

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.) ☒ 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>BRG SPORTS, INC. 401(K) PLAN</u>	1b	Three-digit plan number (PN) ► <u>001</u>
		1c	Effective date of plan <u>05/13/1991</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>BRG SPORTS, INC.</u> <u>7501 PERFORMANCE LANE</u> <u>NORTH RIDGEVILLE, OH 44039</u>	2b	Employer Identification Number (EIN) <u>20-1636283</u>
		2c	Plan Sponsor's telephone number <u>831-461-7500</u>
		2d	Business code (see instructions) <u>423910</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.	10/16/2017	ROSANNE SCHEEFF
	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

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 1643
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..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	 6a(1) 1295 6a(2) 883 6b 6 6c 426 6d 1315 6e 10 6f 1325 6g 1010 6h 17
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: 2F 2G 2J 2K 2R 2T 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (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) ☐ <u>0</u> 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)

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 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) 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
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan BRG SPORTS, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BRG SPORTS, INC.	D Employer Identification Number (EIN) 20-1636283

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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65 71	RECORDKEEPER	46358	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	28403	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
TOREADOR LARGE CAP FUND CL I 8730 STONY POINT PARKWAY SUITE 205 RICHMOND, VA 23235		0.08%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
TEMPLETON GLOBAL BOND ADVISOR CLASS 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716		\$16.00
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
NATIXIS US EQUITY OPPORTUNITIES CL 399 BOYLSTON STREET 8TH FLOOR BOSTON, MA 02116		0.05%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
MAIRS & POWER GROWTH FUND	777 E. WISCONSIN AVENUE FLOOR 4 MK MILWAUKEE, WI 53202	0.10%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
HARBOR LARGE CAP VALUE INV CLASS	111 S. WACKER DR 34TH FLOOR CHICAGO, IL 60606	0.35%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
HARBOR CAPITAL APPRECIAT INSTL	111 S. WACKER DR 34TH FLOOR CHICAGO, IL 60606	0.08%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
AMG YACHTMAN FUND I	600 STEAMBOAT ROAD SUITE 300 GREENWICH, CT 06830	0.40%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
ABF LG CAP VAL INV - BOSTON FINANC	P.O. BOX 8480 BOSTON, MA 02266	0.40%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
AM CENT MD CP VAL IS - AMERICAN CE		0.15%
44-0619208		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
COHEN & STEERS RLTY - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX INTL STK - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
EAGLE MID CAP GRTH I - U.S. BANCOR P.O. BOX 701 MILWAUKEE, WI 53201	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MAINSTAY LGCP GR R1 - NYLIM SERVIC 52-2206685	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
NORTHERN SM CAP VAL - NORTHERN TRU 36-2723087	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) 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
		2016
		This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan BRG SPORTS, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRG SPORTS, INC.	D Employer Identification Number (EIN) 20-1636283	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	7588900	6407862
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	172513	178720
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	753949	513062
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	1644033	1065438
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	67425650	58958081
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	77585045	67123163

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
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	77585045	67123163
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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)	1189562	
(B) Participants	2a(1)(B)	3394898	
(C) Others (including rollovers)	2a(1)(C)	544215	
(2) Noncash contributions	2a(2)	0	5128675
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3387	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	9661	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	56456	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		69504
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	1932413
(B) Common stock	2b(2)(B)	4622	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1927791	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1655301	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1681894	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-26593
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	6016	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		6016

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3129741
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		10239756

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

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20534873	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		20534873
f Corrective distributions (see instructions)	2f		93405
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	28403	
(4) Other	2i(4)	44957	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		73360
j Total expenses. Add all expense amounts in column (b) and enter total	2j		20701638

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-10461882
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: LIGHTFOOT GUEST MOORE & CO, P.C

(2) EIN: 75-1736465

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:

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	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>BRG SPORTS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRG SPORTS, INC.</u>	D Employer Identification Number (EIN) <u>20-1636283</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
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>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

BRG SPORTS, INC.
401(K) PLAN
Financial Statements
and
Independent Auditors' Report
For the Years Ended
December 31, 2016 and 2015

BRG SPORTS, INC.
401(K) PLAN

Financial Statements
For the Years Ended
December 31, 2016 and 2015

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has not been included in the financial statements or notes thereto.

