Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [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
HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 08/01/1984

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

26541 AGOURA ROAD
CALABASAS, CA 91302

2b Employer Identification Number (EIN)
27-2501498

2c Plan Sponsor's telephone number
818-836-5001

2d Business code (see instructions)
453990

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	TOMAS KOKKO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)

Preparer's telephone number (optional)

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 has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	9553
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)**	8170
a(2) Total number of active participants at the end of the plan year	**6a(2)**	21066
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	1276
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	22342
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	20
f Total. Add lines **6d** and **6e**.	**6f**	22362
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2824
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	51
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] 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)** [ ] ___ **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 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HFT HOLDINGS, INC.

D Employer Identification Number (EIN)
27-2501498

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

AMERICAN FUNDS

95-1411037

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

WILMINGTON MUTUAL FUNDS

51-0055023

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

RELIANCE

58-1428631

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

WELLS FARGO

94-1347393

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

EAGLE FUNDS

59-2385219

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

HARBOR

04-2679462

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

IVY FUNDS

04-6006759

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

JOHN HANCOCK

04-3483032

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

MFS

04-2747644

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

VANGUARD

23-1945930

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

VICTORY

13-2700161

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

METROPOLITAN WEST

95-4597302

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

DAILY ACCESS CORPORATION

63-1156117

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

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

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

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

DAILY ACCESS CORPORATION

63-1156117

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 37 50 59 64 70	RECORDKEEPER	173846	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

RELIANCE TRUST COMPANY

58-1428634

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 62 21 25	TRUSTEE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

CAP TRUST

26-0058143

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 63	INVESTMENT ADVISOR	17029	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HFT HOLDINGS, INC.

D Employer Identification Number (EIN)
27-2501498

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: WELLS FARGO STABLE RETURN FUND N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
52-2251407-001	C	239062

a Name of MTIA, CCT, PSA, or 103-12 IE: RELIANCE TRUST CO./NY LF ANCHOR S

b Name of sponsor of entity listed in (a): RELIANCE TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6350416-001	C	8391

a Name of MTIA, CCT, PSA, or 103-12 IE: WILMINGTON TR. CO. AGGRESSIVE MANAG

b Name of sponsor of entity listed in (a): WILMINGTON TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3787800-184	C	5020334

a Name of MTIA, CCT, PSA, or 103-12 IE: WILMINGTON TR. CO CONSER MANAGED

b Name of sponsor of entity listed in (a): WILMINGTON TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3750663-181	C	9927595

a Name of MTIA, CCT, PSA, or 103-12 IE: WILMINGTON TR. CO. GR MANAGED ACCT.

b Name of sponsor of entity listed in (a): WILMINGTON TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3773972-183	C	9540459

a Name of MTIA, CCT, PSA, or 103-12 IE: WILMINGTON TR. CO. IN MANAGED ACCT.

b Name of sponsor of entity listed in (a): WILMINGTON TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3745190-180	C	1635345

a Name of MTIA, CCT, PSA, or 103-12 IE: WILMINGTON TR. CO. MODERATE MANAGED

b Name of sponsor of entity listed in (a): WILMINGTON TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3768480-182	C	13022821

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HFT HOLDINGS, INC.

D Employer Identification Number (EIN)
27-2501498

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	36054	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1216428	1387283
(9) Value of interest in common/collective trusts	1c(9)		39394007
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	36442100	1687878
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	37694582	42469168
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	37694582	42469168

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)	1170054	
	(B) Participants	2a(1)(B)	4526417	
	(C) Others (including rollovers)	2a(1)(C)	287138	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5983609
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7757	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	52382	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		60139
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	611589	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		611589
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-278304
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2678072
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		9055105
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4089164	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		4089164
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	191355	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		191355
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4280519
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4774586
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: HOLTHOUSE CARLIN & VAN TRIGT LLP (2) EIN: 95-4345526

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		3000000
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			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HFT HOLDINGS, INC.

D Employer Identification Number (EIN)
27-2501498

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** 0

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): 58-1428634 41-6257133

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HCVT
CERTIFIED PUBLIC ACCOUNTANTS
HOLTHOUSE CARLIN & VAN TRIGT LLP

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE,
AND
INDEPENDENT AUDITOR'S REPORT
DECEMBER 31, 2014

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

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HCVT CERTIFIED PUBLIC ACCOUNTANTS | HOLTHOUSE CARLIN & VAN TRIGT LLP

Independent Auditor's Report

To the Plan Committee of the
Harbor Freight Tools Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Harbor Freight Tools Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 7, which was certified by Reliance Trust Company and Wells Fargo Bank N.A., the Trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from December 2, 2014 through December 31, 2014, and Reliance Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2013, and for the period of January 1, 2014 through December 1, 2014. The plan administrator has obtained certifications from the Trustees as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the Trustees 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.

Correction of Error

As discussed in Note 2 to the financial statements, the 2013 financial statements have been restated to correct the corrective distributions liability. Our opinion is not modified with respect to this matter.

Report on Supplemental Schedule

The supplemental schedule of Schedule of Assets (Held at End of Year) as of December 31, 2014 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 Trustees, 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 DOL Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Holthouse Carlin & Van Trigt LLP

Camarillo, California
October 13, 2015

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 2014 AND 2013

	2014	2013
Assets:		
Investments:		
Participant-directed investments, at fair value	$ 41,081,885	$ 36,478,154
Receivables:		
Company contribution	323,114	241,568
Notes receivable from participants	1,387,283	1,216,428
Total assets	42,792,282	37,936,150
Liabilities:		
Corrective distributions	638,808	520,558
Net assets available for plan benefits	$ 42,153,474	$ 37,415,592

See notes to financial statements.

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2014

Additions:		
Company contributions	$	1,185,902
Participants' contributions		3,953,307
Participants' rollover contributions		287,138
Interest income on investments		7,757
Dividend income on investments		611,589
Interest income on notes receivable from participants		52,382
Net appreciation of investments		2,399,768
Total additions		8,497,843
Deductions:		
Benefits paid to participants		3,568,606
Administrative expenses		191,355
Total deductions		3,759,961
Net increase		4,737,882
Net assets available for plan benefits:		
Beginning of year as previously reported		37,851,538
Prior period adjustment (Note 2)		(435,946)
Revised beginning of year		37,415,592
End of year	$	42,153,474

See notes to financial statements.

