Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
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 (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
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.	10/15/2018	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

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	11915
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)**	11620
a(2) Total number of active participants at the end of the plan year	**6a(2)**	12166
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	463
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	12629
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f Total. Add lines **6d** and **6e**.	**6f**	12631
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3377
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	118
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 2R

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

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

a Pension Schedules

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

Receipt Confirmation Code_____

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

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

A Name of plan
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 disclosures 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

NORTHERN FUNDS

39-1777365

(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

MASSMUTUAL

04-1590850

(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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 62 64 37	SERVICE PROVIDER	183377	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

MILLER KAPLAN ARASE, LLP

95-2036255

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	AUDITOR	7000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(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

2017

This Form is Open to Public Inspection.

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

A Name of plan
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	23723

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	528852

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	9567748

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	11601773

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	14695966

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	1626967

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	15576058

a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST AGG. BOND INDEX FUND

b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS

c EIN-PN 45-6138589-088	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 538118

a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST EXT. MARKET INDEX FD

b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS

c EIN-PN 45-6138589-110	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 733269

a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST S&P 500 INDEX FUND

b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS

c EIN-PN 45-6138589-002	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3436235

a Name of MTIA, CCT, PSA, or 103-12 IE: NORTHERN TRUST ACWI EX-US IMI FUND

b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS

c EIN-PN 45-6138589-103	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 584942

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

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

A Name of plan
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		
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)		8273
(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)	1783866	2178409
(9) Value of interest in common/collective trusts	1c(9)	45205393	58913651
(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)	3944503	6395284
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	22708	14248

			(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	50956470	67509865
	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	50956470	67509865

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)	3965167	
	(B) Participants	2a(1)(B)	7192098	
	(C) Others (including rollovers)	2a(1)(C)	1866793	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		13024058
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4	
	(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)	89295	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		89299
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	322	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	36208	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		36530
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	10129	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	10239	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-110
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-3413	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-3413

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		8048251
(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)		980389
c Other income	2c		32891
d Total income. Add all **income** amounts in column (b) and enter total	2d		22207895
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5464123	
(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)		5464123
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)	190377	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		190377
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5654500
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		16553395
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

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

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

(1) Name: MILLER KAPLAN ARASE LLP **(2)** EIN: 95-2036255

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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

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

A Name of plan
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): 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 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2017 AND 2016

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

I N D E X

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SCHEDULE 1	- Schedule of Assets (Held At End of Year) - December 31, 2017	11

INDEPENDENT AUDITORS' REPORT

Plan Committee
Harbor Freight Tools Retirement Savings Plan
26541 Agoura Road
Calabasas, California 91302

Members of the Committee:

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 benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 audits 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 5, which was certified by Wells Fargo Bank, N.A., the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2017 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Miller Kaplan Arase LLP

MILLER KAPLAN ARASE LLP

North Hollywood, California

October 10, 2018

EXHIBIT "A"

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2017	December 31, 2016
ASSETS		
INVESTMENTS, AT FAIR VALUE	$ 65,331,456	$ 49,172,604
RECEIVABLES		
Employer Contributions	1,141,925	946,551
Notes Receivable from Participants	2,178,409	1,783,866
TOTAL RECEIVABLES	3,320,334	2,730,417
TOTAL ASSETS	68,651,790	51,903,021
LIABILITIES		
Excess Contributions Payable	356,108	550,347
NET ASSETS AVAILABLE FOR BENEFITS	$ 68,295,682	$ 51,352,674

(Attached notes are an integral part of these financial statements)

EXHIBIT "B"

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2017 TO DECEMBER 31, 2017

ADDITIONS		
INVESTMENT INCOME		
Interest and Dividends	$ 36,506	
Net Appreciation of Investments	9,003,769	
TOTAL INVESTMENT INCOME		$ 9,040,275
CONTRIBUTIONS AND OTHER ADDITIONS		
Employer Contributions	$ 3,907,020	
Employee Contributions	7,186,413	
Rollovers	1,866,793	
Other Income	33,373	
Interest on Notes Receivable from Participants	89,295	
TOTAL CONTRIBUTIONS AND OTHER ADDITIONS		13,082,894
TOTAL ADDITIONS		22,123,169
DEDUCTIONS		
Benefits	$ 4,989,784	
Administrative Expenses	190,377	
TOTAL DEDUCTIONS		5,180,161
NET INCREASE		16,943,008
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year		51,352,674
End of Year		$ 68,295,682

(Attached notes are an integral part of these financial statements)

NOTE 1 - DESCRIPTION OF THE PLAN

The Harbor Freight Tools Retirement Savings Plan (the "Plan") is a defined contribution plan established on August 1, 1984 to provide tax-deferred savings opportunities to eligible employees, as defined in the Plan, of HFT Holdings, Inc. and affiliates (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The assets of the Plan are held in a trust by Wells Fargo Bank, N.A., the trustee of the Plan (Note 5).

THE PLAN DOCUMENT INCLUDES DETAILED RULES FOR EACH SITUATION. PARTICIPANTS AND OTHER INTERESTED PARTIES SHOULD REFER TO THE PLAN AGREEMENT AND ANY AMENDMENTS REGARDING SPECIFIC PROVISIONS OF THE PLAN.

A. Eligibility

The Plan covers all eligible employees of the Company, except union members and nonresident aliens.

