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

2019

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
UNION SQUARE HOSPITALITY GROUP, LLC 401(K) DEFERRED PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2004

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)
USHG, LLC

853 BROADWAY
17TH FLOOR
NEW YORK, NY 10003

2b Employer Identification Number (EIN)
13-3981536

2c Plan Sponsor's telephone number
646-747-7209

2d Business code (see instructions)
722511

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.	10/09/2020	ROCCO GARRAMONE
	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 USHG, LLC

c Plan Name UNION SQUARE HOSPITALITY GROUP, LLC 401K(K) DEFERRED PROFIT SHARING PLAN

4b EIN 13-3981536

4d PN 002

5 Total number of participants at the beginning of the plan year	**5**	2755
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)**	2530
a(2) Total number of active participants at the end of the plan year	**6a(2)**	2277
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	313
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	2590
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	2590
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	755
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	29
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D

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) [ ] **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 2019 Form M-1 annual report. If the plan was not required to file the 2019 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.**	**2019** **This Form is Open to Public Inspection.**

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
UNION SQUARE HOSPITALITY GROUP, LLC 401(K) DEFERRED PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
13-3981536

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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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)

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	6291	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

APW CAPITAL INC

22-3526587

(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?
55	ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	35195	Yes [ ] No [X]

(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.
AB HIGH INCOME A - ALLIANCEBERNSTE 18, RUE EUGNE RUPPERT LUXEMBOURG, LU L-245 LU	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.
AF NEW WORLD FUND R4 - AMERICAN FU 95-2566717	0.10%

(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.
ALZGI CONVERTIBLE A - DST ASSET MA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.25%

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.
C&S REAL ESTATE A - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.20%

(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.
CALV GLOBAL WATER A - DST ASSET MA	430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	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.
COL SEL LG CAP VAL A - COLUMBIA MG	PO BOX 219104 KANSAS CITY, MO 64121-9104	0.25%

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.
COL SM CAP IDX A - COLUMBIA MGT IN	PO BOX 219104 KANSAS CITY, MO 64121-9104	0.10%

(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.
EV ATL CAP SMID-CP A - BNY MELLON	P.O. BOX 9793 PROVIDENCE, RI 02940	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.
EV FLOATING RATE A - BNY MELLON IN	P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

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.
EV SH DUR I-P INC A - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	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.
FED HIGH YIELD TR SS - STATE STREE 04-0025081	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.
FED MDT SMCAP GRTH A - STATE STREE 04-0025081	0.35%

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.
LD ABT SH DTN INC R4 - DST SYSTEMS 43-1581814	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.
PIMCO INCOME A - DST ASSET MANAGER 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.20%

(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.
PUTN MORTGAGE SEC A - PUTNAM INVES 04-2539562	0.25%

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.
TMPL GLOBAL BOND A - FRANKLIN TEMP 94-3167260	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 RETIRE BAL R - T. ROWE PRICE S 52-2269240	0.40%

(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 RETIRE 2005 R - T. ROWE PRICE 52-2269240	0.40%

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.
TRP RETIRE 2010 R - T. ROWE PRICE 52-2269240	0.40%

(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 RETIRE 2015 R - T. ROWE PRICE 52-2269240	0.40%

(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 RETIRE 2020 R - T. ROWE PRICE 52-2269240	0.40%

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.
TRP RETIRE 2025 R - T. ROWE PRICE 52-2269240	0.40%

(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 RETIRE 2030 R - T. ROWE PRICE 52-2269240	0.40%

(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 RETIRE 2035 R - T. ROWE PRICE 52-2269240	0.40%

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.
TRP RETIRE 2040 R - T. ROWE PRICE 52-2269240	0.40%

(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 RETIRE 2045 R - T. ROWE PRICE 52-2269240	0.40%

(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 RETIRE 2050 R - T. ROWE PRICE 52-2269240	0.40%

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.
TRP RETIRE 2055 R - T. ROWE PRICE 52-2269240	0.40%

(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 RETIRE 2060 R - T. ROWE PRICE 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
APW CAPITAL INC	55	35195

(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.
NATIONAL FINANCIAL SERVICES LLC 04-3523567	

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 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

2019

This Form is Open to Public Inspection

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
UNION SQUARE HOSPITALITY GROUP, LLC 401(K) DEFERRED PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
13-3981536