NOTE 1. PLAN DESCRIPTION

The following description of the Harbor Freight Tools Retirement Savings Plan (the "Plan") provides only general information. Participants and other interested parties should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of HFT Holdings, Inc., and affiliates, (collectively referred to as the "Company" or the "Plan Sponsor") who have completed six months of service and have attained age 21, as defined in the Plan document. Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code ("IRC"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

On December 2, 2014, all of the Plan's assets were transferred from Reliance Trust Company ("Reliance") to Wells Fargo Bank, N.A. ("Wells Fargo") (collectively the "Trustees").

Participant Contributions

Each year, participants may contribute from one percent to 100 percent of pretax annual compensation, as defined in the Plan and subject to certain limitations under the IRC. The Plan was restated and effected December 2, 2014, highly compensated participants are limited to contribute up to a maximum of two percent of pretax annual compensation, as defined in the Plan. Participants may also make Roth elective deferrals to the Plan and catch-up contributions for individuals over age 50. Participants may contribute amounts representing distributions from other eligible retirement plans, as defined in the Plan.

Company Contributions

The Company may match up to 100 percent of participant contributions at a discretionary rate to be determined by the Company's Board of Directors to participants who were employed on the last day of the quarter. For the year ended December 31, 2014, the Company matched participant deferrals at a rate of 30 percent up to 10 percent of eligible compensation for total Company matching contributions of $1,185,902.

The Company may also make a discretionary nonelective contribution as determined by the Board of Directors. The Company did not make any discretionary nonelective contributions to the Plan for the year ended December 31, 2014.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary nonelective contributions, if any, and Plan earnings, and charged with any withdrawals or distributions requested by the participant, investment gains and losses and allocation of administrative expenses, if applicable. Allocations are based on the participant's earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1. PLAN DESCRIPTION (Continued)

Vesting

Participants are vested immediately in their contributions. Vesting in the Company contributions is based on years of service. Participants vest at a rate of 33 percent per year for the first two years of credited service, and 34 percent per year for the third year, as defined in the Plan. A participant is fully vested after three years of credited service.

Forfeitures

Forfeitures of nonvested Company contributions are used to pay Plan administrative expenses or reduce future Company contributions. There were no forfeitures utilized during the year ended December 31, 2014. As of December 31, 2014, forfeitures of $201,774 were available for future use.

Payment of Benefits

When eligible, participants may receive a lump sum distribution for the value of the vested interest in his or her account, as permitted under the Plan.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting, in accordance with auditing standards generally accepted in the United States of America, primarily from information provided by the Trustees.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. The investments and changes therein of the funds have been reported to the Plan by the Trustees using fair value.

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

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Concentration of Risk

The Plan's investments have exposure to risk to the extent that the investments are subject to market and interest rate fluctuations that may materially affect the value of the investment balances.

Through participant direction, approximately 31 percent, 24 percent and 23 percent of the Plans net assets are invested in the Wilmington Trust Moderate Managed Portfolio, Wilmington Trust Conservative Managed Portfolio and Wilmington Trust Growth Managed Portfolio, respectively.

Administrative Expenses

Certain administrative expenses incidental to the administration of the Plan, including fees of the Trustee and independent public accountants may be paid by the Plan. Administrative expenses not paid by the Company are paid by the Plan.

Most investment options have fees which reduce the overall return on assets. The net appreciation of investments is reflected net of these fees.

According to the agreement between the Company and Daily Access Corporation ("DAC"), the recordkeeper through December 1, 2014, DAC was required to make contributions to a Revenue Holding Account ("RHA"). The funds in the RHA may be used to pay Plan administrative expenses. During the year ended December 31, 2014, DAC contributed $184,421 to the RHA and $143,230 was utilized to pay Plan administrative expenses. As of December 31, 2014, there was $59,610 available for use and transferred over to Wells Fargo and into a *"Prior Revenue Holding Account",* for future use.

Benefits Payable to Participants

Benefits are recorded when paid.

Prior Period Adjustment

The statement of net assets available for plan benefits as of December 31, 2013 was overstated by $435,946, due to not reporting a portion of the corrective distribution liability. The accompanying financial statements reflect the correction of this error as a prior period adjustment.

Fair Value

The Plan accounts for its financial instruments using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value measurement hierarchy is based on three levels of inputs, of which the first two are considered observable and the last unobservable. The three levels of the fair value hierarchy are the following:

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

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are inactive; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 – Inputs to the valuation that are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual Funds – This category consists of publicly traded funds of registered investment companies. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Stable Return Funds – The Wells Fargo Stable Return Fund and Reliance New York Life Anchor Account, held in common collective trusts ("CCT"), are valued at the net asset value ("NAV") of units of a bank collective trust. The NAV, as provided by the funds' trustee, is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The CCT NAV is not a publicly-quoted price in an active market; therefore, the CCT are classified as Level 2 within the valuation hierarchy.

Collective Investment Trusts ("CITs") – The funds held in collective investment trusts invest in a set of underlying collective trust funds representing various fixed income and equity based mutual funds. The CITs are stated at estimated fair value based on NAV. The NAV, as provided by the fund's 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. The CITs are not quoted in an active market and therefore classified as Level 2 within the valuation hierarchy.