Company employees are eligible to participate in the Plan upon completion of 6 months of service and attaining age 21.

B. Benefits

Benefits under the Plan begin when a participant retires, becomes disabled, dies or ceases to be an employee, whichever applies. Normal retirement age is 65. Hardship withdrawals are permitted.

C. Vesting

Participants are immediately vested in their voluntary contributions, rollover contributions, and earnings thereon. Company contributions are vested as follows:

Vesting Service (Years)	Vesting Percentage (%)
Less than 1	0
1	33
2	66
3	100

D. Contributions

Plan participants may defer up to 100% of their pretax annual compensation, as defined in the Plan, subject to certain limitations under the Internal Revenue Code (the "Code"). The Plan was restated effective December 2, 2014, to limit highly compensated participants 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.

The Company's matching contribution is at a discretionary rate to be determined by the Company's Board of Directors, paid to participants who were employed on the last day of the quarter. For the year ended December 31, 2017, the Company matched participants deferrals at a rate of 100% up to 3% of eligible compensation.

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

D. Contributions (Continued)

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, 2017.

E. 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.

F. Notes Receivable from Participants

The Plan permits participants to borrow from their accounts. The loans may not exceed the lesser of 50% of a participant's vested account balance or $50,000, reduced by the highest outstanding loan balance of the participant from the Plan during the one-year period ending on the day before the date on which the loan was made. The loans bear interest at a fixed rate based on the prime rate at the date of the loan, plus 1%. Loans for active participants are repaid through payroll withholdings, generally over five years, although participants may select a shorter term. The Plan provides for longer maturities if the loan is used to acquire the principal residence of the participant. The number of loans per participant is limited to one.

G. Forfeitures

When a participant terminates employment for reasons other than retirement, disability, or death, the nonvested portion of his or her Company contributions will be forfeited and will be used to pay Plan administrative expenses or reduce future Company contributions. Forfeitures of $81,006 were utilized during the year ended December 31, 2017. As of December 31, 2017 and 2016, forfeitures totaling $11,870 and $19,600, respectively, were available for future use.

H. 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.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The accounts of the Plan are maintained on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. Estimates

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

C. Risks and Uncertainties

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

D. Payments of Benefits

Benefits are recorded when paid.

E. Investment Valuation and Income Recognition

The participants select how their share of plan assets will be invested among those investment vehicles made available.

GAAP establishes a fair value hierarchy that prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market:

Level 1 – Inputs are based on quoted prices in an active market.

Level 2 – Inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

Level 3 – Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following tables summarize the Plan's investments at December 31, 2017 and 2016 based on the inputs used to value them:

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 6,395,284	$ -	$ -	$ 6,395,284
Self-Directed Brokerage Accounts:				
Money Market	8,273	-	-	8,273
Common Stock	5,885	-	-	5,885
Total Assets in the Fair Value Hierarchy	$ 6,409,442	$ -	$ -	6,409,442
Investments Measured at Net Asset Value[A]				58,922,014
				$ 65,331,456

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

E. Investment Valuation and Income Recognition (Continued)

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 3,944,503	$ -	$ -	$ 3,944,503
Self-Directed Brokerage Accounts - Common Stock	15,132	-	-	15,132
Total Assets in the Fair Value Hierarchy	$ 3,959,635	$ -	$ -	3,959,635
Investments Measured at Net Asset Value[A]				45,212,969
				$ 49,172,604

[A] In accordance with ASU 2015-07, investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Level 1 investments consist of mutual funds, money market funds and common stock valued based on quoted market prices in active markets.

The following table summarizes investments for which fair value is measured using the net assets value per share practical expedient as of December 31, 2017 and 2016, respectively. There are no participant redemption restrictions for these investments; the redemption notice periods are applicable only to the Plan.

	Fair Value at December 31,		Unfunded	Redemption	Redemption
	2017	2016	Commitments	Frequency	Notice Period
Wells Fargo Stable Return Fund	$ 23,723	$ 31,315	None	Daily	12 months
Reliance Trust NY Life Anchor Account	528,852	351,589	None	Daily	12 months
Wilmington Trust Income Managed Account Portfolio	1,626,967	1,269,245	None	Daily	30 days
Wilmington Trust Conservative Managed Account Portfolio	11,601,773	10,755,600	None	Daily	30 days
Wilmington Trust Moderate Managed Account Portfolio	15,576,058	12,188,923	None	Daily	30 days
Wilmington Trust Growth Managed Account Portfolio	14,695,966	10,640,094	None	Daily	30 days
Wilmington Trust Aggressive Managed Account Portfolio	9,567,748	6,198,680	None	Daily	30 days
Northern Trust Extended Market Index Fund	733,269	523,896	None	Daily	30 days
Northern Trust S&P Index Fund	3,436,235	2,552,889	None	Daily	30 days
Northern Trust ACWI ex US IMI Fund	584,942	334,756	None	Daily	30 days
Northern Trust Aggressive Bond Index Fund	538,118	358,406	None	Daily	30 days
Self-Directed Brokerage Accounts	8,363	7,576	None	Daily	None
	$ 58,922,014	$ 45,212,969			

Purchases and sales of investments are reported on a trade-date basis. Interest and dividends are reported on the accrual basis.

