Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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
- [X] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
TRAVELOPIA USA, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1998

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)
TRAVELOPIA USA, INC.

93 NORTH PARK PLACE BLVD.
CLEARWATER, FL 33759

2b Employer Identification Number (EIN) 37-1482833

2c Plan Sponsor's telephone number 206-432-8974

2d Business code (see instructions) 561500

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.	06/12/2019	ANNE KERKER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN 37-1482833
a	Sponsor's name FIRST CHOICE HOLDINGS, INC.	**4c**	PN 001
5	Total number of participants at the beginning of the plan year	**5**	3398
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)**	2913
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	742
b	Retired or separated participants receiving benefits	**6b**	6
c	Other retired or separated participants entitled to future benefits	**6c**	226
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	974
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	974
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	813
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	651
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[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)	[ ]	0	**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 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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

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

A Name of plan
TRAVELOPIA USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
37-1482833

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 BEACON ADVISORS, INC.
4151 AMON CARTER BLVD.
FORT WORTH, TX 76155

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

COLUMBIA MANAGEMENT
225 FRANKLIN STREET
BOSTON, MA 02110

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

DEUTSCHE
222 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606-5808

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

GOLDMAN SACHS ASSET MANAGEMENT
200 WEST STREET, 37TH FLOOR
NEW YORK, NY 10282

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

HARTFORD LIFE

5 RADNOR CORPORATE CENTER
100 MATSONFORD ROAD, SUITE 300
RADNOR, PA 19087

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

JANUS

151 DETROIT ST.
DENVER, CO 80206

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

JOHN HANCOCK

601 CONGRESS STREET
BOSTON, MA 02210-2805

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

OPPENHEIMER FUNDS

225 LIBERTY ST. 14TH FLOOR
NEW YORK, NY 10281

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

PUTNAM FIDUCIARY TRUST COMPANY

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

PUTNAM INVESTMENTS

ONE POST OFFICE SQUARE
BOSTON, MA 02109

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

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

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

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

GREAT-WEST LIFE & ANNUITY INSURANCE
8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64 15	RECORDKEEPER	98537	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

RESOURCES INVESTMENT ADVISORS DBA B
4860 COLLEGE BLVD STE 100
OVERLAND PARK, KS 66211

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	40000	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

2016

This Form is Open to Public Inspection.

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

A Name of plan
TRAVELOPIA USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
37-1482833

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: PUTNAM RETIREMENT ADVANTAGE 2020 FD

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-0788179-264	C	2320642

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADVANTAGE 2025 FD

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-1384344-263	C	3538553

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADVANTAGE 2030 FD

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-0788040-262	C	2047993

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADVANTAGE 2035 FD

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-0787945-261	C	3400324

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADVANTAGE 2040 FD

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-1384398-260	C	1557988

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADVANTAGE 2045 FD

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-1208510-259	C	1332866

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADVANTAGE 2050 FD

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-0787670-258	C	888324

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADVANTAGE 2055 FD

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN 27-3616920-275	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 474014

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM RETIREMENT ADV MATURITY FD

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN 26-0788428-268	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1472899

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

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN 04-2884233-201	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 495193

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE FUND

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN 04-3159710-202	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1123889

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

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

A Name of plan
TRAVELOPIA USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
37-1482833

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	208925	193597
(9) Value of interest in common/collective trusts	1c(9)	21400597	18652685
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1975335	1796052
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	0	0
	(2) Employer real property	**1d(2)**	0	0
e	Buildings and other property used in plan operation	**1e**	0	0
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	23584857	20642334
	Liabilities			
g	Benefit claims payable	**1g**	0	0
h	Operating payables	**1h**		
i	Acquisition indebtedness	**1i**	0	0
j	Other liabilities	**1j**	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	23584857	20642334