The primary investment objectives of the Stable Return Funds are to provide a moderate level of stable income without principal volatility. The primary investment objective of the Income Managed Account Portfolio is to minimize risk to principal and provide a lower, more consistent return. The primary investment objective of the Conservative Managed Account Portfolio is to limit risk to principal while providing for some growth. The primary investment objective of the Moderate Managed Account Portfolio is to seek to deliver steady long term growth. The primary investment objective of the Growth Managed Account Portfolio and Aggressively Managed Account Portfolio is to provide long term growth. The funds do not have any unfunded commitments relating to their investments. Participant-directed redemptions can be made on any business day and do not have a redemption notice period.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

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

	Level 1	Level 2	Level 3
Mutual funds:			
Growth funds	$ 527,914	$ -	$ 527,914
Blend funds	609,837	-	609,837
Value funds	431,069	-	431,069
Fixed income funds	119,058	-	119,058
Total mutual funds	1,687,878	-	1,687,878
CCT	-	247,452	247,452
CIT:			
Growth funds	-	37,511,209	37,511,209
Value funds	-	1,635,346	1,635,346
Total CIT	-	39,146,555	39,146,555
Total investments at fair value	$ 1,687,878	$ 39,394,007	$ 41,081,885

As of December 31, 2013, all of the Plan's investments were Level 1 and the following table sets forth, by investment type, the Plan's investments at fair value:

Cash	$ 36,055
Mutual funds:	
Blend funds	3,156,439
Fixed income funds	854,570
Growth funds	11,549,307
Money market funds	1,667,293
Target date funds	5,147,388
Value funds	14,067,102
Total mutual funds	36,442,099
Total investments at fair value	$ 36,478,154

Recent Accounting Pronouncement

On July 31, 2015, the FASB issued a new Accounting Standards Update ("ASU") that simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts, plan investment disclosures, and measurement date practical expedient. The guidance is contained in ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans, Topic 960; Defined Contribution Plans, Topic 962; and Health and Welfare Benefit Plans, Topic 965: Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient*. The amendments are effective for all plan years beginning after December 15, 2015. Plan management does not expect this pronouncement to have a material impact on the Plan's financial statements.

NOTE 3. NOTES RECEIVABLE FROM PARTICIPANTS

The Plan allows participants to borrow from their accounts in amounts limited to the lesser of $50,000 or 50 percent of the vested portion of the participant's account. The loan interest rate is set at one percent above the prime rate, as defined in the Plan. Loans are stated at the unpaid principal amount, secured by the balance in the participant's account. The interest rates on participant loans range from 4.25 percent to 8.25 percent. Principal and interest is paid ratably through payroll deductions. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

NOTE 4. TAX STATUS

The Company adopted a volume submitter profit sharing plan which is the subject of a favorable tax opinion letter from the IRS dated March 31, 2014. The Company routinely self reviews the administration of the Plan and self-corrects any compliance issues in accordance with the Employee Plans Compliance Resolution System. The Company believes that the Plan, as amended, currently is designed and being operated in compliance with the applicable requirements of the IRC and, accordingly, the plan administrator believes that the Plan is exempt from income taxes.

Accounting principles generally accepted in the United States of America require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE 5. PLAN TERMINATION

The Company has the right under the Plan to discontinue its contributions at any time and to amend or terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, the rights of all participants to their interests in the Plan will become fully vested and non-forfeitable.

NOTE 6. INVESTMENTS

Investment options are selected by the Plan Sponsor and are participant-directed. The participants have several investments they can choose from. See the attached Schedule of Assets (Held at End of Year) for a detailed listing of investments.

NOTE 6. INVESTMENTS (Continued)

The following presents investments that represent five percent or more of the Plan's net assets at December 31:

	2014	2013
Wilmington Trust Aggressive Managed Portfolio	5,020,334	*
Wilmington Trust Conservative Managed Portfolio	9,927,595	*
Wilmington Trust Growth Managed Account Portfolio	9,540,459	*
Wilmington Trust Moderate Managed Account Portfolio	13,022,821	*
American Funds AMCAP Fund	*	3,852,512
American Funds American Balanced Fund	*	3,021,504
American Funds American Mutual Fund	*	3,215,031
American Funds Capital Income Builder Fund	*	2,386,667
American Funds Capital World Growth & Income Fund	*	2,820,213
American Funds Growth Fund of America	*	2,284,503
American Funds Investment Company of America Fund	*	2,424,431
American Funds New Perspective Fund	*	2,590,827
American Funds Small Cap World Fund	*	2,578,581

* Fund was not an option in the Plan as of December 31.

For the year ended December 31, 2014, net appreciation of investments in registered investment companies (mutual funds) was $2,678,072 and net depreciation on investments held in CCTs and CIT was $278,304.

NOTE 7. FINANCIAL DATA CERTIFIED BY THE TRUSTEES

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the Trustees and was not subjected to any auditing procedures performed by the independent public accountants:

a. Participant-directed investments and notes receivable from participants as shown in the accompanying statements of net assets available for plan benefits as of December 31, 2014 and participant-directed investments as shown in the accompanying statements of net assets available for plan benefits as of December 31, 2013.

b. Net appreciation of investments, interest and dividend income on investments, and interest income on notes receivable from participants of $4,063 out of the $52,382 as shown in the accompanying statement of changes in net assets available for plan benefits for the year ended December 31, 2014.

c. Investments and participant loans as of December 31, 2014 as listed in the accompanying Schedule of Assets (Held at End of Year).

NOTE 8. PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are held by the Trustees. Transactions with the Trustees qualify as party-in-interest transactions for which exemptions exist. DAC received $47,645 and Wells Fargo received $480, all paid by the participants through the Plan for loan and other participant directed transactions. The Plan also paid DAC $126,201 for recordkeeping expenses. The Plan has an investment advisor that received direct fees of $17,029 and a broker that received indirect compensation from investments based on a formula.

NOTE 9. RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 as of December 31:

	2014	2013
Net assets available for plan benefits per the financial statements	$ 42,153,474	$ 37,415,592
Corrective distributions	638,808	520,558
Company contribution receivable	(323,114)	(241,568)
Net assets available for plan benefits per the Form 5500	$ 42,469,168	$ 37,694,582

The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2014:

Net increase in net assets available for plan benefits per the financial statements	$ 4,737,882
Change in Company contribution receivable	(81,546)
Change in corrective distributions	118,250
Net increase in net assets available for plan benefits per the Form 5500	$ 4,774,586

NOTE 10. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through October 13, 2015, which is the date that the financial statements were available to be issued, and determined that there were no subsequent events or transactions that required recognition or disclosure in the financial statements.

