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

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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:
- [ ] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
EVANS HOTELS 401(K) EMPLOYEE RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1995

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)
EVANS HOTELS, LLC

998 WEST MISSION BAY DRIVE
SAN DIEGO, CA 92109

2b Employer Identification Number (EIN)
81-0750751

2c Plan Sponsor's telephone number
858-539-7733

2d Business code (see instructions)
721110

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.	07/27/2019	JESSICA STEENBLOCK
	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 EVANS HOTELS 401(K) EMPLOYEE RETIREMENT PLAN	**4b** EIN **4d** PN	
5 Total number of participants at the beginning of the plan year	**5**	1275
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)**	1157
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1076
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	167
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1244
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	1244
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1168
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	241
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)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X] Insurance		**(1)** [ ] Insurance	
(2) [ ] Code section 412(e)(3) insurance contracts		**(2)** [ ] Code section 412(e)(3) insurance contracts	
(3) [X] Trust		**(3)** [X] Trust	
(4) [ ] General assets of the sponsor		**(4)** [ ] General assets of the sponsor	

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

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
EVANS HOTELS 401(K) EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EVANS HOTELS, LLC

D Employer Identification Number (EIN)
81-0750751

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
AMERICAN UNITED LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
35-0145825	60895	R00015	146	01/01/2018	12/31/2018

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	1900215
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	1175761
c	Additions: (1) Contributions deposited during the year	7c(1)	54719		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	24815		
	(4) Transferred from separate account	7c(4)	1101626		
	(5) Other (specify below)	7c(5)	18950		
	▶ LOAN REPAYMENTS				
	(6) Total additions			7c(6)	1200110
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	2375871
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	122065		
	(2) Administration charge made by carrier	7e(2)	19933		
	(3) Transferred to separate account	7e(3)	323341		
	(4) Other (specify below)	7e(4)	10317		
	▶ LOAN INITIATIONS				
	(5) Total deductions			7e(5)	475656
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1900215

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2018** **This Form is Open to Public Inspection.**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
EVANS HOTELS 401(K) EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EVANS HOTELS, LLC

D Employer Identification Number (EIN)
81-0750751

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). . . . . ☐ 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

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

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

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

ONEAMERICA RETIREMENT SERVICES, LLC

46-5378846

(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 37 38 50 59 60 61 63 64	RECORDKEEPER	84672	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

RAYMOND JAMES FIN SVCS ADVISORS

880 CARILLON PARKWAY
ST. PETERSBURG, FL 33716

(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 51	INVESTMENT ADVISOR	15000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MATRIX TRUST COMPANY

75-3182674

(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?
18 19 21 25 49 50 59 60 61 62 63	DIRECTED TRUSTEE	9162	Yes [X] No [ ]	Yes [X] No [ ]	3604	Yes [X] No [ ]

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

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

PKF, LLP

81-3391684

(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	ACCOUNTING	12000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ADP, LLC

1851 N RESLER DRIVE, MS-100
EL PASO, TX 79912

(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 49 65	PAYROLL	7000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MSCS FIN SERVICES DIV OF BROADRIDGE

33-1151291

(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?
50 59 60 61 63 68	DIRECTED TRUSTEE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
MATRIX TRUST COMPANY	18 19 21 25 49 62	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MATRIX TRUST COMPANY 75-3182674	SEE ATTACHMENT "MATRIX TRUST COMPANY SCHEDULE C DISCLOSURES"

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MSCS FIN SERVICES DIV OF BROADRIDGE	59 60 61 63 68	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSCS FIN SERVICES DIV OF BROADRIDGE 33-1151291	SEE ATTACHMENT "MATRIX TRUST COMPANY SCHEDULE C DISCLOSURES"

(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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
EVANS HOTELS 401(K) EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EVANS HOTELS, LLC

D Employer Identification Number (EIN)
81-0750751

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	35099	26207
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	10429
(2) Participant contributions	1b(2)	0	59620
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	450150	388382
(9) Value of interest in common/collective trusts	1c(9)		
(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)	17532114	15665580
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1175762	1900215
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	19193125	18050433
	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	19193125	18050433

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)	321408	
	(B) Participants	2a(1)(B)	1763399	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2084807
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(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)	24624	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		24624
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	987750	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		987750
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	457377	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	454343	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		3034
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	21781	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		21781

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		-2012049
c Other income	2c		91795
d Total income. Add all **income** amounts in column (b) and enter total	2d		1201742
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2216599	
(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)		2216599
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)	112835	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	15000	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		127835
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2344434
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-1142692
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: PKF, LLP **(2)** EIN: 81-3391684

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		67209
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		1000000
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

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
EVANS HOTELS 401(K) EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EVANS HOTELS, LLC

D Employer Identification Number (EIN)
81-0750751

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): 75-3182674

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): _____

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):

EVANS HOTELS 401(k) EMPLOYEE RETIREMENT PLAN

FINANCIAL STATEMENTS
INDEPENDENT AUDITORS' REPORT
AND SUPPLEMENTAL SCHEDULES

DECEMBER 31, 2018



EVANS HOTELS 401(k) EMPLOYEE RETIREMENT PLAN

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Accountants and
business advisors

INDEPENDENT AUDITORS' REPORT

To the Retirement Plan Committee of
the Evans Hotels 401(k) Employee Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Evans Hotels 401(k) Employee Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Plan 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 audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), 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 Matrix Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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, 2018 and 2017 and for the year ended December 31, 2018, that the information provided to the Plan administrator by the Trustee is complete and accurate.

