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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
HORNBLOWER GROUP, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2014

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)
HORNBLOWER GROUP, INC.

PIER 3 ON THE EMBARCADERO
SAN FRANCISCO, CA 94111

2b Employer Identification Number (EIN)
94-3460564

2c Plan Sponsor's telephone number
415-788-8866

2d Business code (see instructions)
713900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2019	JUSTIN THULIEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3b Administrator's EIN

3c Administrator's telephone number

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

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	1670
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)**	1516
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1747
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	229
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1976
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f Total. Add lines **6d** and **6e**.	**6f**	1977
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1392
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	50
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:
2F 2E 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 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
HORNBLOWER GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3460564

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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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)

RESOURCE INVESTMENT ADVISORS INC

43-1451524

(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	ADVISOR	44191	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	16149	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD R5 - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS GROWTH R4 - MFS SERVICE CENTER 04-2865649	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS MID CAP VALUE R4 - MFS SERVICE 04-2865649	0.15%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PGIM TOTAL RTN BD Z - PRUDENTIAL M 22-3703799	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP QM US SM-CP GR - T. ROWE PRICE 52-2269240	0.15%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
HORNBLOWER GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3460564

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	79008

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
HORNBLOWER GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3460564

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	66617	93295
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	691012	727899
(9) Value of interest in common/collective trusts	1c(9)	57201	79008
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	17075172	17682195
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	17890002	18582397
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	17890002	18582397

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)	334525	
	(B) Participants	2a(1)(B)	2753127	
	(C) Others (including rollovers)	2a(1)(C)	65887	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3153539
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	760	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	36643	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		37403
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	591455	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		591455
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		380
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1730186
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2052591
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1286008	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1286008
f Corrective distributions (see instructions)	2f		2241
g Certain deemed distributions of participant loans (see instructions)	2g		11607
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	60340	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		60340
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1360196
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		692395
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: RINA ACCOUNTANCY LLP **(2)** EIN: 84-1980623

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		479357
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

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
HORNBLOWER GROUP, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3460564

Part I Distributions

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

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

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

EIN(s): 04-6568107

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):

HORNBLOWER GROUP, INC.
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND DECEMBER 31, 2017



HORNBLOWER GROUP, INC.
401(k) PLAN

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DECEMBER 31, 2018 AND DECEMBER 31, 2017

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Supplemental information:	
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Schedule of delinquent participant contributions	16

RINA Accountancy LLP
475 – 14th Street , Suite 1200, Oakland, CA 94612
phone: 510.893.6908 *fax:* 510.873.0977 1.800.RINA.CPA *web:* www.rina.com

Independent Auditor's Report

Plan Administrator
Hornblower Group, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Hornblower Group, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and December 31, 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.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2018 and December 31, 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion Report

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 assets held for investment and delinquent participant contributions as of December 31, 2018, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on 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 auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974.

RINA accountancy LLP

Certified Public Accountants

Oakland, California
October 14, 2019

HORNBLOWER GROUP, INC.
401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2018	December 31, 2017
ASSETS:		
Investments	$ 17,855,348	$ 17,199,153
Notes receivable from participants	727,899	691,012
Employee contribution receivable	18,618	53,086
Employer contribution receivable	210,475	150,878
Lost earnings receivable	798	2,789
TOTAL ASSETS	18,813,138	18,096,918
LIABILITIES:		
Contributions refundable	6,700	107
TOTAL LIABILITIES	6,700	107
NET ASSETS AVAILABLE FOR BENEFITS	$ 18,806,438	$ 18,096,811

See notes to financial statements.

HORNBLOWER GROUP, INC.
401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2018

ADDITIONS:		
Investment income attributed to:		
Interest and dividend income	$	589,519
Interest income on notes receivable from participants		36,643
Contributions:		
Employee deferrals		2,718,659
Rollover contributions		65,887
Employer contributions		394,122
Total contributions		3,178,668
TOTAL ADDITIONS		3,804,830
DEDUCTIONS:		
Net depreciation in fair value of investments		1,732,180
Benefit distributions		1,302,684
Administration fees		60,339
TOTAL DEDUCTIONS		3,095,203
NET INCREASE		709,627
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		18,096,811
End of year	$	18,806,438

See notes to financial statements.

HORNBLOWER GROUP, INC.
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS – DECEMBER 31, 2018 AND DECEMBER 31, 2017

Note 1. DESCRIPTION OF THE PLAN:

The following brief description of the Hornblower Group, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement for more complete information.

General:

The Plan was established on January 1, 2014 to provide retirement benefits for employees of Hornblower Group, Inc. Effective August 1, 2016, the participating entities in the Plan include: Hornblower Yachts, LLC, Alcatraz Cruises, LLC, Statue Cruises, LLC, Hornblower New York, LLC, Liberty Hospitality, LLC, Liberty Landing Ferries, LLC, Hornblower Cable Cars, Inc., and HNY Ferry, LLC. The Plan is a defined contribution 401(k) plan covering all the employees of Hornblower Group, Inc. (the "Company"). Employees that are 21 years of age or older are eligible after 3 months of employment to participate in the Plan and may begin deferring a portion of their compensation on the first day of the month coinciding with or next following eligibility. Non-resident aliens, leased employees, interns and union employees (unless the bargaining agreement provides for coverage) are not eligible to participate in the plan. For the purpose of the Prevailing Wage Contributions, any Government Contract employee is eligible to participate on the date of hire and will enter the plan on that date. Statue Cruises' employees covered under a collective bargaining agreement are subject to additional hour requirements. Effective June 1, 2016, any employee hired after April 1, 2016 will be automatically enrolled in the Plan upon meeting eligibility criteria with an initial pre-tax deferral contribution of 3%. Please refer to the plan document for further information concerning the plan.

The Plan is subject to the Provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and Section 401(a) of the Internal Revenue Code.

Plan administration:

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

Participant contributions:

Participants may make voluntary contributions up to 100% of their compensation as defined in the Plan, limited to $18,500 and $18,000 of compensation for the years ended December 31, 2018 and December 31, 2017, respectively. Individuals age 50 or older are allowed to make additional catch-up contributions of $6,000 in 2018 and 2017. Roth deferrals are permitted. A participant may increase or decrease the amount of contributions at the beginning of each payroll period.

Employer contributions:

The Company makes discretionary matching contributions. For the years ended December 31, 2018 and December 31, 2017, the matching contributions equaled 10% of each participant's contributions. In applying this matching percentage, however, salary deferrals that exceeded 5% of compensation for the year were not considered. The maximum match was 0.5% of compensation for the year. For Statue Cruises' Union employees, the matching contribution shall be equal to 3% of gross salary. Catch-up contributions are also subject to the matching contribution.