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

EIN 27-2501498 PLAN #002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2014

	Identity of issue	Description of investment		Current value
*	Wells Fargo Stable Return Fund	Common Collective Trust	$	239,062
*	Reliance New York Life Anchor Account	Common Collective Trust		8,390
*	Wilmington Trust Aggressive Managed Account Portfolio	Collective Investment Trust		5,020,334
*	Wilmington Trust Conservative Managed Account Portfolio	Collective Investment Trust		9,927,595
*	Wilmington Trust Growth Managed Account Portfolio	Collective Investment Trust		9,540,459
*	Wilmington Trust Income Managed Account Portfolio	Collective Investment Trust		1,635,346
*	Wilmington Trust Moderate Managed Account Portfolio	Collective Investment Trust		13,022,821
	American Funds EuroPacific Growth Fund	Mutual Fund		17,677
	Eagle Small Cap Growth Fund	Mutual Fund		144,577
	Harbor Capital Appreciation Fund	Mutual Fund		151,929
	Ivy Mid Cap Growth Fund	Mutual Fund		187,973
	John Hancock Disciplined Value Fund	Mutual Fund		198,570
	MFS Mid Cap Value Fund	Mutual Fund		119,815
	Vanguard Extended Market Index Fund	Mutual Fund		25,758
	Vanguard Total International Stock Index Fund	Mutual Fund		59,118
	Vanguard 500 Index Fund	Mutual Fund		550,719
	Victory Integrity Small-Cap Value Fund	Mutual Fund		112,684
	Metropolitan West Total Return Bond Fund	Mutual Fund		16,600
	Vanguard Total Bond Market Index Fund	Mutual Fund		102,458
	Total participant-directed investments			41,081,885
*	Participant Loans	Interest from 4.25% to 8.25%, maturity dates range from 2015 to 2043		1,387,283
			$	42,469,168

* Indicates a party-in-interest to the Plan.

See notes to financial statements and accompanying independent auditor's report.

HCVT
CERTIFIED PUBLIC ACCOUNTANTS
HOLTHOUSE CARLIN & VAN TRIGT LLP

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE,
AND
INDEPENDENT AUDITOR'S REPORT
DECEMBER 31, 2014

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

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HCVT CERTIFIED PUBLIC ACCOUNTANTS | HOLTHOUSE CARLIN & VAN TRIGT LLP

Independent Auditor's Report

To the Plan Committee of the
Harbor Freight Tools Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Harbor Freight Tools Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 7, which was certified by Reliance Trust Company and Wells Fargo Bank N.A., the Trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from December 2, 2014 through December 31, 2014, and Reliance Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2013, and for the period of January 1, 2014 through December 1, 2014. The plan administrator has obtained certifications from the Trustees as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the Trustees 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.

Correction of Error

As discussed in Note 2 to the financial statements, the 2013 financial statements have been restated to correct the corrective distributions liability. Our opinion is not modified with respect to this matter.

Report on Supplemental Schedule

The supplemental schedule of Schedule of Assets (Held at End of Year) as of December 31, 2014 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 Trustees, 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 DOL Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Holthouse Carlin & Van Trigt LLP

Camarillo, California
October 13, 2015

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 2014 AND 2013

	2014	2013
Assets:		
Investments:		
Participant-directed investments, at fair value	$ 41,081,885	$ 36,478,154
Receivables:		
Company contribution	323,114	241,568
Notes receivable from participants	1,387,283	1,216,428
Total assets	42,792,282	37,936,150
Liabilities:		
Corrective distributions	638,808	520,558
Net assets available for plan benefits	$ 42,153,474	$ 37,415,592

See notes to financial statements.

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2014

Additions:		
Company contributions	$	1,185,902
Participants' contributions		3,953,307
Participants' rollover contributions		287,138
Interest income on investments		7,757
Dividend income on investments		611,589
Interest income on notes receivable from participants		52,382
Net appreciation of investments		2,399,768
Total additions		8,497,843
Deductions:		
Benefits paid to participants		3,568,606
Administrative expenses		191,355
Total deductions		3,759,961
Net increase		4,737,882
Net assets available for plan benefits:		
Beginning of year as previously reported		37,851,538
Prior period adjustment (Note 2)		(435,946)
Revised beginning of year		37,415,592
End of year	$	42,153,474

See notes to financial statements.

NOTE 1. PLAN DESCRIPTION

The following description of the Harbor Freight Tools Retirement Savings Plan (the "Plan") provides only general information. Participants and other interested parties should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of HFT Holdings, Inc., and affiliates, (collectively referred to as the "Company" or the "Plan Sponsor") who have completed six months of service and have attained age 21, as defined in the Plan document. Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code ("IRC"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

On December 2, 2014, all of the Plan's assets were transferred from Reliance Trust Company ("Reliance") to Wells Fargo Bank, N.A. ("Wells Fargo") (collectively the "Trustees").

Participant Contributions

Each year, participants may contribute from one percent to 100 percent of pretax annual compensation, as defined in the Plan and subject to certain limitations under the IRC. The Plan was restated and effected December 2, 2014, highly compensated participants are limited to contribute up to a maximum of two percent of pretax annual compensation, as defined in the Plan. Participants may also make Roth elective deferrals to the Plan and catch-up contributions for individuals over age 50. Participants may contribute amounts representing distributions from other eligible retirement plans, as defined in the Plan.

Company Contributions

The Company may match up to 100 percent of participant contributions at a discretionary rate to be determined by the Company's Board of Directors to participants who were employed on the last day of the quarter. For the year ended December 31, 2014, the Company matched participant deferrals at a rate of 30 percent up to 10 percent of eligible compensation for total Company matching contributions of $1,185,902.

The Company may also make a discretionary nonelective contribution as determined by the Board of Directors. The Company did not make any discretionary nonelective contributions to the Plan for the year ended December 31, 2014.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary nonelective contributions, if any, and Plan earnings, and charged with any withdrawals or distributions requested by the participant, investment gains and losses and allocation of administrative expenses, if applicable. Allocations are based on the participant's earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1. PLAN DESCRIPTION (Continued)

Vesting

Participants are vested immediately in their contributions. Vesting in the Company contributions is based on years of service. Participants vest at a rate of 33 percent per year for the first two years of credited service, and 34 percent per year for the third year, as defined in the Plan. A participant is fully vested after three years of credited service.

Forfeitures

Forfeitures of nonvested Company contributions are used to pay Plan administrative expenses or reduce future Company contributions. There were no forfeitures utilized during the year ended December 31, 2014. As of December 31, 2014, forfeitures of $201,774 were available for future use.