PKF, LLP is a member of the PKF International Limited and Allinial Global, networks of legally independent member firms and does not accept any responsibility or liability for the actions or inactions on the part of any other individual member firm or 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

The supplemental schedules of Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) and Schedule H Line 4(a) – Schedule of Delinquent Participant Contributions, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with GAAS and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

PKF, LLP

San Diego, California
July 23, 2019

PKF, LLP

EVANS HOTELS 401(K) EMPLOYEE RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2018 AND 2017

	2018	2017
ASSETS		
Investments:		
Noninterest-bearing cash	$ 26,207	$ 35,099
Mutual funds, at fair value	15,665,580	17,532,114
Guaranteed investment contract, at contract value	1,900,215	1,175,762
Total investments	17,592,002	18,742,975
Receivables:		
Participant contributions	59,620	-
Employer contributions	10,429	-
Other	-	22,847
Notes receivable from participants	388,382	450,150
Total receivables	458,431	472,997
NET ASSETS AVAILABLE FOR BENEIFTS	$ 18,050,433	$ 19,215,972

The accompanying notes are an integral part of these financial statements

EVANS HOTELS 401(K) EMPLOYEE RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2018

ADDITIONS:	
Investment income:	
Interest and other income	$ 91,795
Dividends	987,750
Total investments income	1,079,545
Interest on notes receivable from participants	24,624
Contributions:	
Participant	1,740,552
Employer	321,408
Total contributions	2,061,960
Total additions	3,166,129
DEDUCTIONS:	
Net depreciation in fair value of investments	(1,987,234)
Benefits paid to participants and other distributions	(2,216,599)
Administrative expenses	(127,835)
Total deductions	(4,331,668)
Net decrease	(1,165,539)
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	19,215,972
End of year	$ 18,050,433

The accompanying notes are an integral part of these financial statements

NOTE 1 – PLAN DESCRIPTION

Description of Plan

The following description of the Evans Hotels 401(k) Employee Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

All investments in the Plan are participant-directed funds.

General

BH Partnership adopted the Plan effective February 1, 1995 to provide retirement benefits for eligible employees. The Plan consisted of the following related employers: Braemar Partnership, The Lodge at Torrey Pines Partnership, and Bahia Sternwheelers, Inc. Effective January 1, 2016, the employer for all eligible employees became Evans Hotels, LLC. Effective January 1, 2016, the plan sponsor changed from BH Partnership to Evans Hotels, LLC (the "Company'' or "Employer").

The Plan's Trustee and third-party administrator are Matrix Trust Company and OneAmerica Retirements Services, LLC, respectively.

The Company has an advisory and administrative committee (the "Retirement Plan Committee"), which directs the Trustee in maintaining the Plan.

Eligibility

To become a participant in the Plan, an employee must satisfy the following eligibility conditions:

a. Attainment of age 18, and
b. 90 days of consecutive employment.

An employee becomes eligible to participate in the Plan on the 1st day of each Plan year quarter that coincides with or next follows the date the employee completes the eligibility conditions.

Contributions

Participants may elect to contribute up to 50% of their compensation through pre-tax or Roth deferrals. For the year ended December 31, 2018, contributions were limited to an annual amount of $18,500 per participant. In addition, participants who are age 50 or older as of the end of the year may be eligible to make additional "catch-up" contributions. Such maximum additional contribution was $6,000 for 2018 (for a maximum annual contribution of $24,500). The Plan contains automatic enrollment provision. Unless affirmatively elected otherwise, employees are automatically enrolled in the Plan upon meeting eligibility requirements. The default contribution rate for automatic enrollment is 3% of pre-tax annual compensation. Unless elected otherwise, participant deferrals are automatically escalated on the anniversary of the participant's date of hire, by 1% of compensation, up to a maximum of 10%. Participants may also contribute amounts representing roll overs from other qualified defined benefit or defined contribution plans.

NOTE 1 – PLAN DESCRIPTION (continued)

Contributions (continued)

Additional amounts may be contributed at the option of the Company's managing partners as a discretionary Employer contribution to the Plan. For the year ended December 31, 2018, the Company made no discretionary contributions to the Plan. Beginning January 7, 2018, the Company reinstated Employer matching contributions to the Plan. The Company matches 25% of participant deferrals that do not exceed 4% of compensation.