Note 1. DESCRIPTION OF THE PLAN (Continued):

Employer contributions (Continued):

The Company may also make an annual discretionary profit-sharing contribution at the option of the Company's board of directors, subject to limitations imposed by applicable provision of the Internal Revenue Code. The Company did not make any discretionary profit sharing contributions for the years ended December 31, 2018 and December 31, 2017.

The Plan Sponsor will make a prevailing wage contribution on behalf of each Participant who performs services subject to the Service Contract Act, Davis-Bacon Act or similar Federal, State, or Municipal prevailing wage statute. The prevailing wage contribution shall equal to a dollar amount to be determined each year under Prevailing Wage Law.

Participant accounts:

Each participant's account is credited with the participant's contributions, the Company's matching contributions and allocations of the Company's profit-sharing contributions and Plan investment earnings or losses and is charged with an allocation of investment expenses. Allocations are based on participant earnings or account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Administrative expenses:

The Company has elected to fund certain administrative costs other than those associated with certain participant directed transactions, such as participant loan fees.

Investment options:

Upon enrollment in the Plan, a participant may direct the investment of his or her account balance into the various investment funds offered under Fidelity Management Trust Company, the trustee of the Plan.

Notes receivable from participants:

Under the terms of the Plan, participants may borrow from their vested account balances. The minimum loan amount is $1,000 and the maximum amount is the lesser of one-half of the participant's vested account balance or $50,000.

The loans are secured by the balance in the participant's account. The term of the loan is not to exceed five years for all loans except loans used to acquire a Participant's principal residence. Interest rates are determined by the Administrator based on the prevailing interest rate. Three outstanding loans are permitted per participant. Principal and interest are repaid ratable through payroll deductions and loans are due immediately upon termination of employment.

Vesting:

Participants are immediately 100% vested in their contributions, the prevailing wage contributions and earnings thereon. Vesting in the Company's discretionary profit sharing and matching contributions is based on years of continuous service. Vesting is based on a five-year graded scale, where a participant is 20% vested after one year of credited service and 100% vested after five years of credited service. Participants are 100% vested in Company contributions in the event of death, disability or attainment of normal retirement age as defined in the Plan agreement.

Note 1. DESCRIPTION OF THE PLAN (Continued):

Forfeited accounts:

The non-vested portion of a terminated participant's account balance is forfeited. Forfeited accounts are applied to offset expenses of the Plan, to reduce employer matching contributions, to reduce employer profit sharing contributions and then to reduce an employer contribution other than a prevailing wage contribution. At December 31, 2018 and December 31, 2017, forfeited non-vested accounts totaled $69,017 and $52,583, respectively. For the year ended December 31, 2018, $9,212 of forfeitures were used to offset expenses of the Plan. For the year ended December 31, 2017, no forfeitures were used to offset expenses of the Plan or reduce employer matching contributions.

Payment of benefits:

Participant contributions are available for withdrawal at the participant's death, retirement, total disability, or termination of employment with the Company. Participants who qualify for benefits and withdrawals may elect to receive their benefits in the form of a lump sum distribution or in monthly installments. If at the time of termination, a participant's account balance is in excess of $5,000 the participant may elect to have his vested account balance distributed to him as soon as possible. If the vested account balance does not exceed $5,000, a distribution will be made regardless of whether consent is obtained as soon as administratively possible following termination.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Method of accounting:

The financial statements are prepared using the accrual basis of accounting and in accordance with ERISA.

Investment valuation and income recognition:

Investments are generally included in the financial statements at fair value as reported to the Plan by the trustee or asset custodians. Shares are stated at quoted market value. Gains and losses on investments are recognized in the period in which the appreciation or depreciation occurs. The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in fair value of investments, which consists of the net realized gains or losses and unrealized appreciation or depreciation on those investments.

As described in professional accounting standards, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Under FASB ASU 2015-12, the amount presented as contract value is now presented as fair value.

In addition, investments measured at fair value using net asset value (NAV) as a practical expedient are no longer categorized within the fair value hierarchy.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued):

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 expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 and December 31, 2017. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Purchases and sales:

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation includes gains and losses on investments bought and sold, as well as held during the year.

Payment of benefits:

Benefits are recorded when paid.

Excess participant contributions payable:

The Plan failed certain contribution testing stipulated by the Department of Labor (DOL). In order to comply with the DOL's regulations, the Plan was required to refund excess contributions made by certain participants. As of December 31, 2018 and December 31, 2017, the Plan was required to refund $6,700 and $107, respectively. The refunds were remitted to the participants subsequent to year-end.

Subsequent events:

The administrative committee has evaluated events through October 14, 2019, the date which the financial statements were available for issue.

Note 3. NATURE OF ESTIMATES:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Administrative Committee to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Note 4. SIGNIFICANT CONCENTRATION OF CREDIT RISK:

The Plan invests in various investments securities. These investments are exposed to various risks, such as credit, interest rate and market. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in value of investment securities, it is at least reasonably possible that changes in risk in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTES TO FINANCIAL STATEMENTS – DECEMBER 31, 2018 AND DECEMBER 31, 2017

Note 5. INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED):

In accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the trustee certified information regarding the cost and fair value of all investments and notes receivable from participant transactions held at December 31, 2018 and December 31, 2017 and investment and notes receivable from participant transactions entered into during 2018, which was used in the preparation of the accompanying financial statements and supplemental schedule.

Note 6. FAIR VALUE MEASUREMENTS:

Professional accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under professional accounting standards are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical or liabilities in active markets that the plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Note 6. FAIR VALUE MEASUREMENTS (Continued):

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:

Mutual Funds: Valued at the net asset value of shares held by the plan at year end.

Benefit responsive investments: Valued based on the credited rate or the underlying unit value communicated to the plan. Any market value adjustment or surrender charge will be based on the formulas and schedules in the contract.

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

The following tables set forth by level, the fair value hierarchy, and the plan's investments at fair value:

Investments at Fair Value as of December 31, 2018

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 17,775,492	$ -	$ -	$ 17,775,492
Total assets in the fair value heirarchy	$ 17,775,492	$ -	$ -	$ 17,775,492
Investments measured at NAV practical expedient				79,856
Investments at fair value				$ 17,855,348

Investments at Fair Value as of December 31, 2017

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 17,141,789	$ -	$ -	$ 17,141,789
Total assets in the fair value heirarchy	$ 17,141,789	$ -	$ -	$ 17,141,789
Investments measured at NAV practical expedient				57,364
Investments at fair value				$ 17,199,153

Note 7. BENEFIT RESPONSIVE INVESTMENTS:

The Plan entered into a benefit-responsive investment contract with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Fidelity Managed Income Portfolio Class 1 are not considered Guaranteed Interest Contracts and there are no stated minimum or maximum interest rates.