Payment of Benefits

When eligible, participants may receive a lump sum distribution for the value of the vested interest in his or her account, as permitted under the Plan.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting, in accordance with auditing standards generally accepted in the United States of America, primarily from information provided by the Trustees.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. The investments and changes therein of the funds have been reported to the Plan by the Trustees using fair value.

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

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Concentration of Risk

The Plan's investments have exposure to risk to the extent that the investments are subject to market and interest rate fluctuations that may materially affect the value of the investment balances.

Through participant direction, approximately 31 percent, 24 percent and 23 percent of the Plans net assets are invested in the Wilmington Trust Moderate Managed Portfolio, Wilmington Trust Conservative Managed Portfolio and Wilmington Trust Growth Managed Portfolio, respectively.

Administrative Expenses

Certain administrative expenses incidental to the administration of the Plan, including fees of the Trustee and independent public accountants may be paid by the Plan. Administrative expenses not paid by the Company are paid by the Plan.

Most investment options have fees which reduce the overall return on assets. The net appreciation of investments is reflected net of these fees.

According to the agreement between the Company and Daily Access Corporation ("DAC"), the recordkeeper through December 1, 2014, DAC was required to make contributions to a Revenue Holding Account ("RHA"). The funds in the RHA may be used to pay Plan administrative expenses. During the year ended December 31, 2014, DAC contributed $184,421 to the RHA and $143,230 was utilized to pay Plan administrative expenses. As of December 31, 2014, there was $59,610 available for use and transferred over to Wells Fargo and into a *"Prior Revenue Holding Account",* for future use.

Benefits Payable to Participants

Benefits are recorded when paid.

Prior Period Adjustment

The statement of net assets available for plan benefits as of December 31, 2013 was overstated by $435,946, due to not reporting a portion of the corrective distribution liability. The accompanying financial statements reflect the correction of this error as a prior period adjustment.

Fair Value

The Plan accounts for its financial instruments using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value measurement hierarchy is based on three levels of inputs, of which the first two are considered observable and the last unobservable. The three levels of the fair value hierarchy are the following:

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

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are inactive; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 – Inputs to the valuation that are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual Funds – This category consists of publicly traded funds of registered investment companies. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Stable Return Funds – The Wells Fargo Stable Return Fund and Reliance New York Life Anchor Account, held in common collective trusts ("CCT"), are valued at the net asset value ("NAV") of units of a bank collective trust. The NAV, as provided by the funds' trustee, is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The CCT NAV is not a publicly-quoted price in an active market; therefore, the CCT are classified as Level 2 within the valuation hierarchy.

Collective Investment Trusts ("CITs") – The funds held in collective investment trusts invest in a set of underlying collective trust funds representing various fixed income and equity based mutual funds. The CITs are stated at estimated fair value based on NAV. The NAV, as provided by the fund's 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. The CITs are not quoted in an active market and therefore classified as Level 2 within the valuation hierarchy.

The primary investment objectives of the Stable Return Funds are to provide a moderate level of stable income without principal volatility. The primary investment objective of the Income Managed Account Portfolio is to minimize risk to principal and provide a lower, more consistent return. The primary investment objective of the Conservative Managed Account Portfolio is to limit risk to principal while providing for some growth. The primary investment objective of the Moderate Managed Account Portfolio is to seek to deliver steady long term growth. The primary investment objective of the Growth Managed Account Portfolio and Aggressively Managed Account Portfolio is to provide long term growth. The funds do not have any unfunded commitments relating to their investments. Participant-directed redemptions can be made on any business day and do not have a redemption notice period.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

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

	Level 1	Level 2	Level 3
Mutual funds:			
Growth funds	$ 527,914	$ -	$ 527,914
Blend funds	609,837	-	609,837
Value funds	431,069	-	431,069
Fixed income funds	119,058	-	119,058
Total mutual funds	1,687,878	-	1,687,878
CCT	-	247,452	247,452
CIT:			
Growth funds	-	37,511,209	37,511,209
Value funds	-	1,635,346	1,635,346
Total CIT	-	39,146,555	39,146,555
Total investments at fair value	$ 1,687,878	$ 39,394,007	$ 41,081,885

As of December 31, 2013, all of the Plan's investments were Level 1 and the following table sets forth, by investment type, the Plan's investments at fair value:

Cash	$ 36,055
Mutual funds:	
Blend funds	3,156,439
Fixed income funds	854,570
Growth funds	11,549,307
Money market funds	1,667,293
Target date funds	5,147,388
Value funds	14,067,102
Total mutual funds	36,442,099
Total investments at fair value	$ 36,478,154

Recent Accounting Pronouncement

On July 31, 2015, the FASB issued a new Accounting Standards Update ("ASU") that simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts, plan investment disclosures, and measurement date practical expedient. The guidance is contained in ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans, Topic 960; Defined Contribution Plans, Topic 962; and Health and Welfare Benefit Plans, Topic 965: Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient*. The amendments are effective for all plan years beginning after December 15, 2015. Plan management does not expect this pronouncement to have a material impact on the Plan's financial statements.

NOTE 3. NOTES RECEIVABLE FROM PARTICIPANTS

The Plan allows participants to borrow from their accounts in amounts limited to the lesser of $50,000 or 50 percent of the vested portion of the participant's account. The loan interest rate is set at one percent above the prime rate, as defined in the Plan. Loans are stated at the unpaid principal amount, secured by the balance in the participant's account. The interest rates on participant loans range from 4.25 percent to 8.25 percent. Principal and interest is paid ratably through payroll deductions. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

NOTE 4. TAX STATUS

The Company adopted a volume submitter profit sharing plan which is the subject of a favorable tax opinion letter from the IRS dated March 31, 2014. The Company routinely self reviews the administration of the Plan and self-corrects any compliance issues in accordance with the Employee Plans Compliance Resolution System. The Company believes that the Plan, as amended, currently is designed and being operated in compliance with the applicable requirements of the IRC and, accordingly, the plan administrator believes that the Plan is exempt from income taxes.

Accounting principles generally accepted in the United States of America require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE 5. PLAN TERMINATION

The Company has the right under the Plan to discontinue its contributions at any time and to amend or terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, the rights of all participants to their interests in the Plan will become fully vested and non-forfeitable.

NOTE 6. INVESTMENTS

Investment options are selected by the Plan Sponsor and are participant-directed. The participants have several investments they can choose from. See the attached Schedule of Assets (Held at End of Year) for a detailed listing of investments.

