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

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ___

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
GSW SPORTS LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1987

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)

GSW SPORTS LLC

1011 BROADWAY
OAKLAND, CA 94607

2b Employer Identification Number (EIN)
27-3038750

2c Plan Sponsor's telephone number
510-986-2200

2d Business code (see instructions)
711210

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.	09/28/2018	JONATHAN ORTEZA
	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

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	953
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	776
a(2) Total number of active participants at the end of the plan year	**6a(2)**	836
b Retired or separated participants receiving benefits	**6b**	2
c Other retired or separated participants entitled to future benefits	**6c**	285
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1123
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	1123
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	913
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2S 2T 3B 3D

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	**(1)**	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [X] 1 **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **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 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
GSW SPORTS LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GSW SPORTS LLC

D Employer Identification Number (EIN)
27-3038750

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year (f) From	Policy or contract year (g) To
36-6071399	70688	YK51353		01/01/2017	08/31/2017

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year		7b	159918
c	Additions: (1) Contributions deposited during the year	7c(1)	41424	
	(2) Dividends and credits	7c(2)	0	
	(3) Interest credited during the year	7c(3)	1391	
	(4) Transferred from separate account	7c(4)	0	
	(5) Other (specify below)	7c(5)	92771	
	▶ LOAN REPAYMENTS, TRANSFERS, MVA			
	(6) Total additions		7c(6)	135586
d	Total of balance and additions (add lines **7b** and **7c(6)**).		7d	295504
e	Deductions:			
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	294342	
	(2) Administration charge made by carrier	7e(2)		
	(3) Transferred to separate account	7e(3)		
	(4) Other (specify below)	7e(4)	1162	
	▶ LOANS ISSUED			
	(5) Total deductions		7e(5)	295504
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)		7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2017** **This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
GSW SPORTS LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GSW SPORTS LLC

D Employer Identification Number (EIN)
27-3038750

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

TRANSAMERICA RETIREMENT SOLUTIONS

13-3689044

(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)

TRANSAMERICA RETIREMENT SOLUTIONS

13-3689044

(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?
12 15 28 37 38 50 54 59 61 62 63 64 65	RECORD KEEPER	22915	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PRECEPT ADVISORY GROUP, LLC

01-0944247

(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?
16 50	CONSULTANT	19492	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(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?
60 64 65	RECORDKEEPER	6000	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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)

NATIONAL FINANCIAL SERVICES

04-3523567

(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?
33 71	SECURITIES BROKER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

(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
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	253.24%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
JANUS 30 DAN ROAD SUITE 55932 CANTON, MA 02021	121.75%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
LOOMIS SAYLES ONE FINANCIAL CENTER BOSTON, MA 02111	58.44%

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
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
MUNDER 480 PIERCE STREET BIRMINGHAM, MI 48009	58.44%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
NUVEEN 333 W. WACKER DR. CHICAGO, IL 60606	73.05%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
OPPENHEIMER TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	48.7%

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
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
PIONEER 30 DAN ROAD CANTON, MA 02021	73.05%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	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.
RIDGEWORTH 3333 PIEDMONT ROAD SUITE 1500 ATLANTA, GA 30305	73.05%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	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.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	73.05%

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
NATIONAL FINANCIAL SERVICES	33 71	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.
JANUS 30 DAN ROAD SUITE 55932 CANTON, MA 02021	3.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	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.
LOOMIS SAYLES ONE FINANCIAL CENTER BOSTON, MA 02111	1.56%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	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.
MUNDER 480 PIERCE STREET BIRMINGHAM, MI 48009	1.95%

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
NATIONAL FINANCIAL SERVICES	33 71	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.
NUVEEN	333 W. WACKER DR. CHICAGO, IL 60606	1.95%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	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.
OPPENHEIMER	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET NEW YORK, NY 10281	1.3%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	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.
PIONEER	30 DAN ROAD CANTON, MA 02021	1.95%

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
NATIONAL FINANCIAL SERVICES	33 71	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.
RIDGEWORTH 3333 PIEDMONT ROAD SUITE 1500 ATLANTA, GA 30305	1.95%

(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.
J H BALANCED T - JANUS SERVICES LL 43-1804048	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.
J H TRITON T - JANUS SERVICES LLC 43-1804048	0.35%

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.
NUVEEN REAL ESTATE I - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.25%

(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.
OPPHMR INTL GRTH Y - OFI GLOBAL AS	225 LIBERTY STREET NEW YORK, NY 10281	0.25%

(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.
PIONEER BOND Y - BOSTON FINANCIAL	P.O. BOX 8480 BOSTON, MA 02266	0.35%

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.
VICTORY S ESTB VAL I - FIS INVESTO	4249 EASTON WAY, SUITE 400 COLUMBUS, OH 43219	0.10%

(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.
VM MID-CP CORE GR Y - FIS INVESTOR	4249 EASTON WAY, SUITE 400 COLUMBUS, OH 43219	0.25%

(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.
VRTS C LGCP VAL EQ A - VIRTUS FUND	4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.65%

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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
GSW SPORTS LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GSW SPORTS LLC

D Employer Identification Number (EIN)
27-3038750

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

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	288330

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
GSW SPORTS LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GSW SPORTS LLC

D Employer Identification Number (EIN)
27-3038750

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	6468
(2) Participant contributions	1b(2)	41323	38414
(3) Other	1b(3)	332	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	14291	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	128223	182878
(9) Value of interest in common/collective trusts	1c(9)	0	288330
(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)	7609348	10947009
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	159918	
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	0	0
	(2) Employer real property	**1d(2)**	0	0
e	Buildings and other property used in plan operation	**1e**	0	0
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	7953435	11463099
	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 through1j)	**1k**	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	7953435	11463099