As described in Note 2, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to benefit-responsive investments. Contract values, as reported to the Plan by Fidelity, represent contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events may include but are not limited to: amendment to the administration of the fund, merge or consolidation of investors, group terminations or layoffs, implementation of an early retirement program, termination or partial termination of the fund, failure to meet certain tax qualifications, participant communication that is designed to influence participants not to invest in the fund, transfer to competing options without meeting the equity wash provisions of the fund, and plan sponsor withdrawal without the appropriate notice to the fund and/or issuer.

As of December 31, 2018 and December 31, 2017, the Plan held $79,856 and $57,364, respectively, in Fidelity Managed Income Portfolio Class 1.

Note 8. INCOME TAX STATUS:

The Plan is a defined contribution plan designed to qualify as a tax-exempt plan under the Internal Revenue Code (IRC). A favorable determination letter from the Internal Revenue Service was received on March 31, 2014, regarding the qualified status of the prototype plan on which the terms of the Plan are based. The Plan has not filed for a separate determination letter; however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for federal or state income taxes has been made.

Note 9. PLAN TERMINATION:

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

Note 10. RELATED PARTY TRANSACTIONS:

Certain plan investments are managed by Fidelity Management Trust Company. Fees paid by the Plan for services amounted to $60,339 for the year ended December 31, 2018. These transactions qualify as party-in-interest transactions, which are exempt from the ERISA prohibited transaction rules.

Note 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2018:

Net assets available for benefits per the financial statements	$	18,806,438
Employer contributions receivable as of December 31, 2018		(210,475)
Employee contributions receivable as of December 31, 2018		(18,618)
Lost earnings receivable as of December 31, 2018		(798)
Contributions refundable as of December 31, 2018		6,700
FMV adjustment on benefit responsive investment as of December 31, 2018		(848)
Rounding		(2)
Net assets available for benefits per the Form 5500	$	18,582,397

The following is a reconciliation of the increase in net assets per the financial statements to Form 5500 for the year ended December 31, 2018:

Increase in net assets per the financial statements	$	709,627
Employee contributions receivable as of December 31, 2018		(18,618)
Employer contributions receivable as of December 31, 2018		(210,475)
Employee contributions receivable as of December 31, 2017		53,086
Employer contributions receivable as of December 31, 2017		150,878
Contributions refundable as of December 31, 2017		(107)
Contributions refundable as of December 31, 2018		6,700
Lost earnings receivable as of December 31, 2017		2,789
Lost earnings receivable as of December 31, 2018		(798)
FMV adjustment on benefit responsive investment as of December 31, 2017		163
FMV adjustment on benefit responsive investment as of December 31, 2018		(848)
Rounding		(2)
Increase in net assets per the Form 5500	$	692,395

HORNBLOWER GROUP, INC.
401(k) PLAN

SUPPLEMENTAL INFORMATION

HORNBLOWER GROUP, INC.
401(k) PLAN
PLAN NUMBER – 001, EIN 94-3460564

SCHEDULE OF ASSETS HELD FOR INVESTMENT
FORM 5500, LINE 27a – Schedule H, Line 4i
(Required by ERISA Sec. 103(b)(3)(c))

AS OF DECEMBER 31, 2018

(a)	(b) Identify of Issuer	(c) Description of Investment	(e) Current Value
*	Funds held by Fidelity Management Trust Company:		
	Vanguard Target Ret 2030	Mutual Fund	$ 2,593,264
	Vanguard Target Ret 2020	Mutual Fund	1,974,047
	Vanguard Target Ret 2035	Mutual Fund	1,738,341
	Vanguard Target Ret 2025	Mutual Fund	1,733,352
	Vanguard Target Ret 2015	Mutual Fund	1,686,108
	Vanguard Target Ret 2045	Mutual Fund	1,511,557
	Vanguard Target Ret 2040	Mutual Fund	1,471,233
	Vanguard Target Ret 2050	Mutual Fund	1,305,048
	Vanguard Target Ret 2055	Mutual Fund	1,026,647
	Vanguard 500 Index ADM	Mutual Fund	590,518
	MFS Growth R4	Mutual Fund	402,516
	Vanguard Target RET 2060	Mutual Fund	234,968
	Vanguard Target RET INC	Mutual Fund	224,085
	PRU TOT Return BD Z	Mutual Fund	214,749
	Pimco Income Inst	Mutual Fund	146,311
	DFA Intl Core Eq I	Mutual Fund	139,903
	Vanguard TOT INTL STK AD	Mutual Fund	104,763
	Vanguard SM Cap IDX ADM	Mutual Fund	99,254
*	Fidelity GOVT MM	Money Market	93,295
	TRP QM US SM-CP GR	Mutual Fund	80,208
*	Managed Income Portfolio Class 1	Benefit-responsive investment	79,856
	Vanguard Midcap IDX ADM	Mutual Fund	79,211
	INVS DIVRS DIVD RS	Mutual Fund	76,775
	OPPHMR INTL GROWTH I	Mutual Fund	60,696
	Vanguard Infl Prot SEC	Mutual Fund	54,120
	DFA US Target Val I	Mutual Fund	53,646
	MFS MID CAP Value R4	Mutual Fund	52,450
	MM Select Mid Cap Growth I	Mutual Fund	28,427
	Total investments		$ 17,855,348
	Participant loans	4.25-6.75%	$ 727,899

* Represents a party in interest to the Plan
Column (d), Cost Information, is not applicable.

See notes to financial statements.

HORNBLOWER GROUP, INC.
401(k) PLAN
PLAN NUMBER – 001, EIN 94-3460564

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FORM 5500, Schedule H, Part IV, Line 4a
(Required by ERISA Sec. 103(b)(3)(c))

FOR THE YEAR ENDED DECEMBER 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			
Check here if Late Participant Loan and Re-Payments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Totally Fully Corrected Under VFCP and PTE 2002-51
X		$ 479,357		
Lost earnings		$ 798		

Note: This covers delinquent contributions in 2018.

HORNBLOWER GROUP, INC.
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND DECEMBER 31, 2017



HORNBLOWER GROUP, INC.
401(k) PLAN

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RINA Accountancy LLP
475 – 14th Street , Suite 1200, Oakland, CA 94612
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Independent Auditor's Report

Plan Administrator
Hornblower Group, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Hornblower Group, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and December 31, 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.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2018 and December 31, 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion Report

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 assets held for investment and delinquent participant contributions as of December 31, 2018, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on 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 auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974.