NOTE 6. INVESTMENTS (Continued)

The following presents investments that represent five percent or more of the Plan's net assets at December 31:

	2014	2013
Wilmington Trust Aggressive Managed Portfolio	5,020,334	*
Wilmington Trust Conservative Managed Portfolio	9,927,595	*
Wilmington Trust Growth Managed Account Portfolio	9,540,459	*
Wilmington Trust Moderate Managed Account Portfolio	13,022,821	*
American Funds AMCAP Fund	*	3,852,512
American Funds American Balanced Fund	*	3,021,504
American Funds American Mutual Fund	*	3,215,031
American Funds Capital Income Builder Fund	*	2,386,667
American Funds Capital World Growth & Income Fund	*	2,820,213
American Funds Growth Fund of America	*	2,284,503
American Funds Investment Company of America Fund	*	2,424,431
American Funds New Perspective Fund	*	2,590,827
American Funds Small Cap World Fund	*	2,578,581

* Fund was not an option in the Plan as of December 31.

For the year ended December 31, 2014, net appreciation of investments in registered investment companies (mutual funds) was $2,678,072 and net depreciation on investments held in CCTs and CIT was $278,304.

NOTE 7. FINANCIAL DATA CERTIFIED BY THE TRUSTEES

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the Trustees and was not subjected to any auditing procedures performed by the independent public accountants:

a. Participant-directed investments and notes receivable from participants as shown in the accompanying statements of net assets available for plan benefits as of December 31, 2014 and participant-directed investments as shown in the accompanying statements of net assets available for plan benefits as of December 31, 2013.

b. Net appreciation of investments, interest and dividend income on investments, and interest income on notes receivable from participants of $4,063 out of the $52,382 as shown in the accompanying statement of changes in net assets available for plan benefits for the year ended December 31, 2014.

c. Investments and participant loans as of December 31, 2014 as listed in the accompanying Schedule of Assets (Held at End of Year).

NOTE 8. PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are held by the Trustees. Transactions with the Trustees qualify as party-in-interest transactions for which exemptions exist. DAC received $47,645 and Wells Fargo received $480, all paid by the participants through the Plan for loan and other participant directed transactions. The Plan also paid DAC $126,201 for recordkeeping expenses. The Plan has an investment advisor that received direct fees of $17,029 and a broker that received indirect compensation from investments based on a formula.

NOTE 9. RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 as of December 31:

	2014	2013
Net assets available for plan benefits per the financial statements	$ 42,153,474	$ 37,415,592
Corrective distributions	638,808	520,558
Company contribution receivable	(323,114)	(241,568)
Net assets available for plan benefits per the Form 5500	$ 42,469,168	$ 37,694,582

The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2014:

Net increase in net assets available for plan benefits per the financial statements	$ 4,737,882
Change in Company contribution receivable	(81,546)
Change in corrective distributions	118,250
Net increase in net assets available for plan benefits per the Form 5500	$ 4,774,586

NOTE 10. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through October 13, 2015, which is the date that the financial statements were available to be issued, and determined that there were no subsequent events or transactions that required recognition or disclosure in the financial statements.

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

EIN 27-2501498 PLAN #002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2014

	Identity of issue	Description of investment		Current value
*	Wells Fargo Stable Return Fund	Common Collective Trust	$	239,062
*	Reliance New York Life Anchor Account	Common Collective Trust		8,390
*	Wilmington Trust Aggressive Managed Account Portfolio	Collective Investment Trust		5,020,334
*	Wilmington Trust Conservative Managed Account Portfolio	Collective Investment Trust		9,927,595
*	Wilmington Trust Growth Managed Account Portfolio	Collective Investment Trust		9,540,459
*	Wilmington Trust Income Managed Account Portfolio	Collective Investment Trust		1,635,346
*	Wilmington Trust Moderate Managed Account Portfolio	Collective Investment Trust		13,022,821
	American Funds EuroPacific Growth Fund	Mutual Fund		17,677
	Eagle Small Cap Growth Fund	Mutual Fund		144,577
	Harbor Capital Appreciation Fund	Mutual Fund		151,929
	Ivy Mid Cap Growth Fund	Mutual Fund		187,973
	John Hancock Disciplined Value Fund	Mutual Fund		198,570
	MFS Mid Cap Value Fund	Mutual Fund		119,815
	Vanguard Extended Market Index Fund	Mutual Fund		25,758
	Vanguard Total International Stock Index Fund	Mutual Fund		59,118
	Vanguard 500 Index Fund	Mutual Fund		550,719
	Victory Integrity Small-Cap Value Fund	Mutual Fund		112,684
	Metropolitan West Total Return Bond Fund	Mutual Fund		16,600
	Vanguard Total Bond Market Index Fund	Mutual Fund		102,458
	Total participant-directed investments			41,081,885
*	Participant Loans	Interest from 4.25% to 8.25%, maturity dates range from 2015 to 2043		1,387,283
			$	42,469,168

* Indicates a party-in-interest to the Plan.

See notes to financial statements and accompanying independent auditor's report.

HCVT
CERTIFIED PUBLIC ACCOUNTANTS
HOLTHOUSE CARLIN & VAN TRIGT LLP

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE,
AND
INDEPENDENT AUDITOR'S REPORT
DECEMBER 31, 2014

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

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HCVT CERTIFIED PUBLIC ACCOUNTANTS | HOLTHOUSE CARLIN & VAN TRIGT LLP

Independent Auditor's Report

To the Plan Committee of the
Harbor Freight Tools Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Harbor Freight Tools Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 7, which was certified by Reliance Trust Company and Wells Fargo Bank N.A., the Trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions from December 2, 2014 through December 31, 2014, and Reliance Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2013, and for the period of January 1, 2014 through December 1, 2014. The plan administrator has obtained certifications from the Trustees as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the plan administrator by the Trustees 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.

Correction of Error

As discussed in Note 2 to the financial statements, the 2013 financial statements have been restated to correct the corrective distributions liability. Our opinion is not modified with respect to this matter.