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)	181471	191455
(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)	258914	271534
(9) Value of interest in common/collective trusts	1c(9)	0	0
(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)	13343509	19178711
(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	13783894	19641700
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	13783894	19641700

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)	1035099	
(B) Participants	2a(1)(B)	2514808	
(C) Others (including rollovers)	2a(1)(C)	52127	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3602034
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5105	
(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)	11741	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		16846
(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)	890435	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		890435
(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)		0
(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)		2574268
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		7083583
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1214638	
(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)		1214638
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		4848
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)	6291	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6291
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1225777
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5857806
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) ☐ Unmodified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

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

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

(1) Name: COHNREZNICK LLP **(2)** EIN: 22-1478099

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		469326
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		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

2019

This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
UNION SQUARE HOSPITALITY GROUP, LLC 401(K) DEFERRED PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
13-3981536

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):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

Financial Statements
(Modified Cash Basis)
(With Supplementary Information)
and Independent Auditor's Report

December 31, 2019

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Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

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Independent Auditor's Report

To the Plan Administrator
Union Square Hospitality Group, LLC 401(k) Deferred Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Union Square Hospitality Group, LLC 401(k) Deferred Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2019, 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 the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2019 and 2018, and for the year ended December 31, 2019, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Basis of Accounting

We drew attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions (Modified Cash Basis) for the year ended December 31, 2019 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Modified Cash Basis) as of December 31, 2019, are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

CohnReznick LLP

New York, New York
October 6, 2020

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

Statements of Net Assets Available for Benefits
(Modified Cash Basis)
December 31, 2019 and 2018

	2019	2018
Assets		
Investments, at fair value	$ 19,370,166	$ 13,524,980
Notes receivable from participants	271,534	258,914
Net assets available for benefits	$ 19,641,700	$ 13,783,894

See Notes to Financial Statements.

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
Year Ended December 31, 2019

Additions	
Investment income	
Net appreciation in fair value of investments	$ 2,574,268
Interest and dividends	895,540
Total investment income	3,469,808
Interest income on notes receivable from participants	11,741
Contributions	
Employee	2,514,808
Employer	1,035,099
Rollovers	52,127
Total contributions	3,602,034
Total additions	7,083,583
Deductions	
Benefits paid to participants	1,219,486
Administrative expenses	6,291
Total deductions	1,225,777
Net increase in net assets	5,857,806
Net assets available for benefits	
Beginning of year	13,783,894
End of year	$ 19,641,700

See Notes to Financial Statements.

Note 1 - Description of Plan

Union Square Hospitality Group, LLC 401(k) Deferred Profit Sharing Plan (the "Plan") is a defined contribution plan that covers all eligible employees of Union Square Hospitality Group, LLC, USHG, LLC, 215 Tingey St SE FB Management, LLC, 545 West 30th Street F&B Management, Blue Smoke LLC, Blue Smoke 102 North End Ave LLC, Union Square Café II LLC, Daily Provisions, LLC, Daily Provisions Enterprises, LLC, GT Operating Company LLC and its wholly owned subsidiary, Hudson Yards Catering LLC and its wholly-owned subsidiaries, USE LX LLC, Food 2 Lex LLC, Domino Park LLC, 29th Street NY Food and Beverage Operating Company LLC, Porchlight West Chelsea, LLC, Whit Food II LLC, Art Food LLC, Signature 102 North End Ave LLC, 28 Liberty F&B Management, LLC, Martina East Village, LLC, and USE IL Services, LLC (collectively, the "Company" or "Plan Sponsor"). The Plan became effective January 1, 2004.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who have attained the age of 21 and completed one year of service. Employees eligible to participate in the Plan may enter the Plan on the first day of each month. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan administrator is responsible for oversight of the Plan. The Plan Sponsor determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan administrator.

Contributions

The Plan allows employees to defer a portion of their salaries for tax purposes through contributions to the Plan. The amount an employee may contribute is an amount which may not exceed the maximum amount permitted under the Internal Revenue Code (the "Code"). The maximum amount permitted in 2019 is $19,000. In addition, the Plan allows participants that have attained age 50 to make additional catch-up contributions. For 2019, the catch-up limit is $6,000. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers). Participants direct the investment of their contributions into various options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants.

The Company provides 100% matching for nonhighly compensated employees if the employee contributes up to 3% of their annual compensation before taxes. Any contribution between 3% and 5% of their annual compensation will be matched at a rate of 50% of contribution.