Certified Public Accountants

Oakland, California
October 14, 2019

HORNBLOWER GROUP, INC.
401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2018	December 31, 2017
ASSETS:		
Investments	$ 17,855,348	$ 17,199,153
Notes receivable from participants	727,899	691,012
Employee contribution receivable	18,618	53,086
Employer contribution receivable	210,475	150,878
Lost earnings receivable	798	2,789
TOTAL ASSETS	18,813,138	18,096,918
LIABILITIES:		
Contributions refundable	6,700	107
TOTAL LIABILITIES	6,700	107
NET ASSETS AVAILABLE FOR BENEFITS	$ 18,806,438	$ 18,096,811

See notes to financial statements.

HORNBLOWER GROUP, INC.
401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2018

ADDITIONS:		
Investment income attributed to:		
Interest and dividend income	$	589,519
Interest income on notes receivable from participants		36,643
Contributions:		
Employee deferrals		2,718,659
Rollover contributions		65,887
Employer contributions		394,122
Total contributions		3,178,668
TOTAL ADDITIONS		3,804,830
DEDUCTIONS:		
Net depreciation in fair value of investments		1,732,180
Benefit distributions		1,302,684
Administration fees		60,339
TOTAL DEDUCTIONS		3,095,203
NET INCREASE		709,627
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		18,096,811
End of year	$	18,806,438

See notes to financial statements.

HORNBLOWER GROUP, INC.
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS – DECEMBER 31, 2018 AND DECEMBER 31, 2017

Note 1. DESCRIPTION OF THE PLAN:

The following brief description of the Hornblower Group, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement for more complete information.

General:

The Plan was established on January 1, 2014 to provide retirement benefits for employees of Hornblower Group, Inc. Effective August 1, 2016, the participating entities in the Plan include: Hornblower Yachts, LLC, Alcatraz Cruises, LLC, Statue Cruises, LLC, Hornblower New York, LLC, Liberty Hospitality, LLC, Liberty Landing Ferries, LLC, Hornblower Cable Cars, Inc., and HNY Ferry, LLC. The Plan is a defined contribution 401(k) plan covering all the employees of Hornblower Group, Inc. (the "Company"). Employees that are 21 years of age or older are eligible after 3 months of employment to participate in the Plan and may begin deferring a portion of their compensation on the first day of the month coinciding with or next following eligibility. Non-resident aliens, leased employees, interns and union employees (unless the bargaining agreement provides for coverage) are not eligible to participate in the plan. For the purpose of the Prevailing Wage Contributions, any Government Contract employee is eligible to participate on the date of hire and will enter the plan on that date. Statue Cruises' employees covered under a collective bargaining agreement are subject to additional hour requirements. Effective June 1, 2016, any employee hired after April 1, 2016 will be automatically enrolled in the Plan upon meeting eligibility criteria with an initial pre-tax deferral contribution of 3%. Please refer to the plan document for further information concerning the plan.

The Plan is subject to the Provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and Section 401(a) of the Internal Revenue Code.

Plan administration:

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

Participant contributions:

Participants may make voluntary contributions up to 100% of their compensation as defined in the Plan, limited to $18,500 and $18,000 of compensation for the years ended December 31, 2018 and December 31, 2017, respectively. Individuals age 50 or older are allowed to make additional catch-up contributions of $6,000 in 2018 and 2017. Roth deferrals are permitted. A participant may increase or decrease the amount of contributions at the beginning of each payroll period.

Employer contributions:

The Company makes discretionary matching contributions. For the years ended December 31, 2018 and December 31, 2017, the matching contributions equaled 10% of each participant's contributions. In applying this matching percentage, however, salary deferrals that exceeded 5% of compensation for the year were not considered. The maximum match was 0.5% of compensation for the year. For Statue Cruises' Union employees, the matching contribution shall be equal to 3% of gross salary. Catch-up contributions are also subject to the matching contribution.

Note 1. DESCRIPTION OF THE PLAN (Continued):

Employer contributions (Continued):

The Company may also make an annual discretionary profit-sharing contribution at the option of the Company's board of directors, subject to limitations imposed by applicable provision of the Internal Revenue Code. The Company did not make any discretionary profit sharing contributions for the years ended December 31, 2018 and December 31, 2017.

The Plan Sponsor will make a prevailing wage contribution on behalf of each Participant who performs services subject to the Service Contract Act, Davis-Bacon Act or similar Federal, State, or Municipal prevailing wage statute. The prevailing wage contribution shall equal to a dollar amount to be determined each year under Prevailing Wage Law.

Participant accounts:

Each participant's account is credited with the participant's contributions, the Company's matching contributions and allocations of the Company's profit-sharing contributions and Plan investment earnings or losses and is charged with an allocation of investment expenses. Allocations are based on participant earnings or account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Administrative expenses:

The Company has elected to fund certain administrative costs other than those associated with certain participant directed transactions, such as participant loan fees.

Investment options:

Upon enrollment in the Plan, a participant may direct the investment of his or her account balance into the various investment funds offered under Fidelity Management Trust Company, the trustee of the Plan.

Notes receivable from participants:

Under the terms of the Plan, participants may borrow from their vested account balances. The minimum loan amount is $1,000 and the maximum amount is the lesser of one-half of the participant's vested account balance or $50,000.

The loans are secured by the balance in the participant's account. The term of the loan is not to exceed five years for all loans except loans used to acquire a Participant's principal residence. Interest rates are determined by the Administrator based on the prevailing interest rate. Three outstanding loans are permitted per participant. Principal and interest are repaid ratable through payroll deductions and loans are due immediately upon termination of employment.

Vesting:

Participants are immediately 100% vested in their contributions, the prevailing wage contributions and earnings thereon. Vesting in the Company's discretionary profit sharing and matching contributions is based on years of continuous service. Vesting is based on a five-year graded scale, where a participant is 20% vested after one year of credited service and 100% vested after five years of credited service. Participants are 100% vested in Company contributions in the event of death, disability or attainment of normal retirement age as defined in the Plan agreement.

Note 1. DESCRIPTION OF THE PLAN (Continued):

Forfeited accounts:

The non-vested portion of a terminated participant's account balance is forfeited. Forfeited accounts are applied to offset expenses of the Plan, to reduce employer matching contributions, to reduce employer profit sharing contributions and then to reduce an employer contribution other than a prevailing wage contribution. At December 31, 2018 and December 31, 2017, forfeited non-vested accounts totaled $69,017 and $52,583, respectively. For the year ended December 31, 2018, $9,212 of forfeitures were used to offset expenses of the Plan. For the year ended December 31, 2017, no forfeitures were used to offset expenses of the Plan or reduce employer matching contributions.