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)**	395109	
	(B) Participants	**2a(1)(B)**	1838881	
	(C) Others (including rollovers)	**2a(1)(C)**	641071	
	(2) Noncash contributions	**2a(2)**	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		2875061
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	0	
	(B) U.S. Government securities	**2b(1)(B)**	0	
	(C) Corporate debt instruments	**2b(1)(C)**	0	
	(D) Loans (other than to participants)	**2b(1)(D)**	0	
	(E) Participant loans	**2b(1)(E)**	6298	
	(F) Other	**2b(1)(F)**	1393	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		7691
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	0	
	(B) Common stock	**2b(2)(B)**	0	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	420753	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		420753
	(3) Rents	**2b(3)**		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	0	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**	0	
	(B) Other	**2b(5)(B)**	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		499
(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)		1225178
c Other income	2c		-591
d Total income. Add all **income** amounts in column (b) and enter total	2d		4528591
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	970225	
(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)		970225
f Corrective distributions (see instructions)	2f		0
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)	0	
(4) Other	2i(4)	48702	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		48702
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1018927
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3509664
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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: SHEA LABAGH DOBBERSTEIN **(2)** EIN: 94-2290202

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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.)

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

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
GSW SPORTS LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GSW SPORTS LLC

D Employer Identification Number (EIN)
27-3038750

Part I Distributions

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

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

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

EIN(s): 04-6568107 13-3689044

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

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

GSW SPORTS LLC 401(k) PLAN

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE

Year Ended December 31, 2017

GSW SPORTS LLC 401(k) PLAN

Year Ended December 31, 2017

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SHEA LABAGH DOBBERSTEIN
CERTIFIED PUBLIC ACCOUNTANTS & ADVISORS

INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR AND PARTICIPANTS
GSW SPORTS LLC 401(k) PLAN

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of GSW SPORTS LLC 401(k) PLAN (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, 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 4, which was certified by Fidelity Management Trust Company ("Fidelity"), trustee of the Plan from September 1, 2017 to December 31, 2017, and Transamerica Life Insurance Company ("Transamerica") and State Street Bank & Trust ("State Street"), custodians of the Plan as of December 31, 2016 and for the period from January 1, 2017 to August 30, 2017, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity holds the Plan's investment assets as of December 31, 2017 and executed investment transactions for the period from September 1, 2017 to December 31, 2017, and Transamerica and State Street held the Plan's investment assets as of December 31, 2016 and executed investment transactions for the period from January 1, 2017 to August 31, 2017. The plan administrator has obtained certifications from the trustee and custodians as of December 31, 2017 and 2016, respectively, and for the respective periods during year ended December 31, 2017, that the information provided to the plan administrator by the trustee and the custodians is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedule

The supplemental Schedule H – Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2017 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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 and custodians, 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.

SHEA LABAGH DOBBERSTEIN
Certified Public Accountants, Inc.



San Francisco, California
September 25, 2018

GSW SPORTS LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2017	December 31, 2016
ASSETS		
INVESTMENTS, AT FAIR VALUE	$ 11,235,339	$ 7,623,639
INVESTMENT, AT CONTRACT VALUE	-	159,918
RECEIVABLES		
Participant Contributions	38,414	41,323
Employer Contributions	6,468	-
Notes Receivable from Participants	182,878	128,555
TOTAL RECEIVABLES	227,760	169,878
NET ASSETS AVAILABLE FOR BENEFITS	$ 11,463,099	$ 7,953,435

See accompanying notes to financial statements.

GSW SPORTS LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2017

ADDITIONS	
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
INVESTMENT INCOME	
Investment Interest and Dividend Income	$ 423,467
Net Appreciation in Fair Value of Investments	1,223,765
TOTAL INVESTMENT INCOME	1,647,232
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	6,298
CONTRIBUTIONS	
Participants	1,838,881
Employer	360,982
Qualified Non-Elective Contributions	34,127
Rollover	641,071
TOTAL CONTRIBUTIONS	2,875,061
TOTAL ADDITIONS	4,528,591
DEDUCTIONS	
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
BENEFITS PAID TO PARTICIPANTS	970,225
ADMINISTRATIVE EXPENSES	48,702
TOTAL DEDUCTIONS	1,018,927
NET INCREASE IN NET ASSETS	3,509,664
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	7,953,435
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 11,463,099

See accompanying notes to financial statements.

GSW SPORTS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2017

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the GSW Sports LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan which was established on January 1, 1987 to provide retirement benefits for employees of GSW Sports LLC (the "Company") and certain affiliated companies. Participating employers of the Plan include the Company and its affiliates; Golden State Warriors LLC (the previous principal employer and Plan sponsor), SC Warriors LLC, and GSW Arena LLC.

The Plan covers all eligible employees who are not leased employees, union employees, players, contractors, interns (paid or unpaid), employees eligible to participate in the Restated National Basketball Association Saving Plan for Coaches and Trainers, and employees who are employed by an affiliated employer which has not adopted this Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and certain provisions of the Internal Revenue Code ("IRC"). Employees become eligible to participate as of the first date of employment with the Company. The Trustees are 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 Trustees.

Effective September 1, 2017, the Plan appointed Fidelity Management Trust Company as the Plan's record-keeper and trustee ("Fidelity" or the "trustee"). Prior to September 1, 2017, the Plan had appointed Transamerica Life Insurance Company ("Transamerica") and State Street Bank & Trust ("State Street") as the custodians of the Plan (the "custodians").

Effective September 1, 2017, the terms of the Plan were amended such that employees must be at least 15 years of age to be eligible to participate in the Plan. Prior to this date there was no age requirement.