Participant accounts and vesting

Each participant's account is credited with the participant's contribution, the Company's matching contributions, as well as allocations of the Plan earnings and charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants are 100% vested in their voluntary contributions, employer qualified nonelective and employer qualified matching contributions to the Plan at all times. The Company may characterize all or a portion of the matching contribution it makes to a participant's account as a qualified matching contribution. Qualified matching contributions are treated as if they were tax-deferred contributions to satisfy

federal nondiscrimination rules. Therefore, like tax-deferred contributions, a participant's vested interest in the value of the qualified matching contributions is always 100%.

The Company may characterize all or a portion of the profit-sharing contribution it makes to a participant's account as a qualified nonelective contribution. Qualified nonelective contributions are treated like tax-deferred contributions to satisfy federal nondiscrimination rules. Therefore, like tax-deferred contributions, a participant's interest in the value of the qualified nonelective contributions is always 100%.

Participants become vested in the matching contributions (other than qualified matching contributions) in accordance with the following schedule:

Years of vesting service	Vested interest
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 or more	100%

The participant's interest in other than qualified employer contributions shall become fully vested at the earliest of the following dates: (a) the date of the participant's death, (b) the date the participant incurs total disability, (c) the date the participant attains normal retirement age, or (d) the date of termination of the Plan.

Notes receivable from participants
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of the participant's vested account balance. The loans are secured by the participant's account balance.

The loans bear interest at a rate of 3.25% to 5.50%, which is based on the prime rate at the date of issue. Principal and interest are paid ratably through weekly payroll deductions.

Payment of benefits
The participant may elect to receive his or her benefit in the form of a lump sum payment, special in-service distributions and/or direct rollover into an IRA or other eligible retirement plan.

In general, the payment of Plan benefits will not be made until April 1 of the calendar year following the calendar year in which the participant reaches the age of 70 and one-half or retires, whichever is earlier. The participant may request the payment of benefits at any time after his or her termination of employment, in which case payment will be made as soon as reasonably practical, provided the applicable consents are obtained.

Forfeitures
At December 31, 2019 and 2018, forfeited nonvested accounts totaled $5,497 and $978, respectively. These accounts will be used to reduce administrative expenses and future employer contributions to the Plan. At December 31, 2019, the total amount used to pay expense was $172. Also, in 2019, employer contributions were reduced by $227 from forfeited nonvested accounts.

Note 2 - Summary of significant accounting policies

Basis of presentation
The financial statements of the Plan are prepared on the modified cash basis of accounting. The primary variances from financial statements prepared under accounting principles generally accepted in the United States of America arise from accounting for investment income and contributions which are recorded when received, and investment and administrative expenses and return of excessive contributions are recorded when paid, rather than recording such items on the accrual basis. Accordingly, the accompanying financial statements are not intended to be presented in conformity with accounting principles generally accepted in the United States of America.

Use of estimates
The preparation of financial statements on the modified cash basis requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Investment valuation and income recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Sponsor determines the Plan's valuation policies utilizing information provided by the investment advisors and trustee. See Note 9 for discussion of fair value measurements.

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

Notes receivable from participants
Notes receivable from participants are measured at their unpaid principal balance. Interest income is recorded when received. Related fees are recorded as administrative expenses and are expensed when paid. No allowance for credit losses has been recorded as of December 31, 2019 and 2018.

Payment of benefits
Benefits are recorded when paid.

Expenses
Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

Subsequent events
The Plan has evaluated subsequent events through October 6, 2020, which is the date the financial statements were available to be issued (see Note 10).

Note 3 - Related party transactions and party-in-interest transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee of certain of the mutual funds as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan made a direct payment to the third-party administrator of $6,291, which was not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the Plan's operations.

Note 4 - Plan termination

Although it has not expressed an intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 5 - Tax status

The Plan has adopted an Internal Revenue Service ("IRS") approved prototype plan and as such believes it is in compliance with the applicable requirements of the Code. The Plan obtained its latest opinion letter on March 31, 2014, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable sections of the Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

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

Note 6 - Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits (modified cash basis).

Note 7 - Certified investments

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Investments and notes receivable from participants held at December 31, 2019 and 2018, and investment income and interest income on notes receivable from participants for the year ended December 31, 2019, that are disclosed in the accompanying financial statements and supplemental schedule of assets (held at end of year) (Schedule H, Line 4i) (modified cash basis), was obtained from information supplied to the Plan administrator and certified as complete and accurate by the trustee of the Plan.