Payment of benefits:

Participant contributions are available for withdrawal at the participant's death, retirement, total disability, or termination of employment with the Company. Participants who qualify for benefits and withdrawals may elect to receive their benefits in the form of a lump sum distribution or in monthly installments. If at the time of termination, a participant's account balance is in excess of $5,000 the participant may elect to have his vested account balance distributed to him as soon as possible. If the vested account balance does not exceed $5,000, a distribution will be made regardless of whether consent is obtained as soon as administratively possible following termination.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Method of accounting:

The financial statements are prepared using the accrual basis of accounting and in accordance with ERISA.

Investment valuation and income recognition:

Investments are generally included in the financial statements at fair value as reported to the Plan by the trustee or asset custodians. Shares are stated at quoted market value. Gains and losses on investments are recognized in the period in which the appreciation or depreciation occurs. The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in fair value of investments, which consists of the net realized gains or losses and unrealized appreciation or depreciation on those investments.

As described in professional accounting standards, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Under FASB ASU 2015-12, the amount presented as contract value is now presented as fair value.

In addition, investments measured at fair value using net asset value (NAV) as a practical expedient are no longer categorized within the fair value hierarchy.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued):

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 expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 and December 31, 2017. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Purchases and sales:

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation includes gains and losses on investments bought and sold, as well as held during the year.

Payment of benefits:

Benefits are recorded when paid.

Excess participant contributions payable:

The Plan failed certain contribution testing stipulated by the Department of Labor (DOL). In order to comply with the DOL's regulations, the Plan was required to refund excess contributions made by certain participants. As of December 31, 2018 and December 31, 2017, the Plan was required to refund $6,700 and $107, respectively. The refunds were remitted to the participants subsequent to year-end.

Subsequent events:

The administrative committee has evaluated events through October 14, 2019, the date which the financial statements were available for issue.

Note 3. NATURE OF ESTIMATES:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Administrative Committee to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Note 4. SIGNIFICANT CONCENTRATION OF CREDIT RISK:

The Plan invests in various investments securities. These investments are exposed to various risks, such as credit, interest rate and market. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in value of investment securities, it is at least reasonably possible that changes in risk in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTES TO FINANCIAL STATEMENTS – DECEMBER 31, 2018 AND DECEMBER 31, 2017

Note 5. INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED):

In accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the trustee certified information regarding the cost and fair value of all investments and notes receivable from participant transactions held at December 31, 2018 and December 31, 2017 and investment and notes receivable from participant transactions entered into during 2018, which was used in the preparation of the accompanying financial statements and supplemental schedule.

Note 6. FAIR VALUE MEASUREMENTS:

Professional accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under professional accounting standards are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical or liabilities in active markets that the plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Note 6. FAIR VALUE MEASUREMENTS (Continued):

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:

Mutual Funds: Valued at the net asset value of shares held by the plan at year end.

Benefit responsive investments: Valued based on the credited rate or the underlying unit value communicated to the plan. Any market value adjustment or surrender charge will be based on the formulas and schedules in the contract.

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

The following tables set forth by level, the fair value hierarchy, and the plan's investments at fair value:

Investments at Fair Value as of December 31, 2018

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 17,775,492	$ -	$ -	$ 17,775,492
Total assets in the fair value heirarchy	$ 17,775,492	$ -	$ -	$ 17,775,492
Investments measured at NAV practical expedient				79,856
Investments at fair value				$ 17,855,348

Investments at Fair Value as of December 31, 2017

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 17,141,789	$ -	$ -	$ 17,141,789
Total assets in the fair value heirarchy	$ 17,141,789	$ -	$ -	$ 17,141,789
Investments measured at NAV practical expedient				57,364
Investments at fair value				$ 17,199,153

Note 7. BENEFIT RESPONSIVE INVESTMENTS:

The Plan entered into a benefit-responsive investment contract with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Fidelity Managed Income Portfolio Class 1 are not considered Guaranteed Interest Contracts and there are no stated minimum or maximum interest rates.

As described in Note 2, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to benefit-responsive investments. Contract values, as reported to the Plan by Fidelity, represent contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events may include but are not limited to: amendment to the administration of the fund, merge or consolidation of investors, group terminations or layoffs, implementation of an early retirement program, termination or partial termination of the fund, failure to meet certain tax qualifications, participant communication that is designed to influence participants not to invest in the fund, transfer to competing options without meeting the equity wash provisions of the fund, and plan sponsor withdrawal without the appropriate notice to the fund and/or issuer.

As of December 31, 2018 and December 31, 2017, the Plan held $79,856 and $57,364, respectively, in Fidelity Managed Income Portfolio Class 1.

Note 8. INCOME TAX STATUS:

The Plan is a defined contribution plan designed to qualify as a tax-exempt plan under the Internal Revenue Code (IRC). A favorable determination letter from the Internal Revenue Service was received on March 31, 2014, regarding the qualified status of the prototype plan on which the terms of the Plan are based. The Plan has not filed for a separate determination letter; however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for federal or state income taxes has been made.

Note 9. PLAN TERMINATION:

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

Note 10. RELATED PARTY TRANSACTIONS:

Certain plan investments are managed by Fidelity Management Trust Company. Fees paid by the Plan for services amounted to $60,339 for the year ended December 31, 2018. These transactions qualify as party-in-interest transactions, which are exempt from the ERISA prohibited transaction rules.

Note 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2018:

Net assets available for benefits per the financial statements	$	18,806,438
Employer contributions receivable as of December 31, 2018		(210,475)
Employee contributions receivable as of December 31, 2018		(18,618)
Lost earnings receivable as of December 31, 2018		(798)
Contributions refundable as of December 31, 2018		6,700
FMV adjustment on benefit responsive investment as of December 31, 2018		(848)
Rounding		(2)
Net assets available for benefits per the Form 5500	$	18,582,397

The following is a reconciliation of the increase in net assets per the financial statements to Form 5500 for the year ended December 31, 2018:

Increase in net assets per the financial statements	$	709,627
Employee contributions receivable as of December 31, 2018		(18,618)
Employer contributions receivable as of December 31, 2018		(210,475)
Employee contributions receivable as of December 31, 2017		53,086
Employer contributions receivable as of December 31, 2017		150,878
Contributions refundable as of December 31, 2017		(107)
Contributions refundable as of December 31, 2018		6,700
Lost earnings receivable as of December 31, 2017		2,789
Lost earnings receivable as of December 31, 2018		(798)
FMV adjustment on benefit responsive investment as of December 31, 2017		163
FMV adjustment on benefit responsive investment as of December 31, 2018		(848)
Rounding		(2)
Increase in net assets per the Form 5500	$	692,395

HORNBLOWER GROUP, INC.
401(k) PLAN

SUPPLEMENTAL INFORMATION

HORNBLOWER GROUP, INC.
401(k) PLAN
PLAN NUMBER – 001, EIN 94-3460564

SCHEDULE OF ASSETS HELD FOR INVESTMENT
FORM 5500, LINE 27a – Schedule H, Line 4i
(Required by ERISA Sec. 103(b)(3)(c))