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)**	769992	
	(B) Participants	**2a(1)(B)**	2974111	
	(C) Others (including rollovers)	**2a(1)(C)**	157998	
	(2) Noncash contributions	**2a(2)**	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		3902101
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	0	
	(B) U.S. Government securities	**2b(1)(B)**	0	
	(C) Corporate debt instruments	**2b(1)(C)**	0	
	(D) Loans (other than to participants)	**2b(1)(D)**	0	
	(E) Participant loans	**2b(1)(E)**	9578	
	(F) Other	**2b(1)(F)**	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		9578
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	0	
	(B) Common stock	**2b(2)(B)**	0	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	64562	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		64562
	(3) Rents	**2b(3)**		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	0	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**	0	
	(B) Other	**2b(5)(B)**	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1471448
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		208870
c Other income	2c		42428
d Total income. Add all **income** amounts in column (b) and enter total	2d		5698987
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1885064	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1885064
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	98537	
(3) Investment advisory and management fees	2i(3)	40000	
(4) Other	2i(4)	58	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		138595
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2023659
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3675328
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		6617851

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: BDO USA, LLP **(2)** EIN: 13-5391590

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		23374
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		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n		X	
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
HOTELBEDS GROUP RETIREMENT PLAN	59-2952685	001

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

Part V Trust Information

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

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

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

A Name of plan
TRAVELOPIA USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
37-1482833

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): 84-1455663

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

Travelopia USA, Inc. 401(k) Plan
(fka First Choice Holdings, Inc. 401(k) Plan)

Financial Statements and
Supplemental Schedules
As of December 31, 2016 and 2015 and
for the Year Ended December 31, 2016

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

Travelopia USA, Inc. 401(k) Plan

(fka First Choice Holdings, Inc. 401(k) Plan)

Financial Statements and Supplemental Schedules

As of December 31, 2016 and 2015 and for the Year Ended December 31, 2016

Travelopia USA, Inc. 401(k) Plan
(fka First Choice Holdings, Inc. 401(k) Plan)

Contents

Independent Auditor's Report 3-4

Financial Statements

Statements of Net Assets Available for Benefits 6

Statement of Changes in Net Assets Available for Benefits 7

Notes to Financial Statements 8-16

Supplemental Schedules

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions – Year Ended December 31, 2016 18

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – December 31, 2016 19

Tel: 407-841-6930
Fax: 407-841-6347
www.bdo.com

201 South Orange Ave., Suite 800
Orlando, FL 32801

Independent Auditor's Report

To the Participants and Plan Administrator of the
Travelopia USA, Inc. 401(k) Plan
(fka First Choice Holdings, Inc. 401(k) Plan)

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Travelopia USA, Inc. 401(k) Plan (fka First Choice Holdings, Inc. 401(k) Plan) (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 3, which was certified by Great-West Trust Company, LLC, 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, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the trustee is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedules

The supplemental schedule of delinquent contributions for the year ended December 31, 2016 and schedule of assets (held at end of year) as of December 31, 2016, are 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 are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, 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.

BDO USA, LLP

BDO USA, LLP
Certified Public Accountants
January 31, 2018

Financial Statements

Travelopia USA, Inc. 401(k) Plan
(fka First Choice Holdings, Inc. 401(k) Plan)

Statements of Net Assets Available for Benefits

December 31,	**2016**	2015
Assets		
Investments, at fair value:		
Mutual funds	**$ 1,796,052**	$ 1,975,335
Common collective trusts	**18,652,685**	21,394,455
Total investments	**20,448,737**	23,369,790
Notes receivable from participants	**193,597**	208,925
Net assets available for benefits	**$ 20,642,334**	$ 23,578,715

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

Travelopia USA, Inc. 401(k) Plan
(fka First Choice Holdings, Inc. 401(k) Plan)

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31,	**2016**
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	**$ 1,676,872**
Interest and dividend income	**74,150**
Total investment income	**1,751,022**
Other income:	
Interest income on notes receivable from participants	**9,578**
Other income	**42,428**
Total other income	**52,006**
Contributions:	
Participants	**2,974,111**
Employer	**769,992**
Rollovers	**157,998**
Total contributions	**3,902,101**
Total additions	**5,705,129**
Deductions from net assets attributed to:	
Benefits paid to participants	**1,885,064**
Administrative expenses	**138,595**
Total deductions	**2,023,659**
Net increase in net assets available for benefits before transfer to another plan	**3,681,470**
Transfer to another plan	**(6,617,851)**
Net assets available for benefits, beginning of year	**23,578,715**
Net assets available for benefits, end of year	**$ 20,642,334**