Note 8 - Fair value measurements

The framework for measuring fair value 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") and the lowest priority to unobservable inputs ("Level 3"). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets 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; and
- 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 maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2019 and 2018.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2019 and 2018. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

	2019			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 19,370,166	$ -	$ -	$ 19,370,166
Total investments at fair value	$ 19,370,166	$ -	$ -	$ 19,370,166

	2018			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 13,524,980	$ -	$ -	$ 13,524,980
Total investments at fair value	$ 13,524,980	$ -	$ -	$ 13,524,980

For the years ended December 31, 2019 and 2018, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

Note 9 - Nonexempt transactions

As reported on the supplemental schedule of delinquent participant contributions (Schedule H, Line 4a) (modified cash basis), certain Plan contributions were not remitted to the trust within the time frame specified by the DOL's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company for the year ended December 31, 2018. All delinquent contributions occurred between SSE Holdings LLC and Subsidiaries, an entity that ceased participation in the Plan as of December 31, 2018. During 2019, SSE Holdings LLC and Subsidiaries corrected the delinquent contributions for the year ended December 31, 2019.

Note 10 - Subsequent events

In early 2020, an outbreak of a novel strain of coronavirus ("COVID-19") emerged globally. As a result, events have occurred domestically in the United States and globally, including mandates from federal, state and local authorities, leading to an overall decline in economic activity. The continuation of the effects of COVID-19 could result in significant disruption of global financial markets; however, the ultimate impact of COVID-19 on the financial performance of the Plan's investments cannot be reasonably estimated at this time. Due to COVID-19, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted in 2020. Portions of the CARES Act make changes to existing law including relating to the amount and circumstances permitting penalty-free distributions, and in 2020 Plan Management announced modifications to certain Plan provisions to comply with the CARES Act.

Supplementary Information

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan
EIN: 13-3903967
Plan No.: 002

Schedule H, Line 4a - Schedule Delinquent Participant Contributions
(Modified Cash Basis)
Year Ended December 31, 2019

		Total that constitutes nonexempt prohibited transactions			
Participant contributions transferred late to the Plan	Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside Voluntary Fiduciary Correction Program ("VFCP")	Contributions pending correction in VFCP	Totally fully corrected under VFCP and Prohibited Transaction Exemption 2002-51
$ 469,326	√	$ -	$ 469,326	$ -	$ -

See Independent Auditor's Report.

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan
EIN: 13-3903967
Plan No.: 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
(Modified Cash Basis)
December 31, 2019

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment maturity date, rate of interest, collateral, par or maturity value	(d) Cost (A)	(e) Current value
	Pimco Income Fund	Mutual Fund		$ 75,385
	Columbia Small Cap Index	Mutual Fund		399,659
	Templeton Global Bond Fund	Mutual Fund		43,400
	Cohen & Steers Real Estate Securities Fund, Inc.	Mutual Fund		106,927
	Federated High-Yield Trust Service Shares	Mutual Fund		88,170
	AB High Income Fund	Mutual Fund		16,038
	Eaton Vance Atlanta Capital SMID-Cap	Mutual Fund		309,653
	Putnam U.S. Government Income Fund	Mutual Fund		4,866
	Eaton Vance Floating Rate Fund	Mutual Fund		2,429
	T. Rowe Price Retirement 2005 Fund	Mutual Fund		168
	T. Rowe Price Retirement 2010 Fund	Mutual Fund		28,740
	T. Rowe Price Retirement 2015 Fund	Mutual Fund		8,220
	T. Rowe Price Retirement 2020 Fund	Mutual Fund		640,578
	T. Rowe Price Retirement 2025 Fund	Mutual Fund		812,553
	T. Rowe Price Retirement 2030 Fund	Mutual Fund		907,460
	T. Rowe Price Retirement 2035 Fund	Mutual Fund		1,580,447
	T. Rowe Price Retirement 2040 Fund	Mutual Fund		1,658,899
	T. Rowe Price Retirement 2045 Fund	Mutual Fund		2,325,491
	T. Rowe Price Retirement 2050 Fund	Mutual Fund		3,136,128
	T. Rowe Price Retirement 2055 Fund	Mutual Fund		3,036,226
	T. Rowe Price Retirement 2060 Fund	Mutual Fund		473,413
	T. Rowe Price Retirement Balanced Fund	Mutual Fund		108,026
	Lord Abbet Short Duration Income R4	Mutual Fund		104,351
	American Funds New World Fund- R4	Mutual Fund		108,495
	Federated MDT Small Cap Growth Fund Class A	Mutual Fund		104,214
	Columbia Select Large Cap Growth Fund	Mutual Fund		279,335
	Eaton Vance Short Duration High Income Fund	Mutual Fund		16,217
	AllianzGI Convertible Fund	Mutual Fund		27,567
	Calvert Global Water Fund	Mutual Fund		14,687
*	Fidelity Advisor New Insights Fund	Mutual Fund		352,672
*	Fidelity International Index Fund - Premium	Mutual Fund		335,606
*	Fidelity Mid Cap Index Fund - Premium	Mutual Fund		603,502
*	Fidelity 500 Index Fund - Premium	Mutual Fund		1,461,311
*	Fidelity Advisor New Insights Fund	Mutual Fund		7,878
*	Fidelity Government Money Market Fund - Daily Money	Mutual Fund		191,455
	Total			19,370,166
*	Participant loans	Interest between 3.25%-5.50%, maturing at various dates, secured by participant account balance		271,534
	Total			$ 19,641,700