The Plan provides for a plan administrator who is responsible for keeping accurate and complete records with regard to the Plan's operations, informing participants of changes or amendments to the Plan, ensuring that the Plan conforms to the law and to government regulations, and providing participants with any reports and documents required by law.

Participant Contributions – Participants may make pre-tax and post-tax (Roth) contributions to the Plan. A participant's combined annual pre-tax and Roth contributions to the Plan may not exceed 75% of the participant's annual compensation, limited to $18,000 for the year ended December 31, 2017. Additionally, participants who have attained 50 years of age before the end of the Plan year, are eligible to make catch up contributions of up to $6,000 for 2017. Participants may also make "rollover" contributions representing distributions from other qualified retirement plans.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Participant Contributions (Continued) – Effective January 1, 2016, once an employee satisfies the eligibility requirements to participate in the Plan, and if he or she does not make a deferral election within a reasonable period of time after he or she is hired, rehired or reclassified, or affirmatively opts out, 2% of the employee's eligible compensation automatically will be deferred and contributed to the Plan and that amount shall be deemed the employee's deferral election. An employee may terminate their participation in the Plan at any time pursuant to the Plan's notification requirements.

Employer Contributions – The Company has the option to make matching contributions equal to a discretionary percentage, to be determined by the Company, of the participant's elective deferral. The Company may also make an annual discretionary profit sharing contribution at the option of the Company's board of directors, subject to limitations imposed by applicable provisions of the IRC. For the year ended December 31, 2017, the Company elected to make matching contributions equal to 50% of each participant's contribution of up to the first 6% of the participant's eligible compensation, with a maximum matching contribution of $2,000 per year. The Company may change this formula at any time. Part time, temporary, and seasonal employees whose regularly scheduled service is less than 1,000 hours for the year are excluded from employer matching contributions, unless the excluded employee actually completes 1,000 hours of service.

Participant Accounts – The Plan maintains an account for each participant which is credited with the participant's contributions and Company matching contributions, if any, as well as allocations of profit sharing contributions, if any, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. 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 voluntary contributions and rollover contributions plus actual earnings thereon. Vesting in the Company's discretionary profit sharing and matching contributions and earnings thereon is based on the number of years of service as presented in the following schedule:

Years of Service	Vested Percentage
Less than 1 year	0%
1	34%
2	67%
3 or more	100%

Investment Options – Upon enrollment in the Plan, a participant may direct the investment of their account balance into various funds offered by the Plan.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Notes Receivables from Participants – Participants may borrow from their vested account balance provided they meet the Plan's eligibility requirements. The minimum loan amount is $1,000 and the maximum amount is the lesser of one-half of the participant's vested account balance or $50,000. The term of the loan is not to exceed five years, except for loans used to finance the purchase of a primary residence. The loans are secured by the balance in the participant's account. Principal and interest are paid ratably through payroll deductions and loans are due immediately upon termination of employment. Interest rates are determined by the plan administrator, based on the prime rate as published in the Wall Street Journal plus 1%, and remain fixed throughout the life of the loan.

Payment of Benefits – Upon termination of service, death, disability or retirement, a participant may elect to receive a distribution in the form of a lump-sum payment, installment payments, or a combination of lump-sum and installment payments. If a terminated participant's account balance is between $1,000 and $5,000, and no instructions have been received from such participant, the amount will be rolled over to an individual retirement account as designated by the Plan administrator. Vested account balances of less than $1,000 are automatically cashed out as a single lump-sum distribution. A participant may also elect to receive a pre-retirement distribution if the participant is 100% vested in the amount being distributed, and has reached 59½ years of age.

Forfeited Accounts – The non-vested portion of a terminated participant's account balance is forfeited. Forfeited accounts are applied to reduce employer contributions and fund administrative expenses. As of December 31, 2017 and 2016, forfeited non-vested accounts amount to $5,331 and $0, respectively. No forfeited accounts were applied during the year ended December 31, 2017.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan's financial statements are prepared on the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates – The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results may differ from those estimates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition – Investments are reported at fair value, except for a fully benefit-responsive investment contract held prior to September 1, 2017, which was reported at contract 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 Investment Committee determines the Plan's valuation policies utilizing information provided by Fidelity and Transamerica and the Plan's investment advisors. See Note 3 for further 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 or 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 represent loans that 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 when they are incurred. No allowance for credit losses has been recorded as of December 31, 2017 or 2016. Loans which become delinquent are recorded as deemed distributions to participants, in the period they become delinquent, in accordance with the terms of the Plan.

Payments of Benefits – Benefits are recorded when paid.

Administrative 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 or depreciation of the fair value of investments.

NOTE 3 – 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 l measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy 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 at the measurement date.

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 are required to maximize the use of observable inputs and minimize the use of unobservable inputs. Following is a description of the valuation methodologies used by the Plan for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

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

Interest Bearing Cash: Valued at cost, which represents fair value.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

Collective Trust Fund: Valued at the NAV of units of a common collective trust fund. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the collective trust, the issuer reserves the right to require three business days' notification in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments as of December 31, 2017 and 2016:

	2017			
	Level 1	Level 2	Level 3	Total
Total Assets in the Fair Value Hierarchy:				
Mutual Funds	$ 10,947,009	$ -	$ -	$ 10,947,009
Investments Measured at Net Asset Value:				
Collective Trust Fund				288,330
Investments at Fair Value				$ 11,235,339

	2016			
	Level 1	Level 2	Level 3	Total
Total Assets in the Fair Value Hierarchy:				
Mutual Funds	$ 7,609,348	$ -	$ -	$ 7,609,348
Interest Bearing Cash	14,291	-	-	14,291
Investments at Fair Value	$ 7,623,639	$ -	$ -	$ 7,623,639

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

As of December 31, 2017, one investment accounted for approximately 12% of total investments. There were no investment concentrations as of December 31, 2016.