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

1. Plan Description

The following description of the Travelopia USA, Inc. 401(k) Plan (formerly First Choice Holdings, Inc. 401(k) Plan) (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan, originally effective July 1, 1998 and most recently restated October 10, 2016, upon which date the Plan changed its name from First Choice Holdings, Inc. 401(k) Plan to Travelopia USA, Inc. 401(k) Plan, is a defined contribution plan of Travelopia USA, Inc. and affiliated employers (the "Company"). The Plan is intended to satisfy all the requirements for a qualified retirement plan under the provisions of the Internal Revenue Code ("IRC"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). All employees of the Company except for (1) union employees represented by a bargaining unit; (2) nonresident aliens with no U.S. income and (3) leased employees are eligible to make elective salary deferrals on the first day of the calendar month nearest to or coinciding with their completion of three months of service and attaining age 21. In order for participants to become eligible to receive Company contributions, they must complete one year of service, defined as 1,000 or more hours of service, and attain age 21.

Contributions

Upon becoming eligible to make salary deferrals under the Plan, a participant will be deemed to have entered into an automatic salary deferral election of 4% of Plan compensation, as defined, unless the participant makes a contrary salary deferral election. In addition, effective January 1, 2016, the automatic deferral will increase at the beginning of each Plan year by 1%, but not in excess of 8%, of Plan compensation. In addition, the deferral rate of participants who are deferring between 1% and 3% of compensation will be increased to 4% on January 1, 2016, and will be subject to the automatic deferral increase in future years. The IRC limited contributions to an annual maximum of $18,000 for the 2016 Plan year. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. For the 2016 Plan year, the maximum catch-up contribution was $6,000. Participants may also contribute amounts representing distributions from other qualified plans.

The Company may contribute a discretionary matching contribution equal to a percentage of the amount of the salary reduction the participant elected to defer. The Company made a discretionary matching contribution for the year ended December 31, 2016 of 50% up to the first 4% of the salary reduction.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's contributions and allocations of Plan earnings, and charged with benefits paid and allocations of Plan losses and administrative expenses. Allocations are based on participant earnings or account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

The assets of the Plan are allocated to the various funds at the direction of the participant from a list of investment options approved by the Company.

Vesting

Participants are 100% vested in their 401(k) elective deferral contributions and rollover contributions and Company qualified nonelective contributions plus actual earnings thereon. Company matching contributions vest as follows:

Years of Vesting Service	*Vested Percentage*
Less than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years or more	100%

A participant will also be 100% vested in Company matching contributions upon death or disability or attainment of normal retirement age, as defined.

Forfeitures

Any non-vested amounts remaining after the distribution of a terminated participant's vested account balance are forfeited. If a participant is rehired within five years, he or she may restore his or her non-vested account by repaying vested matching contributions previously paid to the participant. Amounts forfeited by participants who terminate their employment or withdraw from the Plan may be used to pay Plan expenses or to reduce any matching contribution. The balance of the forfeiture account was approximately $55,000 and $29,000 at December 31, 2016 and 2015, respectively. During 2016, forfeitures of approximately $48,750 were used to reduce Company matching contributions.

Payment of Benefits

Upon termination of service due to death, disability, retirement or termination of employment, a participant or the beneficiaries will receive a lump-sum amount equal to the value of the participant's vested account. If the vested amount at termination or retirement is $5,000 or less, the Plan will automatically roll the vested account to an IRA in a direct rollover if (1) the vested account is more than $1,000; (2) the participant has not reached normal retirement age; and (3) the participant did not elect a lump-sum payment or rollover into another qualified plan or individual retirement account. A participant may withdraw vested portions of the contributions made to the Plan on his or her behalf prior to the termination of his or her employment with the Company upon attainment of age 59½. A participant may also withdraw all of any part of his or her vested account resulting from rollover contributions. Hardship withdrawals may be requested and are paid in one lump-sum upon approval.