* Party-in-interest.

(A) Information not required.

See Independent Auditor's Report.

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Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

Financial Statements
(Modified Cash Basis)
(With Supplementary Information)
and Independent Auditor's Report

December 31, 2019

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Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

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Independent Auditor's Report

To the Plan Administrator
Union Square Hospitality Group, LLC 401(k) Deferred Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Union Square Hospitality Group, LLC 401(k) Deferred Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2019, 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 the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2019 and 2018, and for the year ended December 31, 2019, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Basis of Accounting

We drew attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

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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 DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

CohnReznick LLP

New York, New York
October 6, 2020

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

Statements of Net Assets Available for Benefits
(Modified Cash Basis)
December 31, 2019 and 2018

	2019	2018
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See Notes to Financial Statements.

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
Year Ended December 31, 2019

Additions	
Investment income	
Net appreciation in fair value of investments	$ 2,574,268
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Total additions	7,083,583
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Benefits paid to participants	1,219,486
Administrative expenses	6,291
Total deductions	1,225,777
Net increase in net assets	5,857,806
Net assets available for benefits	
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End of year	$ 19,641,700

See Notes to Financial Statements.

Note 1 - Description of Plan

Union Square Hospitality Group, LLC 401(k) Deferred Profit Sharing Plan (the "Plan") is a defined contribution plan that covers all eligible employees of Union Square Hospitality Group, LLC, USHG, LLC, 215 Tingey St SE FB Management, LLC, 545 West 30th Street F&B Management, Blue Smoke LLC, Blue Smoke 102 North End Ave LLC, Union Square Café II LLC, Daily Provisions, LLC, Daily Provisions Enterprises, LLC, GT Operating Company LLC and its wholly owned subsidiary, Hudson Yards Catering LLC and its wholly-owned subsidiaries, USE LX LLC, Food 2 Lex LLC, Domino Park LLC, 29th Street NY Food and Beverage Operating Company LLC, Porchlight West Chelsea, LLC, Whit Food II LLC, Art Food LLC, Signature 102 North End Ave LLC, 28 Liberty F&B Management, LLC, Martina East Village, LLC, and USE IL Services, LLC (collectively, the "Company" or "Plan Sponsor"). The Plan became effective January 1, 2004.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company who have attained the age of 21 and completed one year of service. Employees eligible to participate in the Plan may enter the Plan on the first day of each month. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan administrator is responsible for oversight of the Plan. The Plan Sponsor determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan administrator.

Contributions

The Plan allows employees to defer a portion of their salaries for tax purposes through contributions to the Plan. The amount an employee may contribute is an amount which may not exceed the maximum amount permitted under the Internal Revenue Code (the "Code"). The maximum amount permitted in 2019 is $19,000. In addition, the Plan allows participants that have attained age 50 to make additional catch-up contributions. For 2019, the catch-up limit is $6,000. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers). Participants direct the investment of their contributions into various options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants.

The Company provides 100% matching for nonhighly compensated employees if the employee contributes up to 3% of their annual compensation before taxes. Any contribution between 3% and 5% of their annual compensation will be matched at a rate of 50% of contribution.