The following table sets forth additional disclosure of the Plan's investments whose fair value is estimated using NAV per share (or its equivalent) as of December 31, 2017. There are no participant redemption restrictions for this investment; the redemption notice period is applicable only to the Plan.

Collective Trust Fund	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio Class I	$ 288,330	N/A	Daily	90 Business Days

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEE AND FORMER CUSTODIANS

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the trustee of Plan assets, has certified to the completeness and accuracy of all investments and the notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits and in Note 3 and the supplemental Schedule H, line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2017, and the related investment income and income on notes receivable from participants reflected in the Statement of Changes in Net Assets Available for Benefits for the period from September 1, 2017 to December 31, 2017. Transamerica and State Street, the former custodians of the Plan, have certified to the completeness and accuracy of all investments and the notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits and in Notes 3 and 5 as of December 31, 2016, and the related investment income and income on notes receivable from participants reflected in the Statement of Changes in Net Assets Available for Benefits for the period from January 1, 2017 to August 31, 2017.

NOTE 5 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

Prior to September 1, 2017, as part of the Stable Value Option, the Plan had entered into a fully benefit-responsive investment contract with Transamerica. Transamerica ("the issuer") maintained the contributions in a general account. The general account was credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The issuer was contractually obligated to repay the principal and a specified interest rate to the Plan. The crediting interest rate was based on a formula agreed upon with the issuer. Such interest rates are reviewed on a monthly basis for resetting, and at least 45 days in advance of the date the new rate will be effective. The guaranteed annuity contract did not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The investment contract met the fully benefit-responsive investment contract criteria and therefore was reported at contract value. Contract value was the relevant measure for fully benefit-responsive investment contracts because this was the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract values, as reported to the Plan by Transamerica, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants were able to direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due was dependent on the issuer's ability to meet its financial obligations. The issuers' ability to meet its contractual obligations may have been affected by future economic and regulatory developments.

All permitted participant-initiated transactions involving the investment occurred at contract value with no conditions, limits or restrictions. No events were probable of occurring that limited the ability of the Plan to transact at contract value with the contract issues nor that limited the ability of the Plan to transact at contract value with the participants.

Transamerica was able to terminate the contract with 30 days advanced written notice to the contract owner for reasonable cause, which included the following: 1) the Plan was changed so as to significantly affect Transamerica's obligations under the contract; or 2) the contract could no longer be treated as a pension plan contract, as that term is defined under the IRC, and Transamerica determined that it was not practical to continue providing benefits under the contract; or 3) the Plan was terminated; or 4) the contract-holder failed to comply with the requirements under the contract, or 5) the contract-holder, except by unintentional omission, failed to provide information Transamerica required under the contract; or 6) the contract holder, except by unintentional omission, failed to furnish Transamerica with a copy of any amendments to the Plan; or 7) annual report records, as defined; or 8) the sum of the contract account value at any time was equal to $20,000 or less. Upon termination by Transamerica, a market value adjustment may have applied.

NOTE 6 – TAX STATUS

Effective September 1, 2017, the Plan adopted the Fidelity prototype retirement plan. The terms of the Plan are based on a prototype plan which received a favorable opinion letter from the Internal Revenue Service on March 31, 2014 stating that the prototype plan and related trust are designed in accordance with the applicable sections of the IRC. Previously, the Plan had adopted the Transamerica prototype plan, which had also received a favorable opinion letter from the Internal Revenue Service on March 31, 2014 stating that the prototype plan and related trust are designed in accordance with the applicable sections of the IRC. The Plan has not filed for a separate determination letter; however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the tax authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in process.

NOTE 7 – RELATED PARTY TRANSACTIONS

Certain Plan assets are held and managed by an affiliate of Fidelity. Fidelity serves as the trustee of the Plan. Therefore, these transactions with its affiliate qualify as party-in-interest transactions.

During 2016 and for a portion of 2017, certain Plan assets were held and managed by an affiliate of Transamerica; therefore transactions with this affiliate qualified as party-in-interest transactions. Fees paid by the Plan for investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment. Transamerica provided certain administrative services to the Plan pursuant to a service agreement between the Company and Transamerica. Transamerica also received revenue from certain investment service providers for services Transamerica provides to the funds. This revenue was used to offset certain amounts owed to Transamerica for its administrative services to the Plan. If the revenue received by Transamerica from such investment service providers exceeded the amount owed under the service agreement, Transamerica remitted the excess to the Plan. Such amounts may be applied to pay Plan recordkeeping and administration fees. During 2017, there were no excess amounts. The Plan or Plan sponsor were permitted to make payments to Transamerica for administration expenses not covered by revenue sharing.

NOTE 8 – PLAN TERMINATION

The Company has established the Plan with the expressed intention and expectation that it will continue the Plan. However, if circumstances make it impossible or inadvisable to continue the Plan, the Company reserves the right to terminate it at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Benefits will be held in the trust fund which will remain in existence until the Company requests the discontinuance of the trust agreement.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination from among the funds offered through the Plan. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 10 – CORRECTION OF OPERATIONAL ERRORS

During the Plan year ended December 31, 2016, the Plan administrator discovered certain operational errors related to the determination of employee contributions which occurred during 2016. The Company remitted corrective, qualified non-elective contributions amounting to $34,178 related to these operational errors during 2017.