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
BRG Sports, Inc. 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of BRG Sports, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years ended December 31, 2016 and 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan ("trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule; Schedule H (Line 4I) Form 5500 – Schedule of Assets (Held at End of Year) as of December 31, 2016, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Dallas, Texas
October 12, 2017

BRG SPORTS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2016	2015
Assets		
Investments (at fair value)	\$ 66,057,725	\$ 75,941,012
Notes receivable from participants	<u>1,065,438</u>	<u>1,644,033</u>
Net Assets Available for Benefits	<u><u>\$ 67,123,163</u></u>	<u><u>\$ 77,585,045</u></u>

See Independent Auditors' Report and Notes to Financial Statements.

BRG SPORTS, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2016	2015
Additions:		
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 3,109,164	\$ (4,010,034)
Interest and dividends	1,945,461	3,889,013
Total investment income (loss)	5,054,625	(121,021)
Interest income on notes receivable from participants	56,456	68,759
Contributions:		
Participants	3,394,898	4,513,758
Employer	1,189,562	1,487,104
Rollover	544,215	492,626
Total contributions	5,128,675	6,493,488
Total Additions	10,239,756	6,441,226
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants	20,628,278	8,473,453
Administrative expenses	73,360	55,939
Total Deductions	20,701,638	8,529,392
Net Decrease	(10,461,882)	(2,088,166)
Net Assets Available for Benefits:		
Beginning of year	77,585,045	79,673,211
End of year	\$ 67,123,163	\$ 77,585,045

See Independent Auditors' Report and Notes to Financial Statements.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

1. Description of Plan

The following description of BRG Sports, Inc. 401(k) Plan (the “Plan”), formerly Easton-Bell Sports, Inc. 401(k) Plan, provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution plan established effective January 1, 2007, most recently amended on August 1, 2015. All full-time employees of BRG Sports, Inc. and subsidiaries (the “Company”) are eligible to participate upon completion of thirty days of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). Effective June 15, 2014, the plan name was changed from Easton-Bell Sports, Inc. 401(k) Plan to BRG Sports, Inc. 401(k) Plan. On April 1, 2016, the Company sold its Action Sports Division to Vista Outdoor, Inc. In connection with the sale, 555 participants terminated employment with the Company.

The Board of Directors is responsible for the oversight of the Plan. The Investment Committee determines the appropriateness of the Plan’s investment offerings, monitors investment performance, and reports to the Plan’s Board of Directors.

Contributions - Participants may elect to defer a percentage of eligible compensation, subject to an annual limit of the lesser of 100% or \$18,000 for the years 2016 and 2015. Participants who have attained age 50 before the end of the Plan year are eligible to make a maximum of \$6,000 in catch-up contributions. Participants may also make rollover contributions from other qualified plans. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant’s earnings.

The Company makes a per paycheck automatic matching contribution, and may also make discretionary non-elective contributions. There were no discretionary non-elective contributions during 2016 and 2015. Company contributions are invested directly in the Fidelity Freedom Income Fund or pooled separate account investments, as directed by the participant. Company matching contributions are recorded in the period during which the Company makes payroll deductions from the participant’s earnings. Discretionary non-elective, if any, contributions are recorded annually.

The Company makes matching contributions in an amount equal to \$0.50 for each \$1.00 contributed by a participant. However, in applying this matching percentage, only contributions up to a maximum of 6% of the participant’s Plan compensation were considered. Total employer match, net of forfeitures, was \$1,189,562 and \$1,487,104 for the years ended December 31, 2016 and 2015, respectively.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

1. Description of Plan (Continued)

Participants direct the investment of their contributions and Company contributions made on their behalf into the various investment options offered by the Plan. The Plan currently offers various pooled separate accounts as investment options, including a self-directed account for participants. Contributions received prior to year-end awaiting investment in the appropriate investment options at December 31, 2016, if any, were invested in the Vanguard Suite of target date funds.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocation of the Company's contributions and Plan earnings or losses. Earnings or losses are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company contribution portion of their accounts plus actual earnings thereon vest in accordance with the following schedule:

Number of Completed Years of Service	Vesting Percentage
Less than 1 year	0%
1 year, less than 2 years	20%
2 years, less than 3 years	40%
3 years, less than 4 years	60%
4 years, less than 5 years	80%
5 years of more	100%

However, if an active participant dies or becomes totally and permanently disabled prior to attaining the normal retirement age, the participant's account becomes 100% vested. See Note 6.