Participants direct the investments of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a guaranteed income fund as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's voluntary contributions, Employer matching contributions and discretionary profit-sharing contributions, Plan earnings, and administrative expenses, which are allocated proportionately among all participants based on their investment in each fund. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Employer's contributions are tiered , with 25% vesting after 2 years of service, 50% vesting after 3 years of service, 75% vesting after 4 years of service and 100% vesting after 5 years of service. Participants are considered fully vested upon completion of 5 years of service, upon attainment of normal retirement age of 60, or upon termination due to death or disability.

Forfeitures

Forfeitures of Employer contributions to the Plan shall be applied to reduce future Employer contributions to the Plan or administrative expenses. At December 31, 2018 and 2017, forfeited non-vested accounts totaled $22,764 and $15,028, respectively. During the year ended December 31, 2018, $19,000 of forfeitures were used to reduce administrative expenses. No forfeitures were used to reduce Employer matching contributions during 2018.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The number of outstanding loans are limited to one. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant loan fund. Loan terms range from 1 to 5 years, or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account or other security (e.g. principal residence) and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Retirement Plan Committee. Principal and interest is paid ratably through payroll deductions each pay period. As of December 31, 2018 and 2017, the interest rates on outstanding participant loans ranged from 5.25% to 7.25%.

NOTE 1 – PLAN DESCRIPTION (continued)

Payment of Benefits

Upon termination of service for any reason, a participant's vested account balance below $5,000 will be distributed in a single lump sum payment. A participant may elect to receive the distribution directly (less applicable withholding taxes) or to roll over the distribution to another retirement plan or individual retirement account. If the participant does not make an election, and the vested interest is less than $5,000, the distribution is paid in a direct rollover to an individual retirement plan designated by the Plan administrator. For vested account balances greater than $5,000, the participant may elect to rollover to another Plan, IRA, or receive a lump-sum distribution or to receive their account balance in installments.

Distributions are submitted to the Plan administrator for review and approval. Upon approval, they are forwarded to the Trustee for processing. As of December 31, 2018 and 2017, there were no distributions payable to the Plan participants.

Hardship Withdrawals

Participants may withdraw their vested contributions in the event of hardship as defined in the Plan agreement. If a hardship withdrawal is made, all voluntary employee contributions to the Plan must be suspended for six months.

Administrative Expenses

The Plan allows the reasonable costs of administering the Plan to be paid from the Plan assets. Amounts paid by the Plan are deducted directly from participants' accounts. Plan expenses that are charged directly to participants' accounts include qualified domestic relations order ("QDRO") fees, fees associated with notes receivable from participants, origination and annual maintenance fees, recordkeeping fees, and distribution fees and other third-party administrator and advisor fees. During the year ended December 31, 2018, the third-party administrative expenses paid by the Plan and forfeited non-vested accounts were $127,835. All other administrative expenses related to the operations of the Plan were paid by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of a Plan termination, participants are fully vested in their balances. This means participants with an account balance that is less than 100% vested will become fully vested. Upon termination of the Plan, all Plan assets shall be distributed to participants in accordance with their instructions and pursuant of the terms of the Plan if instructions are not provided.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Estimates

The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Mutual funds are stated at fair value based upon quoted market prices. The AUL GTD Benefit Unallocated GRP Ret Annuity Stable Value Fund A is valued at contract value which equals fair value.

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

Fair value measurements

The Plan performs fair value measurements in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codifications ("ASC") 820, *Fair Value Measurement*. See Note 5 for the fair value measurement disclosures associated with the Plan's investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2018 and 2017, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the Plan administrator considers the note to be in default, the note balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

Benefits Due to Terminated Participants

Funds due to employees that have terminated employment, but have not yet been distributed are not presented as liabilities in the net assets available for plan benefits. They are reflected in the statements of changes in net assets available for plan benefits when paid.

NOTE 3 – INFORMATION CERTIFIED BY THE TRUSTEE

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA, certain information prepared and certified by a trustee need not be audited or reported on by an independent auditor. Pursuant to that regulation, the Plan administrator has instructed the independent auditor not to perform any auditing procedures with respect to information certified by the Trustee, Matrix Trust Company, as of December 31, 2018 and 2017 and for the year ended December 31, 2018.

All Plan assets are held by the Trustee, who is responsible for the maintenance of all accounting records and the preparation of reports of activity related to those assets. The following information was provided and certified as accurate and complete by the Trustee as of December 31, 2018 and 2017 and for the year ended December 31, 2018:

- Valuation statements detailing the fair value and contract value of net assets available for benefits as of December 31, 2018 and 2017.
- Financial summary detailing earnings and losses on investments for the Plan for the year ended December 31, 2018.
- Supplemental schedule of investments for the Plan as of December 31, 2018.