NOTE 11 – SUBSEQUENT EVENTS

The plan administrator has evaluated subsequent events through September 25, 2018, the date the Plan's financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

GSW SPORTS LLC 401(k) PLAN

SCHEDULE H – LINE 4i: SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FEIN: 27-3038750

Plan Number: 001

December 31, 2017

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value		(d) Cost	(e) Current Value
		Mutual Funds:			
	American Funds	American Funds AMCAP Fund Class R-6	4,063 Shares	^	$ 129,212
	American Funds	American Funds Fundamental Investors Class R-6	10,438 Shares	^	649,474
	American Funds	American Funds The Growth Fund of America Class R-6	10,342 Shares	^	512,529
	American Funds	American Funds New Perspective Fund Class R-6	13,434 Shares	^	579,964
*	Fidelity	Fidelity 500 Index Fund - Premium Class	3,755 Shares	^	350,877
*	Fidelity	Fidelity Extended Market Index Fund - Premium Class	13,822 Shares	^	857,671
*	Fidelity	Fidelity U.S. Bond Index Fund - Premium Class	521 Shares	^	6,041
	Janus Henderson	Janus Henderson Balanced Fund Class T	4,032 Shares	^	132,596
	Janus Henderson	Janus Henderson Triton Fund Class T	1,442 Shares	^	41,112
	Nuveen	Nuveen Real Estate Securities Fund Class I	11,010 Shares	^	226,258
	Oppenheimer	Oppenheimer International Growth Fund Class Y	12,128 Shares	^	529,031
	PIMCO	PIMCO Income Fund Institutional Class	28,660 Shares	^	355,673
	Pioneer	Pioneer Bond Fund Class Y	3,700 Shares	^	35,672
	Vanguard	Vanguard Target Retirement 2015 Fund Investor Shares	3,750 Shares	^	57,481
	Vanguard	Vanguard Target Retirement 2020 Fund Investor Shares	5,632 Shares	^	176,724
	Vanguard	Vanguard Target Retirement 2025 Fund Investor Shares	30,010 Shares	^	555,193
	Vanguard	Vanguard Target Retirement 2030 Fund Investor Shares	18,943 Shares	^	637,050
	Vanguard	Vanguard Target Retirement 2035 Fund Investor Shares	27,351 Shares	^	565,893
	Vanguard	Vanguard Target Retirement 2040 Fund Investor Shares	13,374 Shares	^	478,389
	Vanguard	Vanguard Target Retirement 2045 Fund Investor Shares	59,911 Shares	^	1,348,005
	Vanguard	Vanguard Target Retirement 2050 Fund Investor Shares	27,437 Shares	^	993,205
	Vanguard	Vanguard Target Retirement 2055 Fund Investor Shares	12,306 Shares	^	482,769
	Vanguard	Vanguard Target Retirement 2060 Fund Investor Shares	6,843 Shares	^	237,045
	Vanguard	Vanguard Target Retirement Income Fund Investor Shares	11,287 Shares	^	152,934
	Vanguard	Vanguard Total International Stock Index Fund	1,424 Shares	^	43,461
	Victory	Victory Sycamore Established Value Fund Class I	7,861 Shares	^	319,063
	Victory	Victory Munder Mid-Cap Core Growth Fund Class Y	8,779 Shares	^	321,847
	Virtus Ceredex	Virtus Ceredex Large-Cap Value Equity Fund Class A	10,607 Shares	^	171,840
					10,947,009
		Collective Trust Fund:			
*	Fidelity	Managed Income Portfolio Class 1	289,154 Shares	^	288,330
*	Notes Receivable from Participants	12 notes receivable bearing interest ranging from 4.25% to 6.00%, per annum, with maturity dates ranging from April 2018 to December 2027.		-	182,878
					$ 11,418,217

* Denotes Party-In-Interest as defined by ERISA.

^ Column (d) Cost is omitted for participant directed accounts.

GSW SPORTS LLC 401(k) PLAN

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE

Year Ended December 31, 2017

GSW SPORTS LLC 401(k) PLAN

Year Ended December 31, 2017

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SHEA LABAGH DOBBERSTEIN
CERTIFIED PUBLIC ACCOUNTANTS & ADVISORS

INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR AND PARTICIPANTS
GSW SPORTS LLC 401(k) PLAN

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of GSW SPORTS LLC 401(k) PLAN (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, 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 4, which was certified by Fidelity Management Trust Company ("Fidelity"), trustee of the Plan from September 1, 2017 to December 31, 2017, and Transamerica Life Insurance Company ("Transamerica") and State Street Bank & Trust ("State Street"), custodians of the Plan as of December 31, 2016 and for the period from January 1, 2017 to August 30, 2017, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity holds the Plan's investment assets as of December 31, 2017 and executed investment transactions for the period from September 1, 2017 to December 31, 2017, and Transamerica and State Street held the Plan's investment assets as of December 31, 2016 and executed investment transactions for the period from January 1, 2017 to August 31, 2017. The plan administrator has obtained certifications from the trustee and custodians as of December 31, 2017 and 2016, respectively, and for the respective periods during year ended December 31, 2017, that the information provided to the plan administrator by the trustee and the custodians is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedule

The supplemental Schedule H – Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2017 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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 and custodians, 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.

SHEA LABAGH DOBBERSTEIN
Certified Public Accountants, Inc.



San Francisco, California
September 25, 2018

GSW SPORTS LLC 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2017	December 31, 2016
ASSETS		
INVESTMENTS, AT FAIR VALUE	$ 11,235,339	$ 7,623,639
INVESTMENT, AT CONTRACT VALUE	-	159,918
RECEIVABLES		
Participant Contributions	38,414	41,323
Employer Contributions	6,468	-
Notes Receivable from Participants	182,878	128,555
TOTAL RECEIVABLES	227,760	169,878
NET ASSETS AVAILABLE FOR BENEFITS	$ 11,463,099	$ 7,953,435

See accompanying notes to financial statements.