Participant accounts and vesting

Each participant's account is credited with the participant's contribution, the Company's matching contributions, as well as allocations of the Plan earnings and charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants are 100% vested in their voluntary contributions, employer qualified nonelective and employer qualified matching contributions to the Plan at all times. The Company may characterize all or a portion of the matching contribution it makes to a participant's account as a qualified matching contribution. Qualified matching contributions are treated as if they were tax-deferred contributions to satisfy

federal nondiscrimination rules. Therefore, like tax-deferred contributions, a participant's vested interest in the value of the qualified matching contributions is always 100%.

The Company may characterize all or a portion of the profit-sharing contribution it makes to a participant's account as a qualified nonelective contribution. Qualified nonelective contributions are treated like tax-deferred contributions to satisfy federal nondiscrimination rules. Therefore, like tax-deferred contributions, a participant's interest in the value of the qualified nonelective contributions is always 100%.

Participants become vested in the matching contributions (other than qualified matching contributions) in accordance with the following schedule:

Years of vesting service	Vested interest
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 or more	100%

The participant's interest in other than qualified employer contributions shall become fully vested at the earliest of the following dates: (a) the date of the participant's death, (b) the date the participant incurs total disability, (c) the date the participant attains normal retirement age, or (d) the date of termination of the Plan.

Notes receivable from participants
Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of the participant's vested account balance. The loans are secured by the participant's account balance.

The loans bear interest at a rate of 3.25% to 5.50%, which is based on the prime rate at the date of issue. Principal and interest are paid ratably through weekly payroll deductions.

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The participant may elect to receive his or her benefit in the form of a lump sum payment, special in-service distributions and/or direct rollover into an IRA or other eligible retirement plan.

In general, the payment of Plan benefits will not be made until April 1 of the calendar year following the calendar year in which the participant reaches the age of 70 and one-half or retires, whichever is earlier. The participant may request the payment of benefits at any time after his or her termination of employment, in which case payment will be made as soon as reasonably practical, provided the applicable consents are obtained.

Forfeitures
At December 31, 2019 and 2018, forfeited nonvested accounts totaled $5,497 and $978, respectively. These accounts will be used to reduce administrative expenses and future employer contributions to the Plan. At December 31, 2019, the total amount used to pay expense was $172. Also, in 2019, employer contributions were reduced by $227 from forfeited nonvested accounts.

Note 2 - Summary of significant accounting policies

Basis of presentation
The financial statements of the Plan are prepared on the modified cash basis of accounting. The primary variances from financial statements prepared under accounting principles generally accepted in the United States of America arise from accounting for investment income and contributions which are recorded when received, and investment and administrative expenses and return of excessive contributions are recorded when paid, rather than recording such items on the accrual basis. Accordingly, the accompanying financial statements are not intended to be presented in conformity with accounting principles generally accepted in the United States of America.

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The preparation of financial statements on the modified cash basis requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

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Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Sponsor determines the Plan's valuation policies utilizing information provided by the investment advisors and trustee. See Note 9 for discussion of fair value measurements.

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

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Notes receivable from participants are measured at their unpaid principal balance. Interest income is recorded when received. Related fees are recorded as administrative expenses and are expensed when paid. No allowance for credit losses has been recorded as of December 31, 2019 and 2018.

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Benefits are recorded when paid.

Expenses
Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

Subsequent events
The Plan has evaluated subsequent events through October 6, 2020, which is the date the financial statements were available to be issued (see Note 10).

Note 3 - Related party transactions and party-in-interest transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee of certain of the mutual funds as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan made a direct payment to the third-party administrator of $6,291, which was not covered by revenue sharing. The Plan Sponsor pays directly any other fees related to the Plan's operations.

Note 4 - Plan termination

Although it has not expressed an intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 5 - Tax status

The Plan has adopted an Internal Revenue Service ("IRS") approved prototype plan and as such believes it is in compliance with the applicable requirements of the Code. The Plan obtained its latest opinion letter on March 31, 2014, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable sections of the Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

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

Note 6 - Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits (modified cash basis).

Note 7 - Certified investments

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Investments and notes receivable from participants held at December 31, 2019 and 2018, and investment income and interest income on notes receivable from participants for the year ended December 31, 2019, that are disclosed in the accompanying financial statements and supplemental schedule of assets (held at end of year) (Schedule H, Line 4i) (modified cash basis), was obtained from information supplied to the Plan administrator and certified as complete and accurate by the trustee of the Plan.