Notes Receivable from Participants

Participants may borrow from their vested accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of a participant's account balance. Participants may have one loan outstanding at a time. The loans are secured by the balance in the participant's account and bear interest at 1% over the prime rate published in the Wall Street Journal. The period for loan repayment cannot exceed five years from the date of the loan unless it was used to purchase a principal residence, in which case it may not exceed 15 years. Principal and interest are paid ratably through payroll deductions.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Management fees and operating expenses charged to the Plan for investments in the shares of mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Use of Estimates

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

Risk and Uncertainties

In general, the investments provided by the Plan are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the values of investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received primarily through payroll deductions and the notes are collateralized by the participants' account balances. Delinquent notes receivable from participants are recorded as distributions based on terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Revenue Sharing

The Plan participates in a revenue sharing agreement with Empower, a party-in-interest of the Plan. Under the terms of the agreement, the Plan earns revenue credits based upon the Plan's investment holdings. The Plan administrator may direct Empower to use amounts held in the revenue credit account to pay vendors for fees and expenses associated with services provided to the Plan. For the 2016 Plan year, Empower contributed $40,000 in revenue sharing credits to the Plan, which the Plan used to pay certain Plan expenses. These credits are included in other income in the statement of changes in net assets available for benefits.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan agreement. Certain transaction fees for disbursement and loans are charged directly to the accounts of the participants who incur those fees. Any costs associated with the investment of a participant's account are charged to that participant.

Plan Termination

Although the Company has not expressed any intent to do so, it 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 termination, participants will become fully vested in their account balances.

As a result of the sale of a group of companies effective September 12, 2016, the Plan has determined that a partial Plan termination occurred in 2016. All affected Plan participants were fully vested in their accounts upon the sale. In connection with this partial plan termination, the Plan transferred assets comprised of $6,490,214 in investments and $127,637 in outstanding participant loans to another qualified retirement plan.

Recently Issued Accounting Pronouncements

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans, Topic 960; Defined Contribution Pension Plans, Topic 962; and Health and Welfare Benefit Plans, Topic 965: (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Part I requires fully benefit-responsive investment contracts to be measured, presented and disclosed only at contract value. Part I also clarifies that indirect holdings in investment contracts (such as collective trusts) should no longer be reflected as fully benefit-responsive investment contracts. Part II eliminates the requirements for plans to disclose individual investments that represent 5 percent or more of net assets available for benefits, and the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. Part II also requires that investments be grouped only by general type, eliminating the need to disaggregate the investments by nature, characteristics and risks. Part III provides a practical expedient to permit plans to measure investments and investment-related income 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. The ASU is effective for fiscal years beginning after December 15, 2015. Parts I and II are to be applied retrospectively and Part III prospectively. The Plan adopted the standard effective January 1, 2016. The Plan's financial statements for the years ended December 31, 2016 and 2015 are presented to conform to the requirements of Parts I and II of the ASU. As a result, the footnote disclosing investments at or greater than 5 percent as of December 31, 2015 was removed. Additionally, the disaggregation of investments at December 31, 2015 in Note 4 was removed. The adoption of ASU 2015-12 also resulted in the measurement of the Plan's investment in the Putnam Stable Value Fund at fair value reflecting the use of the fund's reported net asset value as a practical expedient for measurement. The adoption did not impact total net assets available for benefits. Part III of the ASU is not applicable to the Plan's financial statements.

In May 2015, the FASB issued ASU 2015-07, *Fair Value Measurement (ASC Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2015-07), which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. In addition, the standard limits certain disclosures to investments for which the entity has elected to measure the fair value using the practical expedient, rather than for all investments that are eligible to be measured at fair value using the net asset value per share. The provisions of ASU 2015-07 are effective, retrospectively, for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years, with early adoption permitted. The Company does not expect ASU 2015-07 to have a significant impact on the Plan's financial statements.

Subsequent Events

The Plan has evaluated subsequent events through January 31, 2018, the date the financial statements were available to be issued. No material events have occurred since December 31, 2016 that require recognition or disclosure in the financial statements.

3. Investments and Information Certified by the Plan's Trustees

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. Accordingly, as permitted under such election, the Plan administrator instructed the auditor not to perform any auditing procedures with respect to the information certified by the trustee, except for comparing such information to the related information included in the financial statements and supplemental schedule of assets (held at end of year). The Plan administrator has obtained a certification from the trustee that the information provided to the Plan administrator by the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, is complete and accurate. Such information includes all investments (including notes receivable from participants), investment income and losses, other income and the information in the supplemental schedule of assets (held at end of year). The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information with the related information included in the financial statements and supplemental schedule.