GSW SPORTS LLC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2017

ADDITIONS	
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
INVESTMENT INCOME	
Investment Interest and Dividend Income	$ 423,467
Net Appreciation in Fair Value of Investments	1,223,765
TOTAL INVESTMENT INCOME	1,647,232
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	6,298
CONTRIBUTIONS	
Participants	1,838,881
Employer	360,982
Qualified Non-Elective Contributions	34,127
Rollover	641,071
TOTAL CONTRIBUTIONS	2,875,061
TOTAL ADDITIONS	4,528,591
DEDUCTIONS	
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
BENEFITS PAID TO PARTICIPANTS	970,225
ADMINISTRATIVE EXPENSES	48,702
TOTAL DEDUCTIONS	1,018,927
NET INCREASE IN NET ASSETS	3,509,664
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	7,953,435
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 11,463,099

See accompanying notes to financial statements.

GSW SPORTS LLC 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2017

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the GSW Sports LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan which was established on January 1, 1987 to provide retirement benefits for employees of GSW Sports LLC (the "Company") and certain affiliated companies. Participating employers of the Plan include the Company and its affiliates; Golden State Warriors LLC (the previous principal employer and Plan sponsor), SC Warriors LLC, and GSW Arena LLC.

The Plan covers all eligible employees who are not leased employees, union employees, players, contractors, interns (paid or unpaid), employees eligible to participate in the Restated National Basketball Association Saving Plan for Coaches and Trainers, and employees who are employed by an affiliated employer which has not adopted this Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and certain provisions of the Internal Revenue Code ("IRC"). Employees become eligible to participate as of the first date of employment with the Company. The Trustees are 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 Trustees.

Effective September 1, 2017, the Plan appointed Fidelity Management Trust Company as the Plan's record-keeper and trustee ("Fidelity" or the "trustee"). Prior to September 1, 2017, the Plan had appointed Transamerica Life Insurance Company ("Transamerica") and State Street Bank & Trust ("State Street") as the custodians of the Plan (the "custodians").

Effective September 1, 2017, the terms of the Plan were amended such that employees must be at least 15 years of age to be eligible to participate in the Plan. Prior to this date there was no age requirement.

The Plan provides for a plan administrator who is responsible for keeping accurate and complete records with regard to the Plan's operations, informing participants of changes or amendments to the Plan, ensuring that the Plan conforms to the law and to government regulations, and providing participants with any reports and documents required by law.

Participant Contributions – Participants may make pre-tax and post-tax (Roth) contributions to the Plan. A participant's combined annual pre-tax and Roth contributions to the Plan may not exceed 75% of the participant's annual compensation, limited to $18,000 for the year ended December 31, 2017. Additionally, participants who have attained 50 years of age before the end of the Plan year, are eligible to make catch up contributions of up to $6,000 for 2017. Participants may also make "rollover" contributions representing distributions from other qualified retirement plans.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Participant Contributions (Continued) – Effective January 1, 2016, once an employee satisfies the eligibility requirements to participate in the Plan, and if he or she does not make a deferral election within a reasonable period of time after he or she is hired, rehired or reclassified, or affirmatively opts out, 2% of the employee's eligible compensation automatically will be deferred and contributed to the Plan and that amount shall be deemed the employee's deferral election. An employee may terminate their participation in the Plan at any time pursuant to the Plan's notification requirements.

Employer Contributions – The Company has the option to make matching contributions equal to a discretionary percentage, to be determined by the Company, of the participant's elective deferral. The Company may also make an annual discretionary profit sharing contribution at the option of the Company's board of directors, subject to limitations imposed by applicable provisions of the IRC. For the year ended December 31, 2017, the Company elected to make matching contributions equal to 50% of each participant's contribution of up to the first 6% of the participant's eligible compensation, with a maximum matching contribution of $2,000 per year. The Company may change this formula at any time. Part time, temporary, and seasonal employees whose regularly scheduled service is less than 1,000 hours for the year are excluded from employer matching contributions, unless the excluded employee actually completes 1,000 hours of service.

Participant Accounts – The Plan maintains an account for each participant which is credited with the participant's contributions and Company matching contributions, if any, as well as allocations of profit sharing contributions, if any, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. 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 voluntary contributions and rollover contributions plus actual earnings thereon. Vesting in the Company's discretionary profit sharing and matching contributions and earnings thereon is based on the number of years of service as presented in the following schedule:

Years of Service	Vested Percentage
Less than 1 year	0%
1	34%
2	67%
3 or more	100%

Investment Options – Upon enrollment in the Plan, a participant may direct the investment of their account balance into various funds offered by the Plan.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Notes Receivables from Participants – Participants may borrow from their vested account balance provided they meet the Plan's eligibility requirements. The minimum loan amount is $1,000 and the maximum amount is the lesser of one-half of the participant's vested account balance or $50,000. The term of the loan is not to exceed five years, except for loans used to finance the purchase of a primary residence. The loans are secured by the balance in the participant's account. Principal and interest are paid ratably through payroll deductions and loans are due immediately upon termination of employment. Interest rates are determined by the plan administrator, based on the prime rate as published in the Wall Street Journal plus 1%, and remain fixed throughout the life of the loan.

Payment of Benefits – Upon termination of service, death, disability or retirement, a participant may elect to receive a distribution in the form of a lump-sum payment, installment payments, or a combination of lump-sum and installment payments. If a terminated participant's account balance is between $1,000 and $5,000, and no instructions have been received from such participant, the amount will be rolled over to an individual retirement account as designated by the Plan administrator. Vested account balances of less than $1,000 are automatically cashed out as a single lump-sum distribution. A participant may also elect to receive a pre-retirement distribution if the participant is 100% vested in the amount being distributed, and has reached 59½ years of age.