Notes Receivable from Participants - Participants may borrow a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the vested portion of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest are paid ratably through payroll deductions or remitted to the employer by the employee, who in turn submits the payment to Fidelity Management Trust Company ("FMTC").

Payment of Benefits - On termination of service, including termination due to retirement, total and permanent disability or death, a participant or beneficiary receives a lump-sum amount equal to the value of the vested portion of their account. Distributions are subject to the applicable provisions of the Plan agreement. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan. The Plan allows for withdrawals for serious financial hardship.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

1. Description of Plan (Continued)

Forfeited Accounts - Forfeitures result from non-vested benefit payments remaining in the Plan from terminated employees. At December 31, 2016 and 2015, forfeiture reserves of \$67,097 and \$16,153, respectively, were available to offset Company cash contributions, which would otherwise be payable by the Company, in accordance with the Plan agreement. During 2016 and 2015, forfeitures and appreciation amounted to \$1,106 and \$72,489, respectively. In 2016 and 2015, Company cash contributions were offset by \$18,553 and \$101,447, respectively, from forfeited non-vested accounts.

2. Summary of Accounting Policies

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

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 4 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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Expenses - Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

2. Summary of Accounting Policies (Continued)

Payment of Benefits - Benefits are recorded when paid.

Terminated and Defaulted Loans - Loans are terminated when a participant withdraws from the Plan. Any unpaid loan balance will be reduced by the amount of the vested interest in the account balance upon distribution. Loans with scheduled repayments that remain unpaid for more than 90 days or with an outstanding principal existing after the last scheduled repayment date are in default.

Subsequent Events – Subsequent events were evaluated through October 12, 2017, which is the date the financial statements were available to be issued.

Recent Accounting Pronouncement – In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part (I) Fully Benefit Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient*. This three-part standard simplifies employee benefit plan reporting with respect to fully-benefit responsive investment contracts and plan investment disclosures, and provides for a measurement-date practical expedient. Parts I and II were effective for fiscal years beginning after December 31, 2015, and should be applied retrospectively, with early application permitted. Part III was effective for fiscal years beginning after December 31, 2015, and should be applied prospectively, with early application permitted.

The Company elected to adopt Part II early for the year ended December 31, 2015. Accordingly, the amendment was retrospectively applied resulting in no disclosure required for individual investments greater than 5 percent of net assets, and no disclosure was made for the net appreciation/depreciation by investment type.

3. Investments

Unaudited Information Certified by the Plan Trustee - Plan assets are invested in products held by FMTC. The investment balance and related information included in the financial statements and accompanying notes are derived from statements which have been certified by FMTC as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of \$66,057,725 and \$75,941,012, and the net decrease in assets of \$10,461,882 and \$2,088,166, at December 31, 2016 and 2015, respectively.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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. No level 2 or 3 inputs were available to the Plan. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Corporate bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

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

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

4. Fair Value Measurements (Continued)

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2016 and 2015:

Assets at Fair value at December 31, 2016			
	Level 1	Level 2	Level 3
Mutual funds:			
Index fund	\$ 9,587,414	\$ -	\$ -
Balanced fund	5,052,760	-	-
Growth funds	32,819,200	-	-
Money market	6,407,862	-	-
Value funds	11,677,427	-	-
Total mutual funds	65,544,663	-	-
Corporate stocks	513,062	-	-
Total assets at fair value	<u>\$ 66,057,725</u>	<u>\$ -</u>	<u>\$ -</u>

Assets at Fair value at December 31, 2015			
	Level 1	Level 2	Level 3
Mutual funds:			
Index fund	\$ 10,115,022	\$ -	\$ -
Balanced fund	6,241,135	-	-
Growth funds	40,166,177	-	-
Money market	7,588,900	-	-
Value funds	11,075,829	-	-
Total mutual funds	75,187,063	-	-
Corporate stocks	753,949	-	-
Total assets at fair value	<u>\$ 75,941,012</u>	<u>\$ -</u>	<u>\$ -</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2016 and 2015, are reported in net appreciation in fair value of investments.

5. Related-Party Transactions and Party In Interest Transactions

Certain Plan investments are shares of mutual funds managed by FMTC. FMTC is the trustee as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Participant loans also qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment; they are paid through revenue sharing, rather than a direct payment. The Plan made a direct payment of \$73,357 to the third party administrator for administration which was not covered by revenue sharing, as described in Note 2, under Expenses. The Plan Sponsor pays directly any other fees related to the Plan's operations.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

6. Plan Termination

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

Partial Plan Termination

On April 1, 2016, the Company sold its Action Sports Division to Vista Outdoor, Inc. In connection with the sale, 555 participants terminated employment with the Company. Due to the large number of terminated plan participants, the transaction caused a partial plan termination, whereby the terminated participants were fully vested with their accounts.