Report on Supplemental Schedule

The supplemental schedule of Schedule of Assets (Held at End of Year) as of December 31, 2014 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 Trustees, 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 DOL Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Holthouse Carlin & Van Trigt LLP

Camarillo, California
October 13, 2015

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 2014 AND 2013

	2014	2013
Assets:		
Investments:		
Participant-directed investments, at fair value	$ 41,081,885	$ 36,478,154
Receivables:		
Company contribution	323,114	241,568
Notes receivable from participants	1,387,283	1,216,428
Total assets	42,792,282	37,936,150
Liabilities:		
Corrective distributions	638,808	520,558
Net assets available for plan benefits	$ 42,153,474	$ 37,415,592

See notes to financial statements.

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2014

Additions:		
Company contributions	$	1,185,902
Participants' contributions		3,953,307
Participants' rollover contributions		287,138
Interest income on investments		7,757
Dividend income on investments		611,589
Interest income on notes receivable from participants		52,382
Net appreciation of investments		2,399,768
Total additions		8,497,843
Deductions:		
Benefits paid to participants		3,568,606
Administrative expenses		191,355
Total deductions		3,759,961
Net increase		4,737,882
Net assets available for plan benefits:		
Beginning of year as previously reported		37,851,538
Prior period adjustment (Note 2)		(435,946)
Revised beginning of year		37,415,592
End of year	$	42,153,474

See notes to financial statements.

NOTE 1. PLAN DESCRIPTION

The following description of the Harbor Freight Tools Retirement Savings Plan (the "Plan") provides only general information. Participants and other interested parties should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees of HFT Holdings, Inc., and affiliates, (collectively referred to as the "Company" or the "Plan Sponsor") who have completed six months of service and have attained age 21, as defined in the Plan document. Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code ("IRC"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

On December 2, 2014, all of the Plan's assets were transferred from Reliance Trust Company ("Reliance") to Wells Fargo Bank, N.A. ("Wells Fargo") (collectively the "Trustees").

Participant Contributions

Each year, participants may contribute from one percent to 100 percent of pretax annual compensation, as defined in the Plan and subject to certain limitations under the IRC. The Plan was restated and effected December 2, 2014, highly compensated participants are limited to contribute up to a maximum of two percent of pretax annual compensation, as defined in the Plan. Participants may also make Roth elective deferrals to the Plan and catch-up contributions for individuals over age 50. Participants may contribute amounts representing distributions from other eligible retirement plans, as defined in the Plan.

Company Contributions

The Company may match up to 100 percent of participant contributions at a discretionary rate to be determined by the Company's Board of Directors to participants who were employed on the last day of the quarter. For the year ended December 31, 2014, the Company matched participant deferrals at a rate of 30 percent up to 10 percent of eligible compensation for total Company matching contributions of $1,185,902.

The Company may also make a discretionary nonelective contribution as determined by the Board of Directors. The Company did not make any discretionary nonelective contributions to the Plan for the year ended December 31, 2014.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary nonelective contributions, if any, and Plan earnings, and charged with any withdrawals or distributions requested by the participant, investment gains and losses and allocation of administrative expenses, if applicable. Allocations are based on the participant's earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1. PLAN DESCRIPTION (Continued)

Vesting

Participants are vested immediately in their contributions. Vesting in the Company contributions is based on years of service. Participants vest at a rate of 33 percent per year for the first two years of credited service, and 34 percent per year for the third year, as defined in the Plan. A participant is fully vested after three years of credited service.

Forfeitures

Forfeitures of nonvested Company contributions are used to pay Plan administrative expenses or reduce future Company contributions. There were no forfeitures utilized during the year ended December 31, 2014. As of December 31, 2014, forfeitures of $201,774 were available for future use.

Payment of Benefits

When eligible, participants may receive a lump sum distribution for the value of the vested interest in his or her account, as permitted under the Plan.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting, in accordance with auditing standards generally accepted in the United States of America, primarily from information provided by the Trustees.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. The investments and changes therein of the funds have been reported to the Plan by the Trustees using fair value.

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

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Concentration of Risk

The Plan's investments have exposure to risk to the extent that the investments are subject to market and interest rate fluctuations that may materially affect the value of the investment balances.

Through participant direction, approximately 31 percent, 24 percent and 23 percent of the Plans net assets are invested in the Wilmington Trust Moderate Managed Portfolio, Wilmington Trust Conservative Managed Portfolio and Wilmington Trust Growth Managed Portfolio, respectively.

Administrative Expenses

Certain administrative expenses incidental to the administration of the Plan, including fees of the Trustee and independent public accountants may be paid by the Plan. Administrative expenses not paid by the Company are paid by the Plan.

Most investment options have fees which reduce the overall return on assets. The net appreciation of investments is reflected net of these fees.

According to the agreement between the Company and Daily Access Corporation ("DAC"), the recordkeeper through December 1, 2014, DAC was required to make contributions to a Revenue Holding Account ("RHA"). The funds in the RHA may be used to pay Plan administrative expenses. During the year ended December 31, 2014, DAC contributed $184,421 to the RHA and $143,230 was utilized to pay Plan administrative expenses. As of December 31, 2014, there was $59,610 available for use and transferred over to Wells Fargo and into a *"Prior Revenue Holding Account",* for future use.

Benefits Payable to Participants

Benefits are recorded when paid.

Prior Period Adjustment

The statement of net assets available for plan benefits as of December 31, 2013 was overstated by $435,946, due to not reporting a portion of the corrective distribution liability. The accompanying financial statements reflect the correction of this error as a prior period adjustment.

Fair Value

The Plan accounts for its financial instruments using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value measurement hierarchy is based on three levels of inputs, of which the first two are considered observable and the last unobservable. The three levels of the fair value hierarchy are the following:

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

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are inactive; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 – Inputs to the valuation that are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual Funds – This category consists of publicly traded funds of registered investment companies. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Stable Return Funds – The Wells Fargo Stable Return Fund and Reliance New York Life Anchor Account, held in common collective trusts ("CCT"), are valued at the net asset value ("NAV") of units of a bank collective trust. The NAV, as provided by the funds' trustee, is used as a practical expedient to estimate fair value. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The CCT NAV is not a publicly-quoted price in an active market; therefore, the CCT are classified as Level 2 within the valuation hierarchy.