Forfeited Accounts – The non-vested portion of a terminated participant's account balance is forfeited. Forfeited accounts are applied to reduce employer contributions and fund administrative expenses. As of December 31, 2017 and 2016, forfeited non-vested accounts amount to $5,331 and $0, respectively. No forfeited accounts were applied during the year ended December 31, 2017.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan's financial statements are prepared on the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates – The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results may differ from those estimates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition – Investments are reported at fair value, except for a fully benefit-responsive investment contract held prior to September 1, 2017, which was reported at contract 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 Investment Committee determines the Plan's valuation policies utilizing information provided by Fidelity and Transamerica and the Plan's investment advisors. See Note 3 for further 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 or 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 represent loans that 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 when they are incurred. No allowance for credit losses has been recorded as of December 31, 2017 or 2016. Loans which become delinquent are recorded as deemed distributions to participants, in the period they become delinquent, in accordance with the terms of the Plan.

Payments of Benefits – Benefits are recorded when paid.

Administrative 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 or depreciation of the fair value of investments.

NOTE 3 – 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 l measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy 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 at the measurement date.

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 are required to maximize the use of observable inputs and minimize the use of unobservable inputs. Following is a description of the valuation methodologies used by the Plan for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

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

Interest Bearing Cash: Valued at cost, which represents fair value.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

Collective Trust Fund: Valued at the NAV of units of a common collective trust fund. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the collective trust, the issuer reserves the right to require three business days' notification in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments as of December 31, 2017 and 2016:

	2017			
	Level 1	Level 2	Level 3	Total
Total Assets in the Fair Value Hierarchy:				
Mutual Funds	$ 10,947,009	$ -	$ -	$ 10,947,009
Investments Measured at Net Asset Value:				
Collective Trust Fund				288,330
Investments at Fair Value				$ 11,235,339

	2016			
	Level 1	Level 2	Level 3	Total
Total Assets in the Fair Value Hierarchy:				
Mutual Funds	$ 7,609,348	$ -	$ -	$ 7,609,348
Interest Bearing Cash	14,291	-	-	14,291
Investments at Fair Value	$ 7,623,639	$ -	$ -	$ 7,623,639

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

As of December 31, 2017, one investment accounted for approximately 12% of total investments. There were no investment concentrations as of December 31, 2016.

The following table sets forth additional disclosure of the Plan's investments whose fair value is estimated using NAV per share (or its equivalent) as of December 31, 2017. There are no participant redemption restrictions for this investment; the redemption notice period is applicable only to the Plan.

Collective Trust Fund	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Fidelity Managed Income Portfolio Class I	$ 288,330	N/A	Daily	90 Business Days

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEE AND FORMER CUSTODIANS

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the trustee of Plan assets, has certified to the completeness and accuracy of all investments and the notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits and in Note 3 and the supplemental Schedule H, line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2017, and the related investment income and income on notes receivable from participants reflected in the Statement of Changes in Net Assets Available for Benefits for the period from September 1, 2017 to December 31, 2017. Transamerica and State Street, the former custodians of the Plan, have certified to the completeness and accuracy of all investments and the notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits and in Notes 3 and 5 as of December 31, 2016, and the related investment income and income on notes receivable from participants reflected in the Statement of Changes in Net Assets Available for Benefits for the period from January 1, 2017 to August 31, 2017.

NOTE 5 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

Prior to September 1, 2017, as part of the Stable Value Option, the Plan had entered into a fully benefit-responsive investment contract with Transamerica. Transamerica ("the issuer") maintained the contributions in a general account. The general account was credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The issuer was contractually obligated to repay the principal and a specified interest rate to the Plan. The crediting interest rate was based on a formula agreed upon with the issuer. Such interest rates are reviewed on a monthly basis for resetting, and at least 45 days in advance of the date the new rate will be effective. The guaranteed annuity contract did not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The investment contract met the fully benefit-responsive investment contract criteria and therefore was reported at contract value. Contract value was the relevant measure for fully benefit-responsive investment contracts because this was the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract values, as reported to the Plan by Transamerica, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants were able to direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due was dependent on the issuer's ability to meet its financial obligations. The issuers' ability to meet its contractual obligations may have been affected by future economic and regulatory developments.

All permitted participant-initiated transactions involving the investment occurred at contract value with no conditions, limits or restrictions. No events were probable of occurring that limited the ability of the Plan to transact at contract value with the contract issues nor that limited the ability of the Plan to transact at contract value with the participants.

Transamerica was able to terminate the contract with 30 days advanced written notice to the contract owner for reasonable cause, which included the following: 1) the Plan was changed so as to significantly affect Transamerica's obligations under the contract; or 2) the contract could no longer be treated as a pension plan contract, as that term is defined under the IRC, and Transamerica determined that it was not practical to continue providing benefits under the contract; or 3) the Plan was terminated; or 4) the contract-holder failed to comply with the requirements under the contract, or 5) the contract-holder, except by unintentional omission, failed to provide information Transamerica required under the contract; or 6) the contract holder, except by unintentional omission, failed to furnish Transamerica with a copy of any amendments to the Plan; or 7) annual report records, as defined; or 8) the sum of the contract account value at any time was equal to $20,000 or less. Upon termination by Transamerica, a market value adjustment may have applied.

NOTE 6 – TAX STATUS

Effective September 1, 2017, the Plan adopted the Fidelity prototype retirement plan. The terms of the Plan are based on a prototype plan which received a favorable opinion letter from the Internal Revenue Service on March 31, 2014 stating that the prototype plan and related trust are designed in accordance with the applicable sections of the IRC. Previously, the Plan had adopted the Transamerica prototype plan, which had also received a favorable opinion letter from the Internal Revenue Service on March 31, 2014 stating that the prototype plan and related trust are designed in accordance with the applicable sections of the IRC. The Plan has not filed for a separate determination letter; however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the tax authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in process.