F. Accounting Pronouncements

The Financial Accounting Standards Board (FASB) issued the following Accounting Standards Updates (ASU), which the Plan has adopted effective December 31, 2016.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

F. Accounting Pronouncements (Continued)

ASU 2015-07 *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* provides that entities measuring investments at net asset value per share (NAV) as a practical expedient are no longer required to categorize such investments within the fair value hierarchy. The investments should still be included in the total column of the entity's ACS 820 disclosure to permit reconciliation to amounts presented in the financial statements. Certain disclosures continue to be required for each class of investment measured using the practical expedient to enable users to understand the nature and risks of investments measured at NAV. ASU 2015-07 is effective for fiscal years beginning after December 15, 2015. Earlier application is permitted.

ASU 2015-12 *Plan Accounting: Topic 960, Defined Benefit Pension Plans; Topic 962, Defined Contribution Pension Plans; Topic 965, Health and Welfare Benefit Plans* includes three parts. Part I designates contract value as the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirement to disclose individual investments that represent 5% or more of net assets available for benefits and the requirement to disclose net appreciation (depreciation) in fair value of investments by general type of investment. In addition, Part II provides for employee benefit plan investments to be grouped and presented by general type and eliminates the requirement to disaggregate investments in multiple ways. Part III provides a practical expedient that permits employee benefit plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end when the fiscal period does not coincide with a month end. ASU 2015-12 is effective for fiscal years beginning after December 15, 2015. Earlier application is permitted. Parts I and II are applied retrospectively for all periods presented; Part III is applied prospectively.

NOTE 3 - INCOME TAX STATUS

The Company adopted a volume submitter profit sharing plan which is the subject of a favorable tax opinion letter from the Internal Revenue Service, 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 Code and, accordingly, the plan administrator believes that the Plan is exempt from income taxes.

GAAP requires management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken a tax position that more likely that not would not be sustained upon examination by a tax authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 4 - PLAN TERMINATION

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

NOTE 5 - FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information regarding investments held at December 31, 2017 and 2016 and investment income for the year ended December 31, 2017 that is disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Wells Fargo Bank, N.A., the trustee of the Plan.

NOTE 6 - RELATED PARTY TRANSACTIONS

Certain investments held by the Plan are issued and managed by the trustee or its affiliates. Transactions related to these investments qualify as party-in-interest transactions; however, they are exempt from the prohibition under ERISA.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

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

	December 31, 2017	December 31, 2016
Net Assets Available for Benefits Per the Financial Statements	$ 68,295,682	$ 51,352,674
Add: Excess Contributions Payable	356,108	550,347
Less: Employer Contributions Receivable	(1,141,925)	(946,551)
Net Assets Per the Form 5500	$ 67,509,865	$ 50,956,470

The following is a reconciliation of the net increase per the financial statements to the Form 5500:

	January 1, 2017 to December 31, 2017
Net Increase per the Financial Statements	$ 16,943,008
Less: Change in Employer Contributions Receivable	(195,374)
Change in Excess Contributions Payable	(194,239)
Net Income Per the Form 5500	$ 16,553,395

NOTE 8 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 10, 2018, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

SUPPLEMENTAL SCHEDULE

SCHEDULE 1

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 27-2501498; PLAN NO. 002
DECEMBER 31, 2017

Identity of Issuer	Description	Fair Value
* Wells Fargo Stable Return Fund	Common/Collective Trust	$ 23,723
Reliance Trust NY Life Anchor Account	Common/Collective Trust	528,852
Wilmington Trust Income Managed Account Portfolio	Collective Investment Trust	1,626,967
Wilmington Trust Conservative Managed Account Portfolio	Collective Investment Trust	11,601,773
Wilmington Trust Moderate Managed Account Portfolio	Collective Investment Trust	15,576,058
Wilmington Trust Growth Managed Account Portfolio	Collective Investment Trust	14,695,966
Wilmington Trust Aggressive Managed Account Portfolio	Collective Investment Trust	9,567,748
Northern Trust Extended Market Index Fund	Collective Investment Trust	733,269
Northern Trust S&P Index Fund	Collective Investment Trust	3,436,235
Northern Trust ACWI ex US IMI Fund	Collective Investment Trust	584,942
Northern Trust Aggressive Bond Index Fund	Collective Investment Trust	538,118
John Hancock Disciplined Value Fund	Mutual Fund	988,503
Harbor Capital Appreciation Fund	Mutual Fund	1,454,040
MFS Mid Cap Value Fund	Mutual Fund	620,424
American Funds EuroPacific Growth Fund	Mutual Fund	779,239
Victory Integrity Small Cap Value Fund	Mutual Fund	554,354
Eagle Small Cap Growth Fund	Mutual Fund	970,324
Metropolitan West Total Return Bond Fund	Mutual Fund	519,735
Mass Mutual Select Mid Cap Growth Equity Fund	Mutual Fund	508,665
Plan Participants	Self-Directed Brokerage Accounts	22,521
* Participant Loans	4.25% to 8.25% Secured Maturities through 2046	2,178,409
		$ 67,509,865

* Party-in-Interest

October 10, 2018

Plan Committee
Harbor Freight Tools Retirement Savings Plan
26541 Agoura Road
Calabasas, California 91302

Members of the Committee:

We have conducted a DOL limited-scope audit of the financial statements of the Harbor Freight Tools Retirement Savings Plan (the "Plan") for the year ended December 31, 2017 and have issued our report thereon dated October 10, 2018. 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 5 to those financial statements. Because of the significance of the information that we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and schedule taken as a whole. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter. Professional standards also require that we communicate to you the following information related to our audit.