Collective Investment Trusts ("CITs") – The funds held in collective investment trusts invest in a set of underlying collective trust funds representing various fixed income and equity based mutual funds. The CITs are stated at estimated fair value based on NAV. The NAV, as provided by the fund's 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. The CITs are not quoted in an active market and therefore classified as Level 2 within the valuation hierarchy.

The primary investment objectives of the Stable Return Funds are to provide a moderate level of stable income without principal volatility. The primary investment objective of the Income Managed Account Portfolio is to minimize risk to principal and provide a lower, more consistent return. The primary investment objective of the Conservative Managed Account Portfolio is to limit risk to principal while providing for some growth. The primary investment objective of the Moderate Managed Account Portfolio is to seek to deliver steady long term growth. The primary investment objective of the Growth Managed Account Portfolio and Aggressively Managed Account Portfolio is to provide long term growth. The funds do not have any unfunded commitments relating to their investments. Participant-directed redemptions can be made on any business day and do not have a redemption notice period.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

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

	Level 1	Level 2	Level 3
Mutual funds:			
Growth funds	$ 527,914	$ -	$ 527,914
Blend funds	609,837	-	609,837
Value funds	431,069	-	431,069
Fixed income funds	119,058	-	119,058
Total mutual funds	1,687,878	-	1,687,878
CCT	-	247,452	247,452
CIT:			
Growth funds	-	37,511,209	37,511,209
Value funds	-	1,635,346	1,635,346
Total CIT	-	39,146,555	39,146,555
Total investments at fair value	$ 1,687,878	$ 39,394,007	$ 41,081,885

As of December 31, 2013, all of the Plan's investments were Level 1 and the following table sets forth, by investment type, the Plan's investments at fair value:

Cash	$ 36,055
Mutual funds:	
Blend funds	3,156,439
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Target date funds	5,147,388
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NOTE 3. NOTES RECEIVABLE FROM PARTICIPANTS

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NOTE 4. TAX STATUS

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Accounting principles generally accepted in the United States of America require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

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NOTE 6. INVESTMENTS (Continued)

The following presents investments that represent five percent or more of the Plan's net assets at December 31:

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* Fund was not an option in the Plan as of December 31.

For the year ended December 31, 2014, net appreciation of investments in registered investment companies (mutual funds) was $2,678,072 and net depreciation on investments held in CCTs and CIT was $278,304.

NOTE 7. FINANCIAL DATA CERTIFIED BY THE TRUSTEES

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the Trustees and was not subjected to any auditing procedures performed by the independent public accountants:

a. Participant-directed investments and notes receivable from participants as shown in the accompanying statements of net assets available for plan benefits as of December 31, 2014 and participant-directed investments as shown in the accompanying statements of net assets available for plan benefits as of December 31, 2013.

b. Net appreciation of investments, interest and dividend income on investments, and interest income on notes receivable from participants of $4,063 out of the $52,382 as shown in the accompanying statement of changes in net assets available for plan benefits for the year ended December 31, 2014.

c. Investments and participant loans as of December 31, 2014 as listed in the accompanying Schedule of Assets (Held at End of Year).

NOTE 8. PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are held by the Trustees. Transactions with the Trustees qualify as party-in-interest transactions for which exemptions exist. DAC received $47,645 and Wells Fargo received $480, all paid by the participants through the Plan for loan and other participant directed transactions. The Plan also paid DAC $126,201 for recordkeeping expenses. The Plan has an investment advisor that received direct fees of $17,029 and a broker that received indirect compensation from investments based on a formula.

NOTE 9. RECONCILIATION TO FORM 5500

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	2014	2013
Net assets available for plan benefits per the financial statements	$ 42,153,474	$ 37,415,592
Corrective distributions	638,808	520,558
Company contribution receivable	(323,114)	(241,568)
Net assets available for plan benefits per the Form 5500	$ 42,469,168	$ 37,694,582

The following is a reconciliation of the net increase in net assets available for plan benefits per the financial statements to the Form 5500 for the year ended December 31, 2014:

Net increase in net assets available for plan benefits per the financial statements	$ 4,737,882
Change in Company contribution receivable	(81,546)
Change in corrective distributions	118,250
Net increase in net assets available for plan benefits per the Form 5500	$ 4,774,586

NOTE 10. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through October 13, 2015, which is the date that the financial statements were available to be issued, and determined that there were no subsequent events or transactions that required recognition or disclosure in the financial statements.

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

EIN 27-2501498 PLAN #002

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2014

	Identity of issue	Description of investment		Current value
*	Wells Fargo Stable Return Fund	Common Collective Trust	$	239,062
*	Reliance New York Life Anchor Account	Common Collective Trust		8,390
*	Wilmington Trust Aggressive Managed Account Portfolio	Collective Investment Trust		5,020,334
*	Wilmington Trust Conservative Managed Account Portfolio	Collective Investment Trust		9,927,595
*	Wilmington Trust Growth Managed Account Portfolio	Collective Investment Trust		9,540,459
*	Wilmington Trust Income Managed Account Portfolio	Collective Investment Trust		1,635,346
*	Wilmington Trust Moderate Managed Account Portfolio	Collective Investment Trust		13,022,821
	American Funds EuroPacific Growth Fund	Mutual Fund		17,677
	Eagle Small Cap Growth Fund	Mutual Fund		144,577
	Harbor Capital Appreciation Fund	Mutual Fund		151,929
	Ivy Mid Cap Growth Fund	Mutual Fund		187,973
	John Hancock Disciplined Value Fund	Mutual Fund		198,570
	MFS Mid Cap Value Fund	Mutual Fund		119,815
	Vanguard Extended Market Index Fund	Mutual Fund		25,758
	Vanguard Total International Stock Index Fund	Mutual Fund		59,118
	Vanguard 500 Index Fund	Mutual Fund		550,719
	Victory Integrity Small-Cap Value Fund	Mutual Fund		112,684
	Metropolitan West Total Return Bond Fund	Mutual Fund		16,600
	Vanguard Total Bond Market Index Fund	Mutual Fund		102,458
	Total participant-directed investments			41,081,885
*	Participant Loans	Interest from 4.25% to 8.25%, maturity dates range from 2015 to 2043		1,387,283
			$	42,469,168

* Indicates a party-in-interest to the Plan.

See notes to financial statements and accompanying independent auditor's report.