NOTE 7 – RELATED PARTY TRANSACTIONS

Certain Plan assets are held and managed by an affiliate of Fidelity. Fidelity serves as the trustee of the Plan. Therefore, these transactions with its affiliate qualify as party-in-interest transactions.

During 2016 and for a portion of 2017, certain Plan assets were held and managed by an affiliate of Transamerica; therefore transactions with this affiliate qualified as party-in-interest transactions. Fees paid by the Plan for investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment. Transamerica provided certain administrative services to the Plan pursuant to a service agreement between the Company and Transamerica. Transamerica also received revenue from certain investment service providers for services Transamerica provides to the funds. This revenue was used to offset certain amounts owed to Transamerica for its administrative services to the Plan. If the revenue received by Transamerica from such investment service providers exceeded the amount owed under the service agreement, Transamerica remitted the excess to the Plan. Such amounts may be applied to pay Plan recordkeeping and administration fees. During 2017, there were no excess amounts. The Plan or Plan sponsor were permitted to make payments to Transamerica for administration expenses not covered by revenue sharing.

NOTE 8 – PLAN TERMINATION

The Company has established the Plan with the expressed intention and expectation that it will continue the Plan. However, if circumstances make it impossible or inadvisable to continue the Plan, the Company reserves the right to terminate it at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Benefits will be held in the trust fund which will remain in existence until the Company requests the discontinuance of the trust agreement.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination from among the funds offered through the Plan. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 10 – CORRECTION OF OPERATIONAL ERRORS

During the Plan year ended December 31, 2016, the Plan administrator discovered certain operational errors related to the determination of employee contributions which occurred during 2016. The Company remitted corrective, qualified non-elective contributions amounting to $34,178 related to these operational errors during 2017.

NOTE 11 – SUBSEQUENT EVENTS

The plan administrator has evaluated subsequent events through September 25, 2018, the date the Plan's financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

GSW SPORTS LLC 401(k) PLAN

SCHEDULE H – LINE 4i: SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FEIN: 27-3038750

Plan Number: 001

December 31, 2017

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value		(d) Cost	(e) Current Value
		Mutual Funds:			
	American Funds	American Funds AMCAP Fund Class R-6	4,063 Shares	^	$ 129,212
	American Funds	American Funds Fundamental Investors Class R-6	10,438 Shares	^	649,474
	American Funds	American Funds The Growth Fund of America Class R-6	10,342 Shares	^	512,529
	American Funds	American Funds New Perspective Fund Class R-6	13,434 Shares	^	579,964
*	Fidelity	Fidelity 500 Index Fund - Premium Class	3,755 Shares	^	350,877
*	Fidelity	Fidelity Extended Market Index Fund - Premium Class	13,822 Shares	^	857,671
*	Fidelity	Fidelity U.S. Bond Index Fund - Premium Class	521 Shares	^	6,041
	Janus Henderson	Janus Henderson Balanced Fund Class T	4,032 Shares	^	132,596
	Janus Henderson	Janus Henderson Triton Fund Class T	1,442 Shares	^	41,112
	Nuveen	Nuveen Real Estate Securities Fund Class I	11,010 Shares	^	226,258
	Oppenheimer	Oppenheimer International Growth Fund Class Y	12,128 Shares	^	529,031
	PIMCO	PIMCO Income Fund Institutional Class	28,660 Shares	^	355,673
	Pioneer	Pioneer Bond Fund Class Y	3,700 Shares	^	35,672
	Vanguard	Vanguard Target Retirement 2015 Fund Investor Shares	3,750 Shares	^	57,481
	Vanguard	Vanguard Target Retirement 2020 Fund Investor Shares	5,632 Shares	^	176,724
	Vanguard	Vanguard Target Retirement 2025 Fund Investor Shares	30,010 Shares	^	555,193
	Vanguard	Vanguard Target Retirement 2030 Fund Investor Shares	18,943 Shares	^	637,050
	Vanguard	Vanguard Target Retirement 2035 Fund Investor Shares	27,351 Shares	^	565,893
	Vanguard	Vanguard Target Retirement 2040 Fund Investor Shares	13,374 Shares	^	478,389
	Vanguard	Vanguard Target Retirement 2045 Fund Investor Shares	59,911 Shares	^	1,348,005
	Vanguard	Vanguard Target Retirement 2050 Fund Investor Shares	27,437 Shares	^	993,205
	Vanguard	Vanguard Target Retirement 2055 Fund Investor Shares	12,306 Shares	^	482,769
	Vanguard	Vanguard Target Retirement 2060 Fund Investor Shares	6,843 Shares	^	237,045
	Vanguard	Vanguard Target Retirement Income Fund Investor Shares	11,287 Shares	^	152,934
	Vanguard	Vanguard Total International Stock Index Fund	1,424 Shares	^	43,461
	Victory	Victory Sycamore Established Value Fund Class I	7,861 Shares	^	319,063
	Victory	Victory Munder Mid-Cap Core Growth Fund Class Y	8,779 Shares	^	321,847
	Virtus Ceredex	Virtus Ceredex Large-Cap Value Equity Fund Class A	10,607 Shares	^	171,840
					10,947,009
		Collective Trust Fund:			
*	Fidelity	Managed Income Portfolio Class 1	289,154 Shares	^	288,330
*	Notes Receivable from Participants	12 notes receivable bearing interest ranging from 4.25% to 6.00%, per annum, with maturity dates ranging from April 2018 to December 2027.		-	182,878
					$ 11,418,217

* Denotes Party-In-Interest as defined by ERISA.

^ Column (d) Cost is omitted for participant directed accounts.