The Auditor's Responsibility under Generally Accepted Auditing Standards

Our responsibility under auditing standards generally accepted in the United States of America, except as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, has been described to you in our engagement letter.

Accounting Policies and Practices

The plan administrator is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Plan are described in Note 2 to the financial statements.

No new accounting policies were adopted for 2017, and there were no changes in application of existing accounting policies in the 2017 financial statements.

We noted no transactions for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Audit Adjustments

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. We are aware of no uncorrected misstatements that are material to the Plan's financial statements.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. No such disagreements arose during the course of our audit.

Difficulties Encountered in Performing the Audit

We did not encounter any difficulties in dealing with management relating to performance of the audit.

Management Representation

We have requested certain representations from management that are included in the management representation letter dated October 10, 2018.

Management Consultations with Other Independent Accountants

We are not aware of any consultations management had with other accountants about accounting or auditing matters related to the Plan.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, in the normal course of our professional relationship and our responses were not a condition to our retention.

This information is intended solely for the use of the Plan Committee and management of the Harbor Freight Tools Retirement Savings Plan and is not intended to be and should not be used by anyone other than these specified parties.

Sincerely,

Miller Kaplan Arase LLP

MILLER KAPLAN ARASE LLP

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2017 AND 2016

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

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EXHIBIT "B"	- Statement of Changes in Net Assets Available for Benefits - January 1, 2017 to December 31, 2017	4
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SUPPLEMENTAL SCHEDULE		
SCHEDULE 1	- Schedule of Assets (Held At End of Year) - December 31, 2017	11

INDEPENDENT AUDITORS' REPORT

Plan Committee
Harbor Freight Tools Retirement Savings Plan
26541 Agoura Road
Calabasas, California 91302

Members of the Committee:

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 benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 audits 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 5, which was certified by Wells Fargo Bank, N.A., the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2017 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Miller Kaplan Arase LLP

MILLER KAPLAN ARASE LLP

North Hollywood, California

October 10, 2018

EXHIBIT "A"

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2017	December 31, 2016
ASSETS		
INVESTMENTS, AT FAIR VALUE	$ 65,331,456	$ 49,172,604
RECEIVABLES		
Employer Contributions	1,141,925	946,551
Notes Receivable from Participants	2,178,409	1,783,866
TOTAL RECEIVABLES	3,320,334	2,730,417
TOTAL ASSETS	68,651,790	51,903,021
LIABILITIES		
Excess Contributions Payable	356,108	550,347
NET ASSETS AVAILABLE FOR BENEFITS	$ 68,295,682	$ 51,352,674

(Attached notes are an integral part of these financial statements)

EXHIBIT "B"

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2017 TO DECEMBER 31, 2017

ADDITIONS		
INVESTMENT INCOME		
Interest and Dividends	$ 36,506	
Net Appreciation of Investments	9,003,769	
TOTAL INVESTMENT INCOME		$ 9,040,275
CONTRIBUTIONS AND OTHER ADDITIONS		
Employer Contributions	$ 3,907,020	
Employee Contributions	7,186,413	
Rollovers	1,866,793	
Other Income	33,373	
Interest on Notes Receivable from Participants	89,295	
TOTAL CONTRIBUTIONS AND OTHER ADDITIONS		13,082,894
TOTAL ADDITIONS		22,123,169
DEDUCTIONS		
Benefits	$ 4,989,784	
Administrative Expenses	190,377	
TOTAL DEDUCTIONS		5,180,161
NET INCREASE		16,943,008
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year		51,352,674
End of Year		$ 68,295,682

(Attached notes are an integral part of these financial statements)

NOTE 1 - DESCRIPTION OF THE PLAN

The Harbor Freight Tools Retirement Savings Plan (the "Plan") is a defined contribution plan established on August 1, 1984 to provide tax-deferred savings opportunities to eligible employees, as defined in the Plan, of HFT Holdings, Inc. and affiliates (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The assets of the Plan are held in a trust by Wells Fargo Bank, N.A., the trustee of the Plan (Note 5).

THE PLAN DOCUMENT INCLUDES DETAILED RULES FOR EACH SITUATION. PARTICIPANTS AND OTHER INTERESTED PARTIES SHOULD REFER TO THE PLAN AGREEMENT AND ANY AMENDMENTS REGARDING SPECIFIC PROVISIONS OF THE PLAN.

A. Eligibility

The Plan covers all eligible employees of the Company, except union members and nonresident aliens.

Company employees are eligible to participate in the Plan upon completion of 6 months of service and attaining age 21.

B. Benefits

Benefits under the Plan begin when a participant retires, becomes disabled, dies or ceases to be an employee, whichever applies. Normal retirement age is 65. Hardship withdrawals are permitted.

C. Vesting

Participants are immediately vested in their voluntary contributions, rollover contributions, and earnings thereon. Company contributions are vested as follows:

Vesting Service (Years)	Vesting Percentage (%)
Less than 1	0
1	33
2	66
3	100

D. Contributions

Plan participants may defer up to 100% of their pretax annual compensation, as defined in the Plan, subject to certain limitations under the Internal Revenue Code (the "Code"). The Plan was restated effective December 2, 2014, to limit highly compensated participants 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.