NOTE 4 – BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan's AUL GTD Benefit Unallocated GRP Ret Annuity Stable Value Fund A is comprised of a guaranteed interest contract ("GIC"). A traditional GIC provides a fixed return of principal plus interest (based on the coupon rate) for a specified period of time. This investment is recorded at contract value. All contracts are fully benefit-responsive and, therefore, carried at contract value in accordance with FASB ASC 962, *Plan Accounting – Defined Contribution Pension Plans*. Contract value represents contributions to the fund, plus accrued interest, less participant withdrawals. There are no reserves against contract value for credit risk of the contract issuer or otherwise. As of December 31, 2018 and December 31, 2017 the contract value of the AUL GTD Benefit Unallocated GRP Ret Annuity Stable Value Fund A is estimated to be $1,900,215 and $1,175,762, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events are probably of occurring which would limit the Plan's ability to transact at contract value with participants.

The interest rate credited to the participant's account is reset at least quarterly and in some cases may be reset more frequently. Inputs used to determine the crediting interest rate include each contract's portfolio market value, current yield to maturity, duration, and market value relative to contract value. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than zero.

NOTE 5 – FAIR VALUE MEASUREMENTS

The Plan uses the fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are set forth below:

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

- Level 1– Inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.

- Level 2 – Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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, 2018 and 2017.

Mutual Funds:
Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. 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 believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement as of the reporting date.

The following tables set forth, by appropriate level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2018 and 2017:

	Fair Value Measurements at Reporting Date Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Mutual funds	$ 15,665,580	$ -	$ -	$ 15,665,580
Total assets at fair value	$ 15,665,580	$ -	$ -	$ 15,665,580

NOTE 5 – FAIR VALUE MEASUREMENTS (continued)

	Fair Value Measurements at Reporting Date Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Mutual funds	$ 17,532,114	$ -	$ -	$ 17,532,114
Total assets at fair value	$ 17,532,114	$ -	$ -	$ 17,532,114

NOTE 6 – PARTY-IN-INTEREST TRANSACTIONS

During 2018 and 2017, certain Plan investments are shares managed by the Trustee or Investment Advisors as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions.

NOTE 7 – RISK AND UNCERTAINTIES

The Plan invests in various investment securities and is exposed to various risks such as interest rate and market risks. The Plan is also exposed to credit risk in the event of default by the issuers of the underlying owned investment securities to the extent of amounts recorded on the statements of net assets available for benefits. Due to the level of risk associated with certain investment securities, it is at least 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.

NOTE 8 – TAX STATUS

The Plan utilizes a Defined Contribution Volume Submitter Plan. The Plan obtained its latest advisory letter on March 31, 2014, in which the Internal Revenue Service stated that the Plan and related trust are designed and in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC as of the date of the financial statements. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the tax authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018 and 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for the years prior to 2015.

NOTE 9 – TRUST AGREEMENT

Certain officers of the Company act as the sponsors and administrators of the Plan. Certain Plan administrative expenses that include, but are not limited to, legal, accounting, and recordkeeping fees are paid by the Company as agreed upon by the Company and the Trustee. The participants may be charged a portion of the Annual Value fee that is processed each quarter.

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to amounts reported on Schedule H of Form 5500 at December 31:

	2018	2017
Net assets available for benefits per the financial statements	$ 18,050,433	$ 19,215,972
Contributions receivable	-	(22,847)
Net assets available for benefits per the Form 5500	$ 18,050,433	$ 19,193,125

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements to amount reported on Schedule H of Form 5500 for the year ended December 31, 2018:

Change in net assets available for benefits per the financial statements	$ (1,165,539)
Change in contributions	22,847
Change in net assets available for benefits per the Form 5500	$ (1,142,692)

NOTE 11 – DELINQUENT PARTICIPANT CONTRIBUTIONS

During the year ended December 31, 2018, the Company failed to timely deposit employee deferrals totaling $67,209, within the timeframe suggested by the DOL guidance. Although the remittance was made, it fell outside the suggested processing time. Late deposits are considered prohibited transactions and are included in the supplemental schedule, Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions for the year ended December 31, 2018.

NOTE 12 – SUBSEQUENT EVENTS

The Plan administrator has evaluated subsequent events, as defined by FASB ASC 855, *Subsequent Events*, through the date that the financial statements were available to be issued on July 23, 2019.