Note 8 - Fair value measurements

The framework for measuring fair value 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") and the lowest priority to unobservable inputs ("Level 3"). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets 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; and
- 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 maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2019 and 2018.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2019 and 2018. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

	2019			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 19,370,166	$ -	$ -	$ 19,370,166
Total investments at fair value	$ 19,370,166	$ -	$ -	$ 19,370,166

	2018			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 13,524,980	$ -	$ -	$ 13,524,980
Total investments at fair value	$ 13,524,980	$ -	$ -	$ 13,524,980

For the years ended December 31, 2019 and 2018, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

Note 9 - Nonexempt transactions

As reported on the supplemental schedule of delinquent participant contributions (Schedule H, Line 4a) (modified cash basis), certain Plan contributions were not remitted to the trust within the time frame specified by the DOL's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company for the year ended December 31, 2018. All delinquent contributions occurred between SSE Holdings LLC and Subsidiaries, an entity that ceased participation in the Plan as of December 31, 2018. During 2019, SSE Holdings LLC and Subsidiaries corrected the delinquent contributions for the year ended December 31, 2019.

Note 10 - Subsequent events

In early 2020, an outbreak of a novel strain of coronavirus ("COVID-19") emerged globally. As a result, events have occurred domestically in the United States and globally, including mandates from federal, state and local authorities, leading to an overall decline in economic activity. The continuation of the effects of COVID-19 could result in significant disruption of global financial markets; however, the ultimate impact of COVID-19 on the financial performance of the Plan's investments cannot be reasonably estimated at this time. Due to COVID-19, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted in 2020. Portions of the CARES Act make changes to existing law including relating to the amount and circumstances permitting penalty-free distributions, and in 2020 Plan Management announced modifications to certain Plan provisions to comply with the CARES Act.

Supplementary Information

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan
EIN: 13-3903967
Plan No.: 002

Schedule H, Line 4a - Schedule Delinquent Participant Contributions
(Modified Cash Basis)
Year Ended December 31, 2019

		Total that constitutes nonexempt prohibited transactions			
Participant contributions transferred late to the Plan	Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside Voluntary Fiduciary Correction Program ("VFCP")	Contributions pending correction in VFCP	Totally fully corrected under VFCP and Prohibited Transaction Exemption 2002-51
$ 469,326	√	$ -	$ 469,326	$ -	$ -

See Independent Auditor's Report.

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan
EIN: 13-3903967
Plan No.: 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
(Modified Cash Basis)
December 31, 2019

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment maturity date, rate of interest, collateral, par or maturity value	(d) Cost (A)	(e) Current value
	Pimco Income Fund	Mutual Fund		$ 75,385
	Columbia Small Cap Index	Mutual Fund		399,659
	Templeton Global Bond Fund	Mutual Fund		43,400
	Cohen & Steers Real Estate Securities Fund, Inc.	Mutual Fund		106,927
	Federated High-Yield Trust Service Shares	Mutual Fund		88,170
	AB High Income Fund	Mutual Fund		16,038
	Eaton Vance Atlanta Capital SMID-Cap	Mutual Fund		309,653
	Putnam U.S. Government Income Fund	Mutual Fund		4,866
	Eaton Vance Floating Rate Fund	Mutual Fund		2,429
	T. Rowe Price Retirement 2005 Fund	Mutual Fund		168
	T. Rowe Price Retirement 2010 Fund	Mutual Fund		28,740
	T. Rowe Price Retirement 2015 Fund	Mutual Fund		8,220
	T. Rowe Price Retirement 2020 Fund	Mutual Fund		640,578
	T. Rowe Price Retirement 2025 Fund	Mutual Fund		812,553
	T. Rowe Price Retirement 2030 Fund	Mutual Fund		907,460
	T. Rowe Price Retirement 2035 Fund	Mutual Fund		1,580,447
	T. Rowe Price Retirement 2040 Fund	Mutual Fund		1,658,899
	T. Rowe Price Retirement 2045 Fund	Mutual Fund		2,325,491
	T. Rowe Price Retirement 2050 Fund	Mutual Fund		3,136,128
	T. Rowe Price Retirement 2055 Fund	Mutual Fund		3,036,226
	T. Rowe Price Retirement 2060 Fund	Mutual Fund		473,413
	T. Rowe Price Retirement Balanced Fund	Mutual Fund		108,026
	Lord Abbet Short Duration Income R4	Mutual Fund		104,351
	American Funds New World Fund- R4	Mutual Fund		108,495
	Federated MDT Small Cap Growth Fund Class A	Mutual Fund		104,214
	Columbia Select Large Cap Growth Fund	Mutual Fund		279,335
	Eaton Vance Short Duration High Income Fund	Mutual Fund		16,217
	AllianzGI Convertible Fund	Mutual Fund		27,567
	Calvert Global Water Fund	Mutual Fund		14,687
*	Fidelity Advisor New Insights Fund	Mutual Fund		352,672
*	Fidelity International Index Fund - Premium	Mutual Fund		335,606
*	Fidelity Mid Cap Index Fund - Premium	Mutual Fund		603,502
*	Fidelity 500 Index Fund - Premium	Mutual Fund		1,461,311
*	Fidelity Advisor New Insights Fund	Mutual Fund		7,878
*	Fidelity Government Money Market Fund - Daily Money	Mutual Fund		191,455
	Total			19,370,166
*	Participant loans	Interest between 3.25%-5.50%, maturing at various dates, secured by participant account balance		271,534
	Total			$ 19,641,700