The Company's matching contribution is at a discretionary rate to be determined by the Company's Board of Directors, paid to participants who were employed on the last day of the quarter. For the year ended December 31, 2017, the Company matched participants deferrals at a rate of 100% up to 3% of eligible compensation.

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

D. Contributions (Continued)

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, 2017.

E. 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.

F. Notes Receivable from Participants

The Plan permits participants to borrow from their accounts. The loans may not exceed the lesser of 50% of a participant's vested account balance or $50,000, reduced by the highest outstanding loan balance of the participant from the Plan during the one-year period ending on the day before the date on which the loan was made. The loans bear interest at a fixed rate based on the prime rate at the date of the loan, plus 1%. Loans for active participants are repaid through payroll withholdings, generally over five years, although participants may select a shorter term. The Plan provides for longer maturities if the loan is used to acquire the principal residence of the participant. The number of loans per participant is limited to one.

G. Forfeitures

When a participant terminates employment for reasons other than retirement, disability, or death, the nonvested portion of his or her Company contributions will be forfeited and will be used to pay Plan administrative expenses or reduce future Company contributions. Forfeitures of $81,006 were utilized during the year ended December 31, 2017. As of December 31, 2017 and 2016, forfeitures totaling $11,870 and $19,600, respectively, were available for future use.

H. 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.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The accounts of the Plan are maintained on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. Estimates

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

C. Risks and Uncertainties

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

D. Payments of Benefits

Benefits are recorded when paid.

E. Investment Valuation and Income Recognition

The participants select how their share of plan assets will be invested among those investment vehicles made available.

GAAP establishes a fair value hierarchy that prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market:

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Level 3 – Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following tables summarize the Plan's investments at December 31, 2017 and 2016 based on the inputs used to value them:

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 6,395,284	$ -	$ -	$ 6,395,284
Self-Directed Brokerage Accounts:				
Money Market	8,273	-	-	8,273
Common Stock	5,885	-	-	5,885
Total Assets in the Fair Value Hierarchy	$ 6,409,442	$ -	$ -	6,409,442
Investments Measured at Net Asset Value[A]				58,922,014
				$ 65,331,456

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

E. Investment Valuation and Income Recognition (Continued)

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 3,944,503	$ -	$ -	$ 3,944,503
Self-Directed Brokerage Accounts - Common Stock	15,132	-	-	15,132
Total Assets in the Fair Value Hierarchy	$ 3,959,635	$ -	$ -	3,959,635
Investments Measured at Net Asset Value[A]				45,212,969
				$ 49,172,604

[A] In accordance with ASU 2015-07, investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Level 1 investments consist of mutual funds, money market funds and common stock valued based on quoted market prices in active markets.

The following table summarizes investments for which fair value is measured using the net assets value per share practical expedient as of December 31, 2017 and 2016, respectively. There are no participant redemption restrictions for these investments; the redemption notice periods are applicable only to the Plan.

	Fair Value at December 31,		Unfunded	Redemption	Redemption
	2017	2016	Commitments	Frequency	Notice Period
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Wilmington Trust Income Managed Account Portfolio	1,626,967	1,269,245	None	Daily	30 days
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Northern Trust ACWI ex US IMI Fund	584,942	334,756	None	Daily	30 days
Northern Trust Aggressive Bond Index Fund	538,118	358,406	None	Daily	30 days
Self-Directed Brokerage Accounts	8,363	7,576	None	Daily	None
	$ 58,922,014	$ 45,212,969			

Purchases and sales of investments are reported on a trade-date basis. Interest and dividends are reported on the accrual basis.

F. Accounting Pronouncements

The Financial Accounting Standards Board (FASB) issued the following Accounting Standards Updates (ASU), which the Plan has adopted effective December 31, 2016.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

F. Accounting Pronouncements (Continued)

ASU 2015-07 *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* provides that entities measuring investments at net asset value per share (NAV) as a practical expedient are no longer required to categorize such investments within the fair value hierarchy. The investments should still be included in the total column of the entity's ACS 820 disclosure to permit reconciliation to amounts presented in the financial statements. Certain disclosures continue to be required for each class of investment measured using the practical expedient to enable users to understand the nature and risks of investments measured at NAV. ASU 2015-07 is effective for fiscal years beginning after December 15, 2015. Earlier application is permitted.

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The Company adopted a volume submitter profit sharing plan which is the subject of a favorable tax opinion letter from the Internal Revenue Service, 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 Code and, accordingly, the plan administrator believes that the Plan is exempt from income taxes.

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NOTE 4 - PLAN TERMINATION

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

NOTE 5 - FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Information regarding investments held at December 31, 2017 and 2016 and investment income for the year ended December 31, 2017 that is disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Wells Fargo Bank, N.A., the trustee of the Plan.