4. Fair Value Measurements

The Plan measures and reports its financial assets and liabilities at fair value using a three-tier hierarchy, which prioritizes the inputs to valuation techniques used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Common collective trusts: The Plan holds investments in the Putnam Stable Value Fund, the Putnam S&P 500 Index Fund and Putnam Retirement Advantage Funds.

The Putnam Stable Value Fund invests in high-quality guaranteed investment contracts ("GICs") and similar contracts issued by insurance companies, banks and other financial institutions. This fund also invests up to 75% of its assets in security-backed investment contracts, including separate account products of insurance companies. Units held in the fund are valued using the net asset value (NAV) practical expedient as provided by the trustee. The NAV practical expedient is determined by dividing the fund's net assets, which represents the fair market value of the underlying investments, by its units outstanding at the valuation date. The fund is valued on a daily basis by the issuer and, subject to certain restrictions, withdrawals from the fund are generally permitted daily at contract value. All of the contracts that the fund purchases are benefit responsive at contract value for all Plan permitted, participant directed transactions. Additionally, the fund negotiates contracts with certain employer-initiated transaction provisions including percentage allowances for targeted layoffs, bankruptcy resulting in employee job loss, reorganizations, spin-offs and Plan terminations. Due to the size of the fund and the specific percentage allowances negotiated by the fund, it is highly unlikely (not probable) that any event would occur that would limit the fund's ability to transact at contract value.

The Putnam S&P 500 Index Fund invests in various common stocks and short-term investments. The objective of this fund is to achieve a return, before the assessment of fees, that closely approximates the return of the Standard & Poor's 500 Composite Stock Price Index, a common measure of U.S. market performance. The fair value of the fund is the net asset value which is estimated based on the fair value of the underlying investments in the fund as reported by the issuer of the fund. The fair values for the underlying investments within the fund are based on quoted prices in active markets or, in some cases, inactive markets or, in the event that quoted prices are not available, fair values may be based upon valuation techniques using other observable inputs. Issuances and redemptions of the fund may be made daily. There are no redemption restrictions for this fund.

The Putnam Retirement Advantage Funds are a series of ten collective investment trusts designed for participants who want to structure their asset allocation towards a specific target year in which they intend to retire. The objective of each fund is to maximize returns while maintaining a level of risk appropriate for a person planning to retire on or about the calendar year designated in the fund's name. The fair value of each fund is based on its net asset value, which is in turn based on the net asset values of the portfolios in which it invests. Subscriptions to the funds are accepted on a daily basis. Withdrawals generally will be permitted daily for the funds and portfolios, at a redemption price equal to the net asset value per unit redeemed as determined by the issuer. There are no redemption restrictions for these funds.

There are no unfunded purchase commitments within these funds.

Mutual funds: Valued as determined by quoted market price, which represents the net asset value of shares held by the Plan at year end. The mutual funds held by the Plan are deemed to be actively traded.

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

At December 31, 2016 and 2015, the Plan's total investments within the fair value hierarchy were classified as Level 1 mutual funds and Level 2 common collective trusts. The fair value of the Level 1 mutual funds at December 31, 2016 and 2015 was $1,796,052 and $1,975,335, respectively. The fair value of the Level 2 common collective trusts at December 31, 2016 and 2015 was $18,652,685 and $21,394,455, respectively. The Plan does not have any Level 3 financial instruments.

6. Income Tax Status

On March 31, 2014, the IRS stated that the prototype adopted by the Plan, as then designed, qualifies under the Internal Revenue Code ("IRC") Section 401(a). The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC. The Plan has since been amended, however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

7. Party-In-Interest Transactions

As of December 31, 2016 and 2015, $18,875,527 and $21,722,295, respectively, of the Plan's net assets available for benefits were held in certain investments managed by the trustee or certain entities related to the trustee. During the year ended December 31, 2016, $98,595 was paid to the trustee from Plan assets for fees and expenses. In addition, certain expenses of the Plan totaling $40,000 were paid to the Plan's investment advisor under the Plan's revenue sharing arrangement during the year ended December 31, 2016.

