.5327	5.03
64	25.00%	0.4528	7.25
65	75.00%	0.3396	16.56
66	100.00%	0.0849	5.60
Weighted Average			62.03

Schedule SB Attachment (Form 5500)—2015 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, Part V—Summary of Plan Provisions

The Plan was amended for termination date effective June 30, 2015. As such, this is the final Schedule SB for the Plan. Final distributions for the plan are expected in late 2016.

The Lear Siegler Diversified Holding Corp. Pension Plan merged with the Safelite Pension Plan effective January 1, 2003.

Effective Date	Plan merger date is January 1, 2003. Effective July 1, 1995, there are no longer any active participants in the Lear Siegler Plan. Effective June 30, 1993, the Safelite Plan was frozen.
Plan Year	January 1 to December 31.
Participation	All remaining participants are either retirees in pay status, vested terminated participants entitled to immediate or deferred benefits, or Safelite actives.
Benefits	All accrued benefits have been determined and are frozen. Kirkhart benefit - certain participants as of June 30, 1988 are entitled to an additional lump sum payment, \$648.70 as of January 1, 2012.
Normal Retirement Date	The first of the month coincident with or next following the participant's 65th birthday.
Early Retirement Pension	
Early Retirement Date	The first of the month coincident with or next following the attainment of age 55 and five years of service (ten years for former Safelite Plan).
Monthly Retirement	the Accrued Benefit at Normal Retirement Date reduced actuarially for early commencement. Certain early retirement benefits are actuarially reduced in accordance with the provisions of predecessor plans.
Late Retirement Pension	
Eligibility Requirements	Retires subsequent to Normal Retirement Date.
Monthly Retirement	The actuarial equivalent of the Normal Retirement Pension.

Schedule SB Attachment (Form 5500)—2015 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Disability Retirement Pension

Disability Retirement Date

Normal Retirement Date.

Monthly Retirement

Normal Retirement Benefit. Benefit Service continues during disability. Compensation remains constant from the start of disability. (There are currently no participants in this category, and no future eligibles.) Former Safelite Plan participants are entitled to a lump sum payment.

Normal Form of Benefit

The normal form for an unmarried employee is a straight life annuity. The normal form for a married employee who does not elect otherwise is an actuarially equivalent 50% contingent annuity with the spouse as beneficiary.

Death Benefits

Before Retirement

50% joint and survivor annuity actuarially reduced for early commencement. Not less than the 100% joint and survivor option based on the December 31, 1990 Accrued Benefit.

After Retirement

Only if an option providing for such is elected, or not declined.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2015

EIN: 31-1725961
Plan Number: 050

(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
	Cash and cash equivalents:			
*	US Bank	Money Market Fund	\$ 56,835,710	\$ 56,835,710
	Total cash and cash equivalents		56,835,710	56,835,710
	Mutual funds:			
	Pimco Long Duration Tot R Is	833.992 shares	9,415	8,915
	Total mutual funds		9,415	8,915
	Total		\$ 56,845,125	\$ 56,844,625

* Party in interest