7. Tax Status

The Internal Revenue Service ("IRS") has informed FMTC by an advisory letter dated March 31, 2014, that the adopted prototype Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the most recent advisory letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the company has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

8. Risk and Uncertainties

The Plan invests in a combination of investment securities which are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant's account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

SUPPLEMENTAL SCHEDULE

BRG SPORTS, INC. 401(K) PLAN**SCHEDULE H (LINE 4I) FORM 5500 – SCHEDULE OF ASSETS****(HELD AT END OF YEAR)****DECEMBER 31, 2016****SUPPLEMENTAL SCHEDULE 1**

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
American Beacon Funds	American Beacon Large Cap Value Plan Ahead Class	\$ 5,501,362
Mainstay	Mainstay Large Cap Growth R1	3,925,657
Cohen & Steers	Cohen & Steers Realty	543,707
American Century	American Century Midcap Value Inv	3,952,818
* Fidelity Investments	Fidelity Worldwide	1,953,342
Northern Trust	Northern Small Cap Value	2,223,247
* Fidelity Investments	Fidelity Spartan 500 Index Institutional Fund	9,232,930
Dodge & Cox	Dodge & Cox International Stock	441,841
ClearBridge Investments	ClearBridge Small Cap Growth Fund Class IS	2,116,570
American Funds	American Funds EuroPacific Growth Fund	1,997,574

* Indicates a party in interest to the Plan.

This schedule was derived from data certified as complete and accurate by FMTC.

BRG SPORTS, INC. 401(K) PLAN**SCHEDULE H (LINE 4I) FORM 5500 – SCHEDULE OF ASSETS****(HELD AT END OF YEAR)****DECEMBER 31, 2016****SUPPLEMENTAL SCHEDULE 1 (CONTINUED)**

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
Eagle	Eagle Midcap Growth I	\$ 3,030,533
* Fidelity Investments	Fidelity Retirement Money Market Portfolio	5,989,535
* Fidelity Investments	Spartan Short-term Treasury Bond Index Fund	354,484
Vanguard	Vanguard Target Retirement 2055	296,790
* Fidelity Investments	Fidelity Total Bond	4,874,040
Vanguard	Vanguard Target Retirement 2010	224,269
Vanguard	Vanguard Target Retirement 2020	3,115,313
Vanguard	Vanguard Target Retirement 2030	2,262,933
Vanguard	Vanguard Target Retirement 2040	2,315,336
Vanguard	Vanguard Target Retirement 2050	692,786
Vanguard	Vanguard Target Retirement Income	641,778

* Indicates a party in interest to the Plan.

This schedule was derived from data certified as complete and accurate by FMTC.

BRG SPORTS, INC. 401(K) PLAN**SCHEDULE H (LINE 4I) FORM 5500 – SCHEDULE OF ASSETS****(HELD AT END OF YEAR)****DECEMBER 31, 2016****SUPPLEMENTAL SCHEDULE 1 (CONTINUED)**

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
American Funds	American Cap World G&I R4	\$ 618,386
Vanguard	Vanguard Target Retirement 2015	679,395
Vanguard	Vanguard Target Retirement 2025	4,177,589
Vanguard	Vanguard Target Retirement 2035	2,457,420
Vanguard	Vanguard Target Retirement 2045	1,026,706
Vanguard	Vanguard Target Retirement 2060	16,854
BrokerageLink Account	Various corporate common stock and Fidelity Cash Reserves	1,394,530
* Fidelity Management Trust Company	Notes Receivable from Participants Various terms (4.25 percent to 9.25 percent) Maturity dates range between 2017 and 2026.	1,065,438
Total:		<u><u>\$ 67,123,163</u></u>

* Indicates a party in interest to the Plan.

This schedule was derived from data certified as complete and accurate by FMTC.

BRG SPORTS, INC.
401(K) PLAN
Financial Statements
and
Independent Auditors' Report
For the Years Ended
December 31, 2016 and 2015

BRG SPORTS, INC.
401(K) PLAN

Financial Statements
For the Years Ended
December 31, 2016 and 2015

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has not been included in the financial statements or notes thereto.