NOTE 6 - RELATED PARTY TRANSACTIONS

Certain investments held by the Plan are issued and managed by the trustee or its affiliates. Transactions related to these investments qualify as party-in-interest transactions; however, they are exempt from the prohibition under ERISA.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

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

	December 31, 2017	December 31, 2016
Net Assets Available for Benefits Per the Financial Statements	$ 68,295,682	$ 51,352,674
Add: Excess Contributions Payable	356,108	550,347
Less: Employer Contributions Receivable	(1,141,925)	(946,551)
Net Assets Per the Form 5500	$ 67,509,865	$ 50,956,470

The following is a reconciliation of the net increase per the financial statements to the Form 5500:

	January 1, 2017 to December 31, 2017
Net Increase per the Financial Statements	$ 16,943,008
Less: Change in Employer Contributions Receivable	(195,374)
Change in Excess Contributions Payable	(194,239)
Net Income Per the Form 5500	$ 16,553,395

NOTE 8 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 10, 2018, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

SUPPLEMENTAL SCHEDULE

SCHEDULE 1

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 27-2501498; PLAN NO. 002
DECEMBER 31, 2017

Identity of Issuer	Description	Fair Value
* Wells Fargo Stable Return Fund	Common/Collective Trust	$ 23,723
Reliance Trust NY Life Anchor Account	Common/Collective Trust	528,852
Wilmington Trust Income Managed Account Portfolio	Collective Investment Trust	1,626,967
Wilmington Trust Conservative Managed Account Portfolio	Collective Investment Trust	11,601,773
Wilmington Trust Moderate Managed Account Portfolio	Collective Investment Trust	15,576,058
Wilmington Trust Growth Managed Account Portfolio	Collective Investment Trust	14,695,966
Wilmington Trust Aggressive Managed Account Portfolio	Collective Investment Trust	9,567,748
Northern Trust Extended Market Index Fund	Collective Investment Trust	733,269
Northern Trust S&P Index Fund	Collective Investment Trust	3,436,235
Northern Trust ACWI ex US IMI Fund	Collective Investment Trust	584,942
Northern Trust Aggressive Bond Index Fund	Collective Investment Trust	538,118
John Hancock Disciplined Value Fund	Mutual Fund	988,503
Harbor Capital Appreciation Fund	Mutual Fund	1,454,040
MFS Mid Cap Value Fund	Mutual Fund	620,424
American Funds EuroPacific Growth Fund	Mutual Fund	779,239
Victory Integrity Small Cap Value Fund	Mutual Fund	554,354
Eagle Small Cap Growth Fund	Mutual Fund	970,324
Metropolitan West Total Return Bond Fund	Mutual Fund	519,735
Mass Mutual Select Mid Cap Growth Equity Fund	Mutual Fund	508,665
Plan Participants	Self-Directed Brokerage Accounts	22,521
* Participant Loans	4.25% to 8.25% Secured Maturities through 2046	2,178,409
		$ 67,509,865

* Party-in-Interest

October 10, 2018

Plan Committee
Harbor Freight Tools Retirement Savings Plan
26541 Agoura Road
Calabasas, California 91302

Members of the Committee:

We have conducted a DOL limited-scope audit of the financial statements of the Harbor Freight Tools Retirement Savings Plan (the "Plan") for the year ended December 31, 2017 and have issued our report thereon dated October 10, 2018. 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 5 to those financial statements. Because of the significance of the information that we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and schedule taken as a whole. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter. Professional standards also require that we communicate to you the following information related to our audit.

The Auditor's Responsibility under Generally Accepted Auditing Standards

Our responsibility under auditing standards generally accepted in the United States of America, except as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, has been described to you in our engagement letter.

Accounting Policies and Practices

The plan administrator is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Plan are described in Note 2 to the financial statements.

No new accounting policies were adopted for 2017, and there were no changes in application of existing accounting policies in the 2017 financial statements.

We noted no transactions for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Audit Adjustments

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. We are aware of no uncorrected misstatements that are material to the Plan's financial statements.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. No such disagreements arose during the course of our audit.

Difficulties Encountered in Performing the Audit

We did not encounter any difficulties in dealing with management relating to performance of the audit.

Management Representation

We have requested certain representations from management that are included in the management representation letter dated October 10, 2018.

Management Consultations with Other Independent Accountants

We are not aware of any consultations management had with other accountants about accounting or auditing matters related to the Plan.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, in the normal course of our professional relationship and our responses were not a condition to our retention.

This information is intended solely for the use of the Plan Committee and management of the Harbor Freight Tools Retirement Savings Plan and is not intended to be and should not be used by anyone other than these specified parties.

Sincerely,

Miller Kaplan Arase LLP

MILLER KAPLAN ARASE LLP

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2017 AND 2016

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN

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EXHIBIT "B"	- Statement of Changes in Net Assets Available for Benefits - January 1, 2017 to December 31, 2017	4
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SCHEDULE 1	- Schedule of Assets (Held At End of Year) - December 31, 2017	11

INDEPENDENT AUDITORS' REPORT

Plan Committee
Harbor Freight Tools Retirement Savings Plan
26541 Agoura Road
Calabasas, California 91302

Members of the Committee:

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 benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 audits 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 5, which was certified by Wells Fargo Bank, N.A., the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2017 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

Miller Kaplan Arase LLP

MILLER KAPLAN ARASE LLP

North Hollywood, California

October 10, 2018

EXHIBIT "A"

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2017	December 31, 2016
ASSETS		
INVESTMENTS, AT FAIR VALUE	$ 65,331,456	$ 49,172,604
RECEIVABLES		
Employer Contributions	1,141,925	946,551
Notes Receivable from Participants	2,178,409	1,783,866
TOTAL RECEIVABLES	3,320,334	2,730,417
TOTAL ASSETS	68,651,790	51,903,021
LIABILITIES		
Excess Contributions Payable	356,108	550,347
NET ASSETS AVAILABLE FOR BENEFITS	$ 68,295,682	$ 51,352,674