SUPPLEMENTAL SCHEDULES

EVANS HOTELS 401(K) EMPLOYEE RETIREMENT PLAN
PLAN SPONSOR EIN: 81-0750751 PLAN NUMBER: 001
SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018

(a)	(b) Identity of Issuer, Borrower, Lessor Lessor, or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Cash:			
*	OneAmerica	Noninterest-Bearing Cash	**	$ 26,207
	Mutual Funds:			
	American Funds	2010 Trgt Date Retire R3	**	184,812
	American Funds	2015 Trgt Date Retire R3	**	70,764
	American Funds	2020 Trgt Date Retire R3	**	1,077,624
	American Funds	2025 Trgt Date Retire R3	**	402,726
	American Funds	2030 Trgt Date Retire R3	**	866,837
	American Funds	2035 Trgt Date Retire R3	**	221,792
	American Funds	2040 Trgt Date Retire R3	**	557,896
	American Funds	2045 Trgt Date Retire R3	**	527,722
	American Funds	2050 Trgt Date Retire R3	**	519,092
	American Funds	2055 Trgt Date Retire R3	**	251,781
	American Funds	2060 Trgt Date Retire R3	**	179,163
	American Funds	Capital World Gr&Inc R3	**	613,613
	Dreyfus	S&P 500 Index	**	1,924,608
	Fidelity Advisor	Small Cap Value M	**	89,577
	Franklin	US Government Secs A1	**	666,178
	Hartford	International Opportunities R3	**	795,908
	Janus Henderson	Triton A	**	924,506
	JPMorgan	High Yield A	**	95,157
	Lord Abbett	Value Opportunities A	**	869,310
	MFS	Growth A	**	1,900,142
	Oppenheimer	International Growth A	**	104,962
	PIMCO	Real Return A	**	570,964
	Pioneer	Bond A	**	190,082
	Putnam	Equity Income A	**	1,405,053
	Undiscovered Managers	Behavioral Val A	**	38,729
	Victory Sycamore	Established Value A	**	616,582
	Total Mutual Funds			15,665,580
	Guaranteed Investment Contract:			
*	American United Life Insurance Company	GTD Benefit Unalloc GRP Ret A	**	1,900,215
*	Participant Loans	Interest rates from 5.25% to 7.25%	-0-	388,382
				$ 17,980,384

* Party-in-Interest to the Plan
** The cost of participant-directed investments is not required

See Independent Auditors' Report

Evans Hotels 401(k) Employee Retirement Plan
EIN: 33-01540170 PN:001
Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions
For the Year Ended December 31, 2018

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		
$ 67,209	$ -	$ -	$ 67,209	*	$ -

* During December 2018, the Company failed to timely deposit employee deferrals and loan repayments of $67,209 within the timeframe required by DOL regulations.

See Independent Auditors' Report

Important 2018 Form 5500 Schedule C Disclosures

May 2019

Matrix Trust Company's Role in Assisting Plan Sponsors in Completing Schedule C

Plan sponsors are responsible for completing the annual Form 5500 filing and are tasked with identifying and reviewing the reportable Schedule C compensation paid to plan service providers. The information contained in this communication is being provided to assist in the completion of Schedule C for Form 5500 filing for the 2018 plan year (which would be filed during 2019).

It is important for TPAs and plan sponsors to understand that Matrix Trust Company ("**Matrix Trust**") can only provide information related to its compensation as a service provider. Matrix Trust can provide activity related to payments made to other service providers only to the extent that the compensation flows through either the trust, the custodial account, or a fund service fee account. Investment product disclosures, annual reports and prospectuses (as applicable) should be reviewed for other components of reportable compensation under Schedule C.

Where compensation can be classified as Eligible Indirect Compensation ("**EIC**"), Matrix Trust has provided the appropriate disclosures in this document rather than a set dollar amount for each plan, as permitted under guidance issued by the U.S. Department of Labor.

A. REPORTING REQUIREMENTS

Plan sponsors of retirement plans with over 100 participants must identify persons who indirectly or directly received $5,000 or more in compensation during the plan year for services rendered to the Plan on Schedule C of Form 5500.

B. DIRECT COMPENSATION

Direct compensation paid to Matrix Trust by your plan is reported on your account statement or other reports provided by Matrix Trust, for example, a check register. These reports enable you to determine any payments that may have been made directly from plan assets.

To the extent Matrix Trust fees are asset based, fees will be calculated utilizing a daily average balance for the invoice period.

To the extent that Matrix Trust fees are paid by the plan sponsor and not reimbursed by plan assets, the fees do not represent direct or indirect compensation paid to Matrix Trust for purposes of 408(b)(2).

C. INDIRECT COMPENSATION

Matrix Trust, or an affiliate, may have received indirect compensation from sources other than your plan during the past calendar year. Matrix Trust is providing a description of the formula used to calculate or determine indirect compensation so this compensation can be reported as "Eligible Indirect Compensation" paid to Matrix Trust or an affiliate on Schedule C of the Form 5500 for the 2018 plan year, if compensation paid meets the reporting thresholds.

Matrix Trust may have received indirect compensation in connection with services:

- in the form of "float" income; and
- through its affiliate's Mutual Fund Fee collection process as described below with respect to Fund Service Fee Services.

Float Income

Non-interest bearing general or omnibus accounts are maintained at JPMorgan Chase Bank, N.A., M&T Bank, and TD Bank, N.A. in order to facilitate transactions of retirement plans. Matrix Trust may receive earnings for the period that the funds are held in these accounts. The earnings credited on these amounts are known as "float".