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
BRG Sports, Inc. 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of BRG Sports, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years ended December 31, 2016 and 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan ("trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule; Schedule H (Line 4I) Form 5500 – Schedule of Assets (Held at End of Year) as of December 31, 2016, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Dallas, Texas
October 12, 2017

BRG SPORTS, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2016	2015
Assets		
Investments (at fair value)	\$ 66,057,725	\$ 75,941,012
Notes receivable from participants	<u>1,065,438</u>	<u>1,644,033</u>
Net Assets Available for Benefits	<u><u>\$ 67,123,163</u></u>	<u><u>\$ 77,585,045</u></u>

See Independent Auditors' Report and Notes to Financial Statements.

BRG SPORTS, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2016	2015
Additions:		
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 3,109,164	\$ (4,010,034)
Interest and dividends	1,945,461	3,889,013
Total investment income (loss)	5,054,625	(121,021)
Interest income on notes receivable from participants	56,456	68,759
Contributions:		
Participants	3,394,898	4,513,758
Employer	1,189,562	1,487,104
Rollover	544,215	492,626
Total contributions	5,128,675	6,493,488
Total Additions	10,239,756	6,441,226
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants	20,628,278	8,473,453
Administrative expenses	73,360	55,939
Total Deductions	20,701,638	8,529,392
Net Decrease	(10,461,882)	(2,088,166)
Net Assets Available for Benefits:		
Beginning of year	77,585,045	79,673,211
End of year	\$ 67,123,163	\$ 77,585,045

See Independent Auditors' Report and Notes to Financial Statements.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

1. Description of Plan

The following description of BRG Sports, Inc. 401(k) Plan (the “Plan”), formerly Easton-Bell Sports, Inc. 401(k) Plan, provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution plan established effective January 1, 2007, most recently amended on August 1, 2015. All full-time employees of BRG Sports, Inc. and subsidiaries (the “Company”) are eligible to participate upon completion of thirty days of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). Effective June 15, 2014, the plan name was changed from Easton-Bell Sports, Inc. 401(k) Plan to BRG Sports, Inc. 401(k) Plan. On April 1, 2016, the Company sold its Action Sports Division to Vista Outdoor, Inc. In connection with the sale, 555 participants terminated employment with the Company.

The Board of Directors is responsible for the oversight of the Plan. The Investment Committee determines the appropriateness of the Plan’s investment offerings, monitors investment performance, and reports to the Plan’s Board of Directors.

Contributions - Participants may elect to defer a percentage of eligible compensation, subject to an annual limit of the lesser of 100% or \$18,000 for the years 2016 and 2015. Participants who have attained age 50 before the end of the Plan year are eligible to make a maximum of \$6,000 in catch-up contributions. Participants may also make rollover contributions from other qualified plans. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant’s earnings.

The Company makes a per paycheck automatic matching contribution, and may also make discretionary non-elective contributions. There were no discretionary non-elective contributions during 2016 and 2015. Company contributions are invested directly in the Fidelity Freedom Income Fund or pooled separate account investments, as directed by the participant. Company matching contributions are recorded in the period during which the Company makes payroll deductions from the participant’s earnings. Discretionary non-elective, if any, contributions are recorded annually.

The Company makes matching contributions in an amount equal to \$0.50 for each \$1.00 contributed by a participant. However, in applying this matching percentage, only contributions up to a maximum of 6% of the participant’s Plan compensation were considered. Total employer match, net of forfeitures, was \$1,189,562 and \$1,487,104 for the years ended December 31, 2016 and 2015, respectively.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

1. Description of Plan (Continued)

Participants direct the investment of their contributions and Company contributions made on their behalf into the various investment options offered by the Plan. The Plan currently offers various pooled separate accounts as investment options, including a self-directed account for participants. Contributions received prior to year-end awaiting investment in the appropriate investment options at December 31, 2016, if any, were invested in the Vanguard Suite of target date funds.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocation of the Company's contributions and Plan earnings or losses. Earnings or losses are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company contribution portion of their accounts plus actual earnings thereon vest in accordance with the following schedule:

Number of Completed Years of Service	Vesting Percentage
Less than 1 year	0%
1 year, less than 2 years	20%
2 years, less than 3 years	40%
3 years, less than 4 years	60%
4 years, less than 5 years	80%
5 years of more	100%

However, if an active participant dies or becomes totally and permanently disabled prior to attaining the normal retirement age, the participant's account becomes 100% vested. See Note 6.