AS OF DECEMBER 31, 2018

(a)	(b) Identify of Issuer	(c) Description of Investment	(e) Current Value
*	Funds held by Fidelity Management Trust Company:		
	Vanguard Target Ret 2030	Mutual Fund	$ 2,593,264
	Vanguard Target Ret 2020	Mutual Fund	1,974,047
	Vanguard Target Ret 2035	Mutual Fund	1,738,341
	Vanguard Target Ret 2025	Mutual Fund	1,733,352
	Vanguard Target Ret 2015	Mutual Fund	1,686,108
	Vanguard Target Ret 2045	Mutual Fund	1,511,557
	Vanguard Target Ret 2040	Mutual Fund	1,471,233
	Vanguard Target Ret 2050	Mutual Fund	1,305,048
	Vanguard Target Ret 2055	Mutual Fund	1,026,647
	Vanguard 500 Index ADM	Mutual Fund	590,518
	MFS Growth R4	Mutual Fund	402,516
	Vanguard Target RET 2060	Mutual Fund	234,968
	Vanguard Target RET INC	Mutual Fund	224,085
	PRU TOT Return BD Z	Mutual Fund	214,749
	Pimco Income Inst	Mutual Fund	146,311
	DFA Intl Core Eq I	Mutual Fund	139,903
	Vanguard TOT INTL STK AD	Mutual Fund	104,763
	Vanguard SM Cap IDX ADM	Mutual Fund	99,254
*	Fidelity GOVT MM	Money Market	93,295
	TRP QM US SM-CP GR	Mutual Fund	80,208
*	Managed Income Portfolio Class 1	Benefit-responsive investment	79,856
	Vanguard Midcap IDX ADM	Mutual Fund	79,211
	INVS DIVRS DIVD RS	Mutual Fund	76,775
	OPPHMR INTL GROWTH I	Mutual Fund	60,696
	Vanguard Infl Prot SEC	Mutual Fund	54,120
	DFA US Target Val I	Mutual Fund	53,646
	MFS MID CAP Value R4	Mutual Fund	52,450
	MM Select Mid Cap Growth I	Mutual Fund	28,427
	Total investments		$ 17,855,348
	Participant loans	4.25-6.75%	$ 727,899

* Represents a party in interest to the Plan
Column (d), Cost Information, is not applicable.

See notes to financial statements.

HORNBLOWER GROUP, INC.
401(k) PLAN
PLAN NUMBER – 001, EIN 94-3460564

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FORM 5500, Schedule H, Part IV, Line 4a
(Required by ERISA Sec. 103(b)(3)(c))

FOR THE YEAR ENDED DECEMBER 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			
Check here if Late Participant Loan and Re-Payments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Totally Fully Corrected Under VFCP and PTE 2002-51
X		$ 479,357		
Lost earnings		$ 798		

Note: This covers delinquent contributions in 2018.

HORNBLOWER GROUP, INC.
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2018 AND DECEMBER 31, 2017



HORNBLOWER GROUP, INC.
401(k) PLAN

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RINA Accountancy LLP
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Independent Auditor's Report

Plan Administrator
Hornblower Group, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Hornblower Group, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2018 and December 31, 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.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2018 and December 31, 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion Report

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 assets held for investment and delinquent participant contributions as of December 31, 2018, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on 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 auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974.



Certified Public Accountants

Oakland, California
October 14, 2019

HORNBLOWER GROUP, INC.
401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2018	December 31, 2017
ASSETS:		
Investments	$ 17,855,348	$ 17,199,153
Notes receivable from participants	727,899	691,012
Employee contribution receivable	18,618	53,086
Employer contribution receivable	210,475	150,878
Lost earnings receivable	798	2,789
TOTAL ASSETS	18,813,138	18,096,918
LIABILITIES:		
Contributions refundable	6,700	107
TOTAL LIABILITIES	6,700	107
NET ASSETS AVAILABLE FOR BENEFITS	$ 18,806,438	$ 18,096,811

See notes to financial statements.

HORNBLOWER GROUP, INC.
401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2018

ADDITIONS:		
Investment income attributed to:		
Interest and dividend income	$	589,519
Interest income on notes receivable from participants		36,643
Contributions:		
Employee deferrals		2,718,659
Rollover contributions		65,887
Employer contributions		394,122
Total contributions		3,178,668
TOTAL ADDITIONS		3,804,830
DEDUCTIONS:		
Net depreciation in fair value of investments		1,732,180
Benefit distributions		1,302,684
Administration fees		60,339
TOTAL DEDUCTIONS		3,095,203
NET INCREASE		709,627
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		18,096,811
End of year	$	18,806,438

See notes to financial statements.

HORNBLOWER GROUP, INC.
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS – DECEMBER 31, 2018 AND DECEMBER 31, 2017

Note 1. DESCRIPTION OF THE PLAN:

The following brief description of the Hornblower Group, Inc. 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement for more complete information.

General:

The Plan was established on January 1, 2014 to provide retirement benefits for employees of Hornblower Group, Inc. Effective August 1, 2016, the participating entities in the Plan include: Hornblower Yachts, LLC, Alcatraz Cruises, LLC, Statue Cruises, LLC, Hornblower New York, LLC, Liberty Hospitality, LLC, Liberty Landing Ferries, LLC, Hornblower Cable Cars, Inc., and HNY Ferry, LLC. The Plan is a defined contribution 401(k) plan covering all the employees of Hornblower Group, Inc. (the "Company"). Employees that are 21 years of age or older are eligible after 3 months of employment to participate in the Plan and may begin deferring a portion of their compensation on the first day of the month coinciding with or next following eligibility. Non-resident aliens, leased employees, interns and union employees (unless the bargaining agreement provides for coverage) are not eligible to participate in the plan. For the purpose of the Prevailing Wage Contributions, any Government Contract employee is eligible to participate on the date of hire and will enter the plan on that date. Statue Cruises' employees covered under a collective bargaining agreement are subject to additional hour requirements. Effective June 1, 2016, any employee hired after April 1, 2016 will be automatically enrolled in the Plan upon meeting eligibility criteria with an initial pre-tax deferral contribution of 3%. Please refer to the plan document for further information concerning the plan.

The Plan is subject to the Provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and Section 401(a) of the Internal Revenue Code.

Plan administration:

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

Participant contributions:

Participants may make voluntary contributions up to 100% of their compensation as defined in the Plan, limited to $18,500 and $18,000 of compensation for the years ended December 31, 2018 and December 31, 2017, respectively. Individuals age 50 or older are allowed to make additional catch-up contributions of $6,000 in 2018 and 2017. Roth deferrals are permitted. A participant may increase or decrease the amount of contributions at the beginning of each payroll period.