Float earnings are considered eligible indirect compensation for Schedule C of Form 5500 purposes and indirect compensation under ERISA Section 408(b)(2). Information with respect to the determination of float earnings is incorporated on page 4 of this document.

Fund Service Fee Services (if elected and to the extent applicable)

Where Matrix Trust has been so authorized, Matrix Trust through its affiliate and registered broker dealer, MSCS Financial Services Division of Broadridge Business Process Outsourcing, LLC ("**MSCS Financial**"), may receive fees from certain investment companies, mutual funds, stable value funds, guaranteed investment contracts, guaranteed annuity contracts and similar investment vehicles (the "**Fund(s)**") in the form of 12b-1 fees or firm concessions (i.e., finders fees), or in the form of shareholder servicing, sub-transfer agent and sub-accounting fees ("**Mutual Fund Fees**"). In accordance with the Fund Service Fee Collection Addendum, Matrix Trust may deposit an amount equal to a percentage (or percentages) of the Mutual Fund Fees collected to a Fund Service Fee Account for the administrative services provided to the plan ("**Fund Service Fees**"). The Fund Service Fees will remain in the Fund Service Fee Account until Matrix Trust is instructed to disburse it.

MSCS Financial is compensated by the collection of Mutual Fund Fees. In accordance with an intercompany agreement between MSCS Financial and Matrix Trust, MSCS Financial pays to Matrix Trust the Fund Service Fees, which Matrix Trust, in turn, pays out in accordance with the Fund Service Fee Collection Addendum. MSCS Financial may retain for its services an amount up to 4% of Mutual Fund Fees collected.

Fund Service Fees are generated only to the extent the following are all true:

- the plan has selected its investment options from those that are available on the Matrix Trust platform;
- the plan has holdings in investment options which generate Mutual Fund Fees; and
- the plan Sponsor or Authorized Person has authorized Matrix Trust, through its affiliate, to collect the Mutual Fund Fees.

If the plan is trading on Matrix Trust's trading platform and Mutual Fund Fees are available for the plan investment options selected for the plan, available Mutual Fund Fees are identified on the plan fund list in the Sub-TA and 12b-1 columns for each investment option listed and is paid by the investment provider offering the fund.

In addition, payments to parties other than MSCS Financial or Matrix Trust from the related Fund Service Fee Account statement may be reportable as direct or indirect compensation paid to those parties.

D. ADDITIONAL POTENTIAL INDIRECT COMPENSATION RELATED TO CERTAIN BROKERAGE ACCOUNTS

Where the named fiduciary of the plan and/or its authorized representative(s) has directed Matrix Trust to establish a TD Ameritrade Brokerage Account, Matrix Trust will receive indirect compensation paid by TD Ameritrade in consideration of certain services rendered by Matrix Trust, including account reconciliation services, account set-up and maintenance, related money movement of cash between the plan core accounts and brokerage firm for contribution and disbursement activity and the performance of related administrative tasks. For these services, Matrix Trust receives quarterly, in arrears, an amount equal to 1.5 basis points of the value of plan assets in TD Ameritrade brokerage account(s) during such quarter, based on the average of the plan assets held in the brokerage account(s) on the last business day of each month in the applicable quarter. These payments are made in arrears.

E. ADDITIONAL POTENTIAL INDIRECT COMPENSATION RELATED TO MODELTOOL(K)IT™SERVICES

Where the named Fiduciary of the plan and/or its authorized representative(s) has entered into an agreement to subscribe to ModelTool(k)it™ ("**MTK**"), a total fee of .875 basis points charged quarterly in arrears shall apply to the market value of assets covered under the MTK agreement. Of that total fee, Envestnet Retirement Services ("**ERS**") receives at least .6875 basis points as its compensation for providing services detailed in the MTK agreement. ERS is a subcontractor retained by Matrix Settlement & Clearance Services, LLC ("**MSCS**"). MSCS, an affiliate of Matrix Trust, shall receive no more than .1875 basis points of the total MTK fee as its compensation for making MTK available as a service on its trading platform. Additionally, in the event any of the investments covered by the MTK agreement generate Mutual Fund Fees, Matrix Trust's affiliate MSCS Financial will collect such Mutual Fund Fees and, in accordance with the MTK agreement, Matrix Trust will credit Fund Service Fees to the MTK portfolio in an amount equal to 90% of Mutual Fund Fees collected. MSCS Financial is compensated by the collection of Mutual Fund Fees and may retain an amount equal to 10% of such Mutual Fund Fees collected. (Beginning July 1, 2019, Matrix Trust will credit Fund Service Fees to the MTK portfolio in an amount equal to 100% of Mutual Fund Fees collected. Also beginning July 1, 2019, while MSCS Financial is compensated by the collection of Mutual Fund Fees, it will no longer retain an amount equal to 100% of Mutual Fund Fees collected)