(Attached notes are an integral part of these financial statements)

EXHIBIT "B"

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2017 TO DECEMBER 31, 2017

ADDITIONS		
INVESTMENT INCOME		
Interest and Dividends	$ 36,506	
Net Appreciation of Investments	9,003,769	
TOTAL INVESTMENT INCOME		$ 9,040,275
CONTRIBUTIONS AND OTHER ADDITIONS		
Employer Contributions	$ 3,907,020	
Employee Contributions	7,186,413	
Rollovers	1,866,793	
Other Income	33,373	
Interest on Notes Receivable from Participants	89,295	
TOTAL CONTRIBUTIONS AND OTHER ADDITIONS		13,082,894
TOTAL ADDITIONS		22,123,169
DEDUCTIONS		
Benefits	$ 4,989,784	
Administrative Expenses	190,377	
TOTAL DEDUCTIONS		5,180,161
NET INCREASE		16,943,008
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year		51,352,674
End of Year		$ 68,295,682

(Attached notes are an integral part of these financial statements)

NOTE 1 - DESCRIPTION OF THE PLAN

The Harbor Freight Tools Retirement Savings Plan (the "Plan") is a defined contribution plan established on August 1, 1984 to provide tax-deferred savings opportunities to eligible employees, as defined in the Plan, of HFT Holdings, Inc. and affiliates (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The assets of the Plan are held in a trust by Wells Fargo Bank, N.A., the trustee of the Plan (Note 5).

THE PLAN DOCUMENT INCLUDES DETAILED RULES FOR EACH SITUATION. PARTICIPANTS AND OTHER INTERESTED PARTIES SHOULD REFER TO THE PLAN AGREEMENT AND ANY AMENDMENTS REGARDING SPECIFIC PROVISIONS OF THE PLAN.

A. Eligibility

The Plan covers all eligible employees of the Company, except union members and nonresident aliens.

Company employees are eligible to participate in the Plan upon completion of 6 months of service and attaining age 21.

B. Benefits

Benefits under the Plan begin when a participant retires, becomes disabled, dies or ceases to be an employee, whichever applies. Normal retirement age is 65. Hardship withdrawals are permitted.

C. Vesting

Participants are immediately vested in their voluntary contributions, rollover contributions, and earnings thereon. Company contributions are vested as follows:

Vesting Service (Years)	Vesting Percentage (%)
Less than 1	0
1	33
2	66
3	100

D. Contributions

Plan participants may defer up to 100% of their pretax annual compensation, as defined in the Plan, subject to certain limitations under the Internal Revenue Code (the "Code"). The Plan was restated effective December 2, 2014, to limit highly compensated participants 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.

The Company's matching contribution is at a discretionary rate to be determined by the Company's Board of Directors, paid to participants who were employed on the last day of the quarter. For the year ended December 31, 2017, the Company matched participants deferrals at a rate of 100% up to 3% of eligible compensation.

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

D. Contributions (Continued)

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, 2017.

E. 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.

F. Notes Receivable from Participants

The Plan permits participants to borrow from their accounts. The loans may not exceed the lesser of 50% of a participant's vested account balance or $50,000, reduced by the highest outstanding loan balance of the participant from the Plan during the one-year period ending on the day before the date on which the loan was made. The loans bear interest at a fixed rate based on the prime rate at the date of the loan, plus 1%. Loans for active participants are repaid through payroll withholdings, generally over five years, although participants may select a shorter term. The Plan provides for longer maturities if the loan is used to acquire the principal residence of the participant. The number of loans per participant is limited to one.

G. Forfeitures

When a participant terminates employment for reasons other than retirement, disability, or death, the nonvested portion of his or her Company contributions will be forfeited and will be used to pay Plan administrative expenses or reduce future Company contributions. Forfeitures of $81,006 were utilized during the year ended December 31, 2017. As of December 31, 2017 and 2016, forfeitures totaling $11,870 and $19,600, respectively, were available for future use.

H. 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.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The accounts of the Plan are maintained on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. Estimates

The preparation of financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

C. Risks and Uncertainties

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

D. Payments of Benefits

Benefits are recorded when paid.

E. Investment Valuation and Income Recognition

The participants select how their share of plan assets will be invested among those investment vehicles made available.

GAAP establishes a fair value hierarchy that prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market:

Level 1 – Inputs are based on quoted prices in an active market.

Level 2 – Inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

Level 3 – Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following tables summarize the Plan's investments at December 31, 2017 and 2016 based on the inputs used to value them:

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 6,395,284	$ -	$ -	$ 6,395,284
Self-Directed Brokerage Accounts:				
Money Market	8,273	-	-	8,273
Common Stock	5,885	-	-	5,885
Total Assets in the Fair Value Hierarchy	$ 6,409,442	$ -	$ -	6,409,442
Investments Measured at Net Asset Value[A]				58,922,014
				$ 65,331,456

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

E. Investment Valuation and Income Recognition (Continued)

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 3,944,503	$ -	$ -	$ 3,944,503
Self-Directed Brokerage Accounts - Common Stock	15,132	-	-	15,132
Total Assets in the Fair Value Hierarchy	$ 3,959,635	$ -	$ -	3,959,635
Investments Measured at Net Asset Value[A]				45,212,969
				$ 49,172,604

[A] In accordance with ASU 2015-07, investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Level 1 investments consist of mutual funds, money market funds and common stock valued based on quoted market prices in active markets.