8. 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,	**2016**	2015
Net assets available for benefits per the financial statements	**$ 20,642,334**	$ 23,578,715
Adjustment from contract value to fair value for interest in collective trusts relating to fully-benefit responsive investment contracts	–	6,142
Net assets available for benefits per the Form 5500	**$ 20,642,334**	$ 23,584,857

The following is a reconciliation of net increase in net assets per the financial statements to the Form 5500 for the year ended December 31, 2016:

Year Ended December 31,	**2016**
Net increase in net assets before transfer to another Plan per financial statements	**$ 3,681,470**
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	**(6,142)**
Net increase in net assets per Form 5500	**$ 3,675,328**

9. Non-Exempt Transactions

During the Plan years ended December 31, 2016 and 2015, the Company did not remit certain employee deferrals and loan payments within the appropriate time period prescribed by the Department of Labor. These transactions constitute prohibited transactions as defined by ERISA. During 2016, the Company fully corrected the 2015 late remittances, including remitting the related lost earnings to the Plan. The Company is in the process of taking the appropriate steps to correct the 2016 late remittances. The Company is also in the process of implementing procedures to ensure all future remittances are made within the prescribed time period.

Supplemental Schedules

Travelopia USA, Inc. 401(k) Plan
(fka First Choice Holdings, Inc. 401(k) Plan)

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2016
EIN: 37-1482833; Plan Number: 001

Participant Contributions Transferred Late to Plan	*Total that Constitute Non-Exempt Prohibited Transactions*			*Total Fully Corrected Under VFCP and PTE 2002-51*
	Contributions Not Corrected	*Contributions – Corrected Outside VFCP*	*Contribution Pending Correction in VFCP*	
Check here if late participant loan repayments are included: ☒				
December 31, 2015	$ –	$ 14,469	$ –	$ –
December 31, 2016	**$ 8,905**	**$ –**	**$ –**	**$ –**

** The Plan sponsor remitted the employee contributions and loan repayments for 2016 and 2015. Lost earnings related to the 2015 late remittances were remitted to the Plan in 2016. The remainder of the lost earnings for the 2016 late remittances are expected to be remitted to the Plan in 2018.*

Travelopia USA, Inc. 401(k) Plan
(fka First Choice Holdings, Inc. 401(k) Plan)

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2016
EIN: 37-1482833; Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Mutual Funds		
	John Hancock	JHancock Disciplined Value Mid Cap R2	a	**$ 412,404**
	Columbia	Columbia Small Cap Index R5	a	**317,178**
*	Putnam	Putnam Equity Income Y	a	**222,842**
	Hartford Mutual Funds	Hartford Small Cap Growth R4	a	**185,336**
	OppenheimerFunds	Oppenheimer International Diversified A	a	**167,522**
	Columbia	Columbia Mid Cap Index R5	a	**147,844**
	OppenheimerFunds	Oppenheimer Developing Markets A	a	**84,190**
	Janus	Janus Intech Risk-Mgd Core I	a	**78,529**
	American Beacon	American Beacon Small Cp Val A	a	**56,962**
	Hartford Mutual Funds	Hartford Midcap R4	a	**48,631**
	Deutsche Asset & Wealth Mngt	Deutsche Real Estate Securities A	a	**46,792**
	Goldman Sachs	Goldman Sachs US Mortgages A	a	**20,757**
	OppenheimerFunds	Oppenheimer Core Bond Y	a	**7,065**
		Common Collective Trusts		
*	Putnam	Putnam Retirement Advantage 2025 III	a	**3,538,553**
*	Putnam	Putnam Retirement Advantage 2035 III	a	**3,400,324**
*	Putnam	Putnam Retirement Advantage 2020 III	a	**2,320,642**
*	Putnam	Putnam Retirement Advantage 2030 III	a	**2,047,993**
*	Putnam	Putnam Retirement Advantage 2040 III	a	**1,557,988**
*	Putnam	Putnam Retirement Advantage Maturity III	a	**1,472,899**
*	Putnam	Putnam Retirement Advantage 2045 III	a	**1,332,866**
*	Putnam	Putnam Stable Value Fund	a	**1,123,889**
*	Putnam	Putnam Retirement Advantage 2050 III	a	**888,324**
*	Putnam	Putnam S & P 500 Index Fund	a	**495,193**
*	Putnam	Putnam Retirement Advantage 2055 III	a	**474,014**
		Participant Loans		
*	Participant Loans	Participant loans maturing through 2031 with interest rates ranging from 4.25% to 4.50%	-	**193,597**
				$ 20,642,334