Employer contributions:

The Company makes discretionary matching contributions. For the years ended December 31, 2018 and December 31, 2017, the matching contributions equaled 10% of each participant's contributions. In applying this matching percentage, however, salary deferrals that exceeded 5% of compensation for the year were not considered. The maximum match was 0.5% of compensation for the year. For Statue Cruises' Union employees, the matching contribution shall be equal to 3% of gross salary. Catch-up contributions are also subject to the matching contribution.

Note 1. DESCRIPTION OF THE PLAN (Continued):

Employer contributions (Continued):

The Company may also make an annual discretionary profit-sharing contribution at the option of the Company's board of directors, subject to limitations imposed by applicable provision of the Internal Revenue Code. The Company did not make any discretionary profit sharing contributions for the years ended December 31, 2018 and December 31, 2017.

The Plan Sponsor will make a prevailing wage contribution on behalf of each Participant who performs services subject to the Service Contract Act, Davis-Bacon Act or similar Federal, State, or Municipal prevailing wage statute. The prevailing wage contribution shall equal to a dollar amount to be determined each year under Prevailing Wage Law.

Participant accounts:

Each participant's account is credited with the participant's contributions, the Company's matching contributions and allocations of the Company's profit-sharing contributions and Plan investment earnings or losses and is charged with an allocation of investment expenses. Allocations are based on participant earnings or account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Administrative expenses:

The Company has elected to fund certain administrative costs other than those associated with certain participant directed transactions, such as participant loan fees.

Investment options:

Upon enrollment in the Plan, a participant may direct the investment of his or her account balance into the various investment funds offered under Fidelity Management Trust Company, the trustee of the Plan.

Notes receivable from participants:

Under the terms of the Plan, participants may borrow from their vested account balances. The minimum loan amount is $1,000 and the maximum amount is the lesser of one-half of the participant's vested account balance or $50,000.

The loans are secured by the balance in the participant's account. The term of the loan is not to exceed five years for all loans except loans used to acquire a Participant's principal residence. Interest rates are determined by the Administrator based on the prevailing interest rate. Three outstanding loans are permitted per participant. Principal and interest are repaid ratable through payroll deductions and loans are due immediately upon termination of employment.

Vesting:

Participants are immediately 100% vested in their contributions, the prevailing wage contributions and earnings thereon. Vesting in the Company's discretionary profit sharing and matching contributions is based on years of continuous service. Vesting is based on a five-year graded scale, where a participant is 20% vested after one year of credited service and 100% vested after five years of credited service. Participants are 100% vested in Company contributions in the event of death, disability or attainment of normal retirement age as defined in the Plan agreement.

Note 1. DESCRIPTION OF THE PLAN (Continued):

Forfeited accounts:

The non-vested portion of a terminated participant's account balance is forfeited. Forfeited accounts are applied to offset expenses of the Plan, to reduce employer matching contributions, to reduce employer profit sharing contributions and then to reduce an employer contribution other than a prevailing wage contribution. At December 31, 2018 and December 31, 2017, forfeited non-vested accounts totaled $69,017 and $52,583, respectively. For the year ended December 31, 2018, $9,212 of forfeitures were used to offset expenses of the Plan. For the year ended December 31, 2017, no forfeitures were used to offset expenses of the Plan or reduce employer matching contributions.

Payment of benefits:

Participant contributions are available for withdrawal at the participant's death, retirement, total disability, or termination of employment with the Company. Participants who qualify for benefits and withdrawals may elect to receive their benefits in the form of a lump sum distribution or in monthly installments. If at the time of termination, a participant's account balance is in excess of $5,000 the participant may elect to have his vested account balance distributed to him as soon as possible. If the vested account balance does not exceed $5,000, a distribution will be made regardless of whether consent is obtained as soon as administratively possible following termination.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Method of accounting:

The financial statements are prepared using the accrual basis of accounting and in accordance with ERISA.

Investment valuation and income recognition:

Investments are generally included in the financial statements at fair value as reported to the Plan by the trustee or asset custodians. Shares are stated at quoted market value. Gains and losses on investments are recognized in the period in which the appreciation or depreciation occurs. The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in fair value of investments, which consists of the net realized gains or losses and unrealized appreciation or depreciation on those investments.

As described in professional accounting standards, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Under FASB ASU 2015-12, the amount presented as contract value is now presented as fair value.

In addition, investments measured at fair value using net asset value (NAV) as a practical expedient are no longer categorized within the fair value hierarchy.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued):

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 expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 and December 31, 2017. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Purchases and sales:

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation includes gains and losses on investments bought and sold, as well as held during the year.

Payment of benefits:

Benefits are recorded when paid.

Excess participant contributions payable:

The Plan failed certain contribution testing stipulated by the Department of Labor (DOL). In order to comply with the DOL's regulations, the Plan was required to refund excess contributions made by certain participants. As of December 31, 2018 and December 31, 2017, the Plan was required to refund $6,700 and $107, respectively. The refunds were remitted to the participants subsequent to year-end.

Subsequent events:

The administrative committee has evaluated events through October 14, 2019, the date which the financial statements were available for issue.

Note 3. NATURE OF ESTIMATES:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Administrative Committee to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Note 4. SIGNIFICANT CONCENTRATION OF CREDIT RISK:

The Plan invests in various investments securities. These investments are exposed to various risks, such as credit, interest rate and market. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in value of investment securities, it is at least reasonably possible that changes in risk in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTES TO FINANCIAL STATEMENTS – DECEMBER 31, 2018 AND DECEMBER 31, 2017

Note 5. INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED):

In accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the trustee certified information regarding the cost and fair value of all investments and notes receivable from participant transactions held at December 31, 2018 and December 31, 2017 and investment and notes receivable from participant transactions entered into during 2018, which was used in the preparation of the accompanying financial statements and supplemental schedule.

Note 6. FAIR VALUE MEASUREMENTS:

Professional accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under professional accounting standards are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical or liabilities in active markets that the plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Note 6. FAIR VALUE MEASUREMENTS (Continued):

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:

Mutual Funds: Valued at the net asset value of shares held by the plan at year end.

Benefit responsive investments: Valued based on the credited rate or the underlying unit value communicated to the plan. Any market value adjustment or surrender charge will be based on the formulas and schedules in the contract.