F. ADDITIONAL POTENTIAL INDIRECT COMPENSATION RELATED TO LEVEL COMPENSATION SERVICES

Where the named Fiduciary of the plan has engaged an Investment Advisor whose firm subscribes to Matrix Trust Level Compensation Services, **MSCS Financial,** an affiliate of Matrix Trust Company, shall serve as Broker of Record. MSCS Financial will retain up to 2 basis points of any 12b-1 fees or firm concessions (*i.e.,* finders fees) and shareholder servicing ("**Level Compensation Fees**") it collects from the Funds on behalf of the Investment Advisor for its administrative services in collecting and distribution Level Compensation Fees to Investment Advisor. MSCS Financial compensation will be deducted from Level Compensation Fees as received by the Funds.

G. ETF TRADING SERVICES

Where the named Fiduciary of the plan and/or its authorized representative(s) have directed Matrix Trust to establish an Exchange Traded Fund ("**ETF**") on the MSCS trading platform as an investment option within the plan, a subcontractor to Matrix Trust and MSCS Financial, Virtu Americas LLC, receives $0.01 per share per trade as compensation for its trading services in providing ETF trades priced as of market close.

H. TREASURY MANAGEMENT SERVICES

Where the named Fiduciary of the plan and/or its authorized representative(s) has elected to utilize certain services to assist in the resolution of participant related stale dated checks, a subcontractor to Matrix Trust and MSCS, Risk Compliance Performance Solutions, LLC ("**RCPS**"), receives $40 per check as direct compensation which is deducted directly from the participant related stale dated check. The compensation to RCPS is for its services which include conducting a search, corresponding to solicit resolution and distributing funds to the participants of the stale dated checks. Please note that in the event RCPS services are elected, any float earnings to Matrix Trust related to the period when a distribution check is requested and the distribution check is presented for payment shall cease.

I. NON-MONETARY COMPENSATION

Matrix Trust and MSCS Financial maintain policies that place limits on the circumstances under which gifts, travel and entertainment may be accepted by employees. **Other than for modest gifts given or received in the normal course of business, employees are not permitted to receive gifts from clients and vendors.** Under the 408(b)(2) regulation, a service provider's acceptance of these non-monetary items may involve the receipt of indirect compensation from a plan where the value attributable to the plan, on a pro rata basis, exceeds $250 over the term of the plan's contract with the service provider. In light of the policies, Matrix Trust does not anticipate that the value of any such non-monetary items will approach the $250 threshold with respect to the plan.

J. COMPLETING SCHEDULE C

You will need the following information to complete Schedule C:

Matrix Trust Company 717 17th Street, Suite 1300 Denver, CO 80202 Employer Identification Number: 75-3182674	MSCS Financial Services Division of Broadridge Business Process Outsourcing, LLC 717 17th Street, Suite 1300 Denver, CO 80202 Employer Identification Number: 33-1151291

For **Direct Compensation**, you will be required to provide the Matrix Trust address or Employer Identification Number.

For **Indirect Compensation**, Matrix Trust provided you with a formula so that you can report this arrangement as **Eligible Indirect Compensation**, and you will be required to enter the MSCS Financial and Matrix Trust names and Employer Identification Numbers or addresses.

If you have any questions regarding this information, please contact your Matrix Trust Company Relationship Manager.

These materials and any attachments do not constitute tax or legal advice. The recipient is encouraged to consult with an attorney or tax professional and not rely on these materials as tax advice or attempt to apply them to specific situations.

MATRIX TRUST COMPANY
FLOAT DISCLOSURE FOR EMPLOYEE BENEFIT PLANS

I. ADDITIONAL COMPENSATION ATTRIBUTABLE TO FLOAT

Matrix Trust Company ("**Matrix Trust**) may derive compensation from the use of cash held on behalf of client plans pending investment, distribution or other processing. This compensation is referred to as "float." The disclosures contained in the following paragraphs have been prepared in accordance with U.S. Department of Labor guidance contained in Field Assistance Bulletin 2002-3 concerning service provider float disclosure obligations to employee benefit plan customers.

In connection with Matrix Trust's provision of services to plan customers, Matrix Trust maintains various banking arrangements to facilitate movements of cash as necessary to process plan customer transactions, including arrangements with one or more banks. Under these arrangements, cash may be held in general or "omnibus" bank accounts established by or at the direction of Matrix Trust, pending investment, trade settlement, or the presentment of distribution checks for payment. These accounts generate float earnings for Matrix Trust. The proportionate share of those earnings attributable to the funds of a particular plan constitutes compensation that is paid by the Plan and retained by Matrix Trust in connection with Matrix Trust's services and is in addition to any other fees or compensation payable under the service arrangement.