Notes Receivable from Participants - Participants may borrow a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the vested portion of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest are paid ratably through payroll deductions or remitted to the employer by the employee, who in turn submits the payment to Fidelity Management Trust Company ("FMTC").

Payment of Benefits - On termination of service, including termination due to retirement, total and permanent disability or death, a participant or beneficiary receives a lump-sum amount equal to the value of the vested portion of their account. Distributions are subject to the applicable provisions of the Plan agreement. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan. The Plan allows for withdrawals for serious financial hardship.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

1. Description of Plan (Continued)

Forfeited Accounts - Forfeitures result from non-vested benefit payments remaining in the Plan from terminated employees. At December 31, 2016 and 2015, forfeiture reserves of \$67,097 and \$16,153, respectively, were available to offset Company cash contributions, which would otherwise be payable by the Company, in accordance with the Plan agreement. During 2016 and 2015, forfeitures and appreciation amounted to \$1,106 and \$72,489, respectively. In 2016 and 2015, Company cash contributions were offset by \$18,553 and \$101,447, respectively, from forfeited non-vested accounts.

2. Summary of Accounting Policies

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

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 4 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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Expenses - Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

2. Summary of Accounting Policies (Continued)

Payment of Benefits - Benefits are recorded when paid.

Terminated and Defaulted Loans - Loans are terminated when a participant withdraws from the Plan. Any unpaid loan balance will be reduced by the amount of the vested interest in the account balance upon distribution. Loans with scheduled repayments that remain unpaid for more than 90 days or with an outstanding principal existing after the last scheduled repayment date are in default.

Subsequent Events – Subsequent events were evaluated through October 12, 2017, which is the date the financial statements were available to be issued.

Recent Accounting Pronouncement – In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part (I) Fully Benefit Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient*. This three-part standard simplifies employee benefit plan reporting with respect to fully-benefit responsive investment contracts and plan investment disclosures, and provides for a measurement-date practical expedient. Parts I and II were effective for fiscal years beginning after December 31, 2015, and should be applied retrospectively, with early application permitted. Part III was effective for fiscal years beginning after December 31, 2015, and should be applied prospectively, with early application permitted.

The Company elected to adopt Part II early for the year ended December 31, 2015. Accordingly, the amendment was retrospectively applied resulting in no disclosure required for individual investments greater than 5 percent of net assets, and no disclosure was made for the net appreciation/depreciation by investment type.

3. Investments

Unaudited Information Certified by the Plan Trustee - Plan assets are invested in products held by FMTC. The investment balance and related information included in the financial statements and accompanying notes are derived from statements which have been certified by FMTC as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of \$66,057,725 and \$75,941,012, and the net decrease in assets of \$10,461,882 and \$2,088,166, at December 31, 2016 and 2015, respectively.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 - inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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. No level 2 or 3 inputs were available to the Plan. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Corporate bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

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

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

4. Fair Value Measurements (Continued)

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2016 and 2015:

Assets at Fair value at December 31, 2016			
	Level 1	Level 2	Level 3
Mutual funds:			
Index fund	\$ 9,587,414	\$ -	\$ -
Balanced fund	5,052,760	-	-
Growth funds	32,819,200	-	-
Money market	6,407,862	-	-
Value funds	11,677,427	-	-
Total mutual funds	65,544,663	-	-
Corporate stocks	513,062	-	-
Total assets at fair value	<u>\$ 66,057,725</u>	<u>\$ -</u>	<u>\$ -</u>

Assets at Fair value at December 31, 2015			
	Level 1	Level 2	Level 3
Mutual funds:			
Index fund	\$ 10,115,022	\$ -	\$ -
Balanced fund	6,241,135	-	-
Growth funds	40,166,177	-	-
Money market	7,588,900	-	-
Value funds	11,075,829	-	-
Total mutual funds	75,187,063	-	-
Corporate stocks	753,949	-	-
Total assets at fair value	<u>\$ 75,941,012</u>	<u>\$ -</u>	<u>\$ -</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2016 and 2015, are reported in net appreciation in fair value of investments.