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

The following tables set forth by level, the fair value hierarchy, and the plan's investments at fair value:

Investments at Fair Value as of December 31, 2018

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 17,775,492	$ -	$ -	$ 17,775,492
Total assets in the fair value heirarchy	$ 17,775,492	$ -	$ -	$ 17,775,492
Investments measured at NAV practical expedient				79,856
Investments at fair value				$ 17,855,348

Investments at Fair Value as of December 31, 2017

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 17,141,789	$ -	$ -	$ 17,141,789
Total assets in the fair value heirarchy	$ 17,141,789	$ -	$ -	$ 17,141,789
Investments measured at NAV practical expedient				57,364
Investments at fair value				$ 17,199,153

Note 7. BENEFIT RESPONSIVE INVESTMENTS:

The Plan entered into a benefit-responsive investment contract with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Fidelity Managed Income Portfolio Class 1 are not considered Guaranteed Interest Contracts and there are no stated minimum or maximum interest rates.

As described in Note 2, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to benefit-responsive investments. Contract values, as reported to the Plan by Fidelity, represent contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events may include but are not limited to: amendment to the administration of the fund, merge or consolidation of investors, group terminations or layoffs, implementation of an early retirement program, termination or partial termination of the fund, failure to meet certain tax qualifications, participant communication that is designed to influence participants not to invest in the fund, transfer to competing options without meeting the equity wash provisions of the fund, and plan sponsor withdrawal without the appropriate notice to the fund and/or issuer.

As of December 31, 2018 and December 31, 2017, the Plan held $79,856 and $57,364, respectively, in Fidelity Managed Income Portfolio Class 1.

Note 8. INCOME TAX STATUS:

The Plan is a defined contribution plan designed to qualify as a tax-exempt plan under the Internal Revenue Code (IRC). A favorable determination letter from the Internal Revenue Service was received on March 31, 2014, regarding the qualified status of the prototype plan on which the terms of the Plan are based. The Plan has not filed for a separate determination letter; however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for federal or state income taxes has been made.

Note 9. PLAN TERMINATION:

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

Note 10. RELATED PARTY TRANSACTIONS:

Certain plan investments are managed by Fidelity Management Trust Company. Fees paid by the Plan for services amounted to $60,339 for the year ended December 31, 2018. These transactions qualify as party-in-interest transactions, which are exempt from the ERISA prohibited transaction rules.

Note 11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2018:

Net assets available for benefits per the financial statements	$	18,806,438
Employer contributions receivable as of December 31, 2018		(210,475)
Employee contributions receivable as of December 31, 2018		(18,618)
Lost earnings receivable as of December 31, 2018		(798)
Contributions refundable as of December 31, 2018		6,700
FMV adjustment on benefit responsive investment as of December 31, 2018		(848)
Rounding		(2)
Net assets available for benefits per the Form 5500	$	18,582,397

The following is a reconciliation of the increase in net assets per the financial statements to Form 5500 for the year ended December 31, 2018:

Increase in net assets per the financial statements	$	709,627
Employee contributions receivable as of December 31, 2018		(18,618)
Employer contributions receivable as of December 31, 2018		(210,475)
Employee contributions receivable as of December 31, 2017		53,086
Employer contributions receivable as of December 31, 2017		150,878
Contributions refundable as of December 31, 2017		(107)
Contributions refundable as of December 31, 2018		6,700
Lost earnings receivable as of December 31, 2017		2,789
Lost earnings receivable as of December 31, 2018		(798)
FMV adjustment on benefit responsive investment as of December 31, 2017		163
FMV adjustment on benefit responsive investment as of December 31, 2018		(848)
Rounding		(2)
Increase in net assets per the Form 5500	$	692,395

HORNBLOWER GROUP, INC.
401(k) PLAN

SUPPLEMENTAL INFORMATION

HORNBLOWER GROUP, INC.
401(k) PLAN
PLAN NUMBER – 001, EIN 94-3460564

SCHEDULE OF ASSETS HELD FOR INVESTMENT
FORM 5500, LINE 27a – Schedule H, Line 4i
(Required by ERISA Sec. 103(b)(3)(c))

AS OF DECEMBER 31, 2018

(a)	(b) Identify of Issuer	(c) Description of Investment	(e) Current Value
*	Funds held by Fidelity Management Trust Company:		
	Vanguard Target Ret 2030	Mutual Fund	$ 2,593,264
	Vanguard Target Ret 2020	Mutual Fund	1,974,047
	Vanguard Target Ret 2035	Mutual Fund	1,738,341
	Vanguard Target Ret 2025	Mutual Fund	1,733,352
	Vanguard Target Ret 2015	Mutual Fund	1,686,108
	Vanguard Target Ret 2045	Mutual Fund	1,511,557
	Vanguard Target Ret 2040	Mutual Fund	1,471,233
	Vanguard Target Ret 2050	Mutual Fund	1,305,048
	Vanguard Target Ret 2055	Mutual Fund	1,026,647
	Vanguard 500 Index ADM	Mutual Fund	590,518
	MFS Growth R4	Mutual Fund	402,516
	Vanguard Target RET 2060	Mutual Fund	234,968
	Vanguard Target RET INC	Mutual Fund	224,085
	PRU TOT Return BD Z	Mutual Fund	214,749
	Pimco Income Inst	Mutual Fund	146,311
	DFA Intl Core Eq I	Mutual Fund	139,903
	Vanguard TOT INTL STK AD	Mutual Fund	104,763
	Vanguard SM Cap IDX ADM	Mutual Fund	99,254
*	Fidelity GOVT MM	Money Market	93,295
	TRP QM US SM-CP GR	Mutual Fund	80,208
*	Managed Income Portfolio Class 1	Benefit-responsive investment	79,856
	Vanguard Midcap IDX ADM	Mutual Fund	79,211
	INVS DIVRS DIVD RS	Mutual Fund	76,775
	OPPHMR INTL GROWTH I	Mutual Fund	60,696
	Vanguard Infl Prot SEC	Mutual Fund	54,120
	DFA US Target Val I	Mutual Fund	53,646
	MFS MID CAP Value R4	Mutual Fund	52,450
	MM Select Mid Cap Growth I	Mutual Fund	28,427
	Total investments		$ 17,855,348
	Participant loans	4.25-6.75%	$ 727,899

* Represents a party in interest to the Plan
Column (d), Cost Information, is not applicable.

See notes to financial statements.

HORNBLOWER GROUP, INC.
401(k) PLAN
PLAN NUMBER – 001, EIN 94-3460564

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FORM 5500, Schedule H, Part IV, Line 4a
(Required by ERISA Sec. 103(b)(3)(c))

FOR THE YEAR ENDED DECEMBER 31, 2018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			
Check here if Late Participant Loan and Re-Payments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Totally Fully Corrected Under VFCP and PTE 2002-51
X		$ 479,357		
Lost earnings		$ 798		

Note: This covers delinquent contributions in 2018.