This supplemental schedule lists assets held for investment purposes at December 31, 2016, as required by the Department of Labor Rules and Regulations for Reporting and Disclosure.

**Transaction with party-in-interest*
a-The cost of participant-directed investments is not required to be disclosed.

Schedule H/I, Line 4a
Schedule of Delinquent Participant Contributions

Name of Plan:

►Travelopia USA, Inc. 401(k) Plan

Employer Identification No.: ► 37-1482833

Plan year (beginning/ending):► 01/01/2016 to 12/31/2016 Plan number:► 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
X	8905	14469		

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Travelopia USA, Inc. 401(k) Plan
01-JAN-16 to 31-DEC-16

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1PTRCMT			1,360,104.63	1,472,899.03
1PTRC20			2,077,503.34	2,320,641.52
1PTRC25			3,054,602.49	3,538,553.21
1PTRC30			1,784,230.82	2,047,993.21
1PTRC35			2,908,274.99	3,400,324.16
1PTRC40			1,355,471.94	1,557,987.58
1PTRC45			1,193,017.91	1,332,865.98
1PTRC50			793,684.01	888,323.52
1PTRC55			440,042.12	474,013.80
1ODMAX			89,126.56	84,189.87
1OIDAX			175,923.82	167,522.41
1RRRAX			52,108.24	46,792.07
1ABSAX			52,483.91	56,961.78
1CXXRX			303,939.19	317,177.76
1HSLSX			177,220.99	185,335.98
1CPXRX			146,308.01	147,844.32
1HFMSX			48,178.57	48,631.14
1JVMSX			362,154.90	412,403.51
1PEIYX			215,415.71	222,842.25
1PTYSP5			423,145.17	495,193.50
1JRMCX1			81,748.34	78,528.86
1GSUAX			20,610.70	20,756.76
1OPBYX			7,282.56	7,065.35
1PCSV75			1,068,877.52	1,068,877.51
			18,191,456.44	**20,393,725.08**
PARTICIPANT LOANS	VARIOUS	4.250-10.000	193,465.47	193,596.64
FORFEITURES			55,011.69	55,011.69

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 37-1482833

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Travelopia USA, Inc. 401(k) Plan
01-JAN-16 to 31-DEC-16

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1PTRCMT	Putnam Retirement Advantage Maturity III	1PTRC20	Putnam Retirement Advantage 2020 III
1PTRC25	Putnam Retirement Advantage 2025 III	1PTRC30	Putnam Retirement Advantage 2030 III
1PTRC35	Putnam Retirement Advantage 2035 III	1PTRC40	Putnam Retirement Advantage 2040 III
1PTRC45	Putnam Retirement Advantage 2045 III	1PTRC50	Putnam Retirement Advantage 2050 III
1PTRC55	Putnam Retirement Advantage 2055 III	1ODMAX	Oppenheimer Developing Markets A
1OIDAX	Oppenheimer International Diversified A	1RRRAX	Deutsche Real Estate Securities A
1ABSAX	American Beacon Small Cp Val A	1CXXRX	Columbia Small Cap Index R5
1HSLSX	Hartford Small Cap Growth R4	1CPXRX	Columbia Mid Cap Index R5
1HFMSX	Hartford Midcap R4	1JVMSX	JHancock Disciplined Value Mid Cap R2
1PEIYX	Putnam Equity Income Y	1PTYSP5	Putnam S & P 500 Index Fund
1JRMCX1	Janus INTECH Risk-Mgd Core I	1GSUAX	Goldman Sachs US Mortgages A
1OPBYX	Oppenheimer Core Bond Y	1PCSV75	Putnam Stable Value Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year