The following table summarizes investments for which fair value is measured using the net assets value per share practical expedient as of December 31, 2017 and 2016, respectively. There are no participant redemption restrictions for these investments; the redemption notice periods are applicable only to the Plan.

	Fair Value at December 31,		Unfunded	Redemption	Redemption
	2017	2016	Commitments	Frequency	Notice Period
Wells Fargo Stable Return Fund	$ 23,723	$ 31,315	None	Daily	12 months
Reliance Trust NY Life Anchor Account	528,852	351,589	None	Daily	12 months
Wilmington Trust Income Managed Account Portfolio	1,626,967	1,269,245	None	Daily	30 days
Wilmington Trust Conservative Managed Account Portfolio	11,601,773	10,755,600	None	Daily	30 days
Wilmington Trust Moderate Managed Account Portfolio	15,576,058	12,188,923	None	Daily	30 days
Wilmington Trust Growth Managed Account Portfolio	14,695,966	10,640,094	None	Daily	30 days
Wilmington Trust Aggressive Managed Account Portfolio	9,567,748	6,198,680	None	Daily	30 days
Northern Trust Extended Market Index Fund	733,269	523,896	None	Daily	30 days
Northern Trust S&P Index Fund	3,436,235	2,552,889	None	Daily	30 days
Northern Trust ACWI ex US IMI Fund	584,942	334,756	None	Daily	30 days
Northern Trust Aggressive Bond Index Fund	538,118	358,406	None	Daily	30 days
Self-Directed Brokerage Accounts	8,363	7,576	None	Daily	None
	$ 58,922,014	$ 45,212,969			

Purchases and sales of investments are reported on a trade-date basis. Interest and dividends are reported on the accrual basis.

F. Accounting Pronouncements

The Financial Accounting Standards Board (FASB) issued the following Accounting Standards Updates (ASU), which the Plan has adopted effective December 31, 2016.

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NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

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

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Net Assets Available for Benefits Per the Financial Statements	$ 68,295,682	$ 51,352,674
Add: Excess Contributions Payable	356,108	550,347
Less: Employer Contributions Receivable	(1,141,925)	(946,551)
Net Assets Per the Form 5500	$ 67,509,865	$ 50,956,470

The following is a reconciliation of the net increase per the financial statements to the Form 5500:

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SUPPLEMENTAL SCHEDULE

SCHEDULE 1

HARBOR FREIGHT TOOLS RETIREMENT SAVINGS PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 27-2501498; PLAN NO. 002
DECEMBER 31, 2017

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Harbor Capital Appreciation Fund	Mutual Fund	1,454,040
MFS Mid Cap Value Fund	Mutual Fund	620,424
American Funds EuroPacific Growth Fund	Mutual Fund	779,239
Victory Integrity Small Cap Value Fund	Mutual Fund	554,354
Eagle Small Cap Growth Fund	Mutual Fund	970,324
Metropolitan West Total Return Bond Fund	Mutual Fund	519,735
Mass Mutual Select Mid Cap Growth Equity Fund	Mutual Fund	508,665
Plan Participants	Self-Directed Brokerage Accounts	22,521
* Participant Loans	4.25% to 8.25% Secured Maturities through 2046	2,178,409
		$ 67,509,865

* Party-in-Interest

October 10, 2018

Plan Committee
Harbor Freight Tools Retirement Savings Plan
26541 Agoura Road
Calabasas, California 91302

Members of the Committee:

We have conducted a DOL limited-scope audit of the financial statements of the Harbor Freight Tools Retirement Savings Plan (the "Plan") for the year ended December 31, 2017 and have issued our report thereon dated October 10, 2018. 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 5 to those financial statements. Because of the significance of the information that we did not audit, we are unable to, and have not, expressed an opinion on those financial statements and schedule taken as a whole. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter. Professional standards also require that we communicate to you the following information related to our audit.

The Auditor's Responsibility under Generally Accepted Auditing Standards

Our responsibility under auditing standards generally accepted in the United States of America, except as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, has been described to you in our engagement letter.

Accounting Policies and Practices

The plan administrator is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Plan are described in Note 2 to the financial statements.

No new accounting policies were adopted for 2017, and there were no changes in application of existing accounting policies in the 2017 financial statements.

We noted no transactions for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Audit Adjustments

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. We are aware of no uncorrected misstatements that are material to the Plan's financial statements.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. No such disagreements arose during the course of our audit.

Difficulties Encountered in Performing the Audit

We did not encounter any difficulties in dealing with management relating to performance of the audit.

Management Representation

We have requested certain representations from management that are included in the management representation letter dated October 10, 2018.

Management Consultations with Other Independent Accountants

We are not aware of any consultations management had with other accountants about accounting or auditing matters related to the Plan.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, in the normal course of our professional relationship and our responses were not a condition to our retention.

This information is intended solely for the use of the Plan Committee and management of the Harbor Freight Tools Retirement Savings Plan and is not intended to be and should not be used by anyone other than these specified parties.

Sincerely,

Miller Kaplan Arase LLP

MILLER KAPLAN ARASE LLP