5. Related-Party Transactions and Party In Interest Transactions

Certain Plan investments are shares of mutual funds managed by FMTC. FMTC is the trustee as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Participant loans also qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment; they are paid through revenue sharing, rather than a direct payment. The Plan made a direct payment of \$73,357 to the third party administrator for administration which was not covered by revenue sharing, as described in Note 2, under Expenses. The Plan Sponsor pays directly any other fees related to the Plan's operations.

BRG SPORTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

6. Plan Termination

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

Partial Plan Termination

On April 1, 2016, the Company sold its Action Sports Division to Vista Outdoor, Inc. In connection with the sale, 555 participants terminated employment with the Company. Due to the large number of terminated plan participants, the transaction caused a partial plan termination, whereby the terminated participants were fully vested with their accounts.

7. Tax Status

The Internal Revenue Service ("IRS") has informed FMTC by an advisory letter dated March 31, 2014, that the adopted prototype Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the most recent advisory letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the company has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

8. Risk and Uncertainties

The Plan invests in a combination of investment securities which are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant's account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

SUPPLEMENTAL SCHEDULE

BRG SPORTS, INC. 401(K) PLAN**SCHEDULE H (LINE 4I) FORM 5500 – SCHEDULE OF ASSETS****(HELD AT END OF YEAR)****DECEMBER 31, 2016****SUPPLEMENTAL SCHEDULE 1**

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
American Beacon Funds	American Beacon Large Cap Value Plan Ahead Class	\$ 5,501,362
Mainstay	Mainstay Large Cap Growth R1	3,925,657
Cohen & Steers	Cohen & Steers Realty	543,707
American Century	American Century Midcap Value Inv	3,952,818
* Fidelity Investments	Fidelity Worldwide	1,953,342
Northern Trust	Northern Small Cap Value	2,223,247
* Fidelity Investments	Fidelity Spartan 500 Index Institutional Fund	9,232,930
Dodge & Cox	Dodge & Cox International Stock	441,841
ClearBridge Investments	ClearBridge Small Cap Growth Fund Class IS	2,116,570
American Funds	American Funds EuroPacific Growth Fund	1,997,574

* Indicates a party in interest to the Plan.

This schedule was derived from data certified as complete and accurate by FMTC.

BRG SPORTS, INC. 401(K) PLAN**SCHEDULE H (LINE 4I) FORM 5500 – SCHEDULE OF ASSETS****(HELD AT END OF YEAR)****DECEMBER 31, 2016****SUPPLEMENTAL SCHEDULE 1 (CONTINUED)**

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
Eagle	Eagle Midcap Growth I	\$ 3,030,533
* Fidelity Investments	Fidelity Retirement Money Market Portfolio	5,989,535
* Fidelity Investments	Spartan Short-term Treasury Bond Index Fund	354,484
Vanguard	Vanguard Target Retirement 2055	296,790
* Fidelity Investments	Fidelity Total Bond	4,874,040
Vanguard	Vanguard Target Retirement 2010	224,269
Vanguard	Vanguard Target Retirement 2020	3,115,313
Vanguard	Vanguard Target Retirement 2030	2,262,933
Vanguard	Vanguard Target Retirement 2040	2,315,336
Vanguard	Vanguard Target Retirement 2050	692,786
Vanguard	Vanguard Target Retirement Income	641,778

* Indicates a party in interest to the Plan.

This schedule was derived from data certified as complete and accurate by FMTC.

BRG SPORTS, INC. 401(K) PLAN**SCHEDULE H (LINE 4I) FORM 5500 – SCHEDULE OF ASSETS****(HELD AT END OF YEAR)****DECEMBER 31, 2016****SUPPLEMENTAL SCHEDULE 1 (CONTINUED)**

Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
American Funds	American Cap World G&I R4	\$ 618,386
Vanguard	Vanguard Target Retirement 2015	679,395
Vanguard	Vanguard Target Retirement 2025	4,177,589
Vanguard	Vanguard Target Retirement 2035	2,457,420
Vanguard	Vanguard Target Retirement 2045	1,026,706
Vanguard	Vanguard Target Retirement 2060	16,854
BrokerageLink Account	Various corporate common stock and Fidelity Cash Reserves	1,394,530
* Fidelity Management Trust Company	Notes Receivable from Participants Various terms (4.25 percent to 9.25 percent) Maturity dates range between 2017 and 2026.	1,065,438
	Total:	<u><u>\$ 67,123,163</u></u>

* Indicates a party in interest to the Plan.

This schedule was derived from data certified as complete and accurate by FMTC.