As of the date of this disclosure, JPMorgan Chase Bank, N.A. provides all of the banking arrangements described above with the exception of certain banking arrangements provided by M&T Bank or TD Bank, N.A. JPMorgan Chase Bank, N.A., M&T Bank, and TD Bank, N.A. are unaffiliated institutions to Matrix Trust.

The paragraphs below describe the specific circumstances under which float will be earned and retained, the time frames applicable to float earnings periods, and a general description of the rate of float earnings.

II. CIRCUMSTANCES AND TIME FRAMES DURING WHICH FLOAT MAY BE EARNED

1. Contributions

Plans direct cash contributions to Matrix Trust through a demand deposit account Matrix Trust maintains for that purpose. Matrix Trust credits the amount of a plan's cash contribution to the plan's Matrix Trust account ("**Client Account**") on the business day it is received. If the Client Account uses a cash sweep, the cash contribution is swept from the demand deposit account and invested on the plan's behalf on the next business day. Matrix Trust earns float on the cash contribution between the business day of deposit and the next business day. A "business day" is a day on which the New York Stock Exchange is open for business.

If a Client Account does not use a cash sweep, Matrix Trust earns float on the cash contribution from the business day of deposit until Matrix Trust receives investment instructions from the plan and the investment transaction settles. Upon Matrix Trust's receipt of investment instructions in good order, settlement of mutual fund trades generally occurs within one business day and settlement of individual securities trades (i.e., stocks and bonds) generally occurs within three business days.

2. Purchases of Securities for the Client Account

When Matrix Trust receives instructions, in good order and in accordance with prescribed procedures, to purchase a security for a Client Account, Matrix Trust places the purchase trade order that same business day if the instructions are received prior to Matrix Trust trading cut-off times. If instructions are received after the Matrix Trust trading cut-off times, the purchase trade order is placed on the next business day.

When Matrix Trust settles a purchase trade order for a Client Account, Client Account assets required to pay for the purchase are transferred to a demand deposit account maintained by Matrix Trust on the trade settlement date. When a purchase trade order is cancelled or rejected, the funds previously set aside to pay for the purchase are re-credited to the Client Account and either invested through the cash sweep, if applicable, or retained in the deposit account pending other investment instructions, as described above.

3. Sales of Securities for the Client Account

When Matrix Trust receives instructions, in good order and in accordance with prescribed procedures, to sell a security for a Client Account, Matrix Trust places the sale trade order that same business day if the instructions are received prior to

Matrix Trust trading cut-off times. If instructions are received after the Matrix Trust trading cut-off times, the sale trade order will be placed on the next business day.

When Matrix Trust places or settles a sale trade for a Client Account, the Client Account receives the sales proceeds on the trade settlement date. If the Client Account does not use a sweep, Matrix Trust will earn float from the date Matrix Trust receives the sale settlement proceeds until Matrix Trust receives instructions to reinvest the sale proceeds as described above.

4. Payments from Client Accounts

Matrix Trust may earn float when it issues checks on behalf of plans including checks for (i) distributions to participants and/or beneficiaries, (ii) participant loan distributions, or (iii) fees paid to plan service providers. Matrix Trust does not earn float when payments or distributions are made by direct deposit (ACH) or by a federal funds wire transfer.

Matrix Trust will mail a distribution check to a plan participant or beneficiary on the payable date (the date printed on the check). On the same day, Matrix Trust debits the Client Account in the amount of the check. Matrix Trust will earn float on the amount of the check from the date the check is issued until the date the check is presented and paid.

Where Matrix Trust has been directed to establish periodic or recurring distribution checks, such payments are typically mailed to plan participants and beneficiaries prior to the payable date (for example, periodic payments are mailed six business days prior to the payable date). Matrix Trust debits the Client Account in the amount of the checks on the payable date. Matrix Trust is able to mail the checks before assets are withdrawn from the Client Account and sold because periodic distributions are of a predictable amount (generally a set dollar amount each payment cycle). Matrix Trust will only earn float on the amount of the check from the date the check is payable until the date check is presented and paid.

On a periodic basis, Matrix Trust will notify clients of outstanding periodic and lump sum distribution checks that Matrix Trust has issued. If an originally-issued check is reported lost or missing, Matrix Trust will re-issue the check upon receipt of direction from the client and/or other authorized party to instruct on the account. If the participant or beneficiary does not negotiate the check within a reasonable time, Matrix Trust reserves the right to re-credit (redeposit) the payment to the Client Account and to invest these funds at the direction of a Client Account fiduciary, or to disburse the funds as directed or otherwise in accordance with applicable law.

III. RATE ON FLOAT EARNINGS

The rate at which Matrix Trust earns float over the time periods described above is generally comparable to the effective Federal Funds Rate as reported in the Wall Street Journal over the applicable time frame. This compensation varies, but a reasonable estimate based on a blend of rates is from 1.42% to 2.46%.

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

DECEMBER 31, 2018

*See attached financial statements with auditor's report.