* Party-in-interest.

(A) Information not required.

See Independent Auditor's Report.

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Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

Financial Statements
(Modified Cash Basis)
(With Supplementary Information)
and Independent Auditor's Report

December 31, 2019

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Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

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Independent Auditor's Report

To the Plan Administrator
Union Square Hospitality Group, LLC 401(k) Deferred Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Union Square Hospitality Group, LLC 401(k) Deferred Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2019 and 2018, and the related statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2019, 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 the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2019 and 2018, and for the year ended December 31, 2019, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Basis of Accounting

We drew attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions (Modified Cash Basis) for the year ended December 31, 2019 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Modified Cash Basis) as of December 31, 2019, are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

CohnReznick LLP

New York, New York
October 6, 2020

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

Statements of Net Assets Available for Benefits
(Modified Cash Basis)
December 31, 2019 and 2018

	2019	2018
Assets		
Investments, at fair value	$ 19,370,166	$ 13,524,980
Notes receivable from participants	271,534	258,914
Net assets available for benefits	$ 19,641,700	$ 13,783,894

See Notes to Financial Statements.

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
Year Ended December 31, 2019

Additions	
Investment income	
Net appreciation in fair value of investments	$ 2,574,268
Interest and dividends	895,540
Total investment income	3,469,808
Interest income on notes receivable from participants	11,741
Contributions	
Employee	2,514,808
Employer	1,035,099
Rollovers	52,127
Total contributions	3,602,034
Total additions	7,083,583
Deductions	
Benefits paid to participants	1,219,486
Administrative expenses	6,291
Total deductions	1,225,777
Net increase in net assets	5,857,806
Net assets available for benefits	
Beginning of year	13,783,894
End of year	$ 19,641,700

See Notes to Financial Statements.

Note 1 - Description of Plan

Union Square Hospitality Group, LLC 401(k) Deferred Profit Sharing Plan (the "Plan") is a defined contribution plan that covers all eligible employees of Union Square Hospitality Group, LLC, USHG, LLC, 215 Tingey St SE FB Management, LLC, 545 West 30th Street F&B Management, Blue Smoke LLC, Blue Smoke 102 North End Ave LLC, Union Square Café II LLC, Daily Provisions, LLC, Daily Provisions Enterprises, LLC, GT Operating Company LLC and its wholly owned subsidiary, Hudson Yards Catering LLC and its wholly-owned subsidiaries, USE LX LLC, Food 2 Lex LLC, Domino Park LLC, 29th Street NY Food and Beverage Operating Company LLC, Porchlight West Chelsea, LLC, Whit Food II LLC, Art Food LLC, Signature 102 North End Ave LLC, 28 Liberty F&B Management, LLC, Martina East Village, LLC, and USE IL Services, LLC (collectively, the "Company" or "Plan Sponsor"). The Plan became effective January 1, 2004.

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Note 4 - Plan termination

Although it has not expressed an intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 5 - Tax status

The Plan has adopted an Internal Revenue Service ("IRS") approved prototype plan and as such believes it is in compliance with the applicable requirements of the Code. The Plan obtained its latest opinion letter on March 31, 2014, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable sections of the Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

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

Note 6 - Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits (modified cash basis).

Note 7 - Certified investments

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Investments and notes receivable from participants held at December 31, 2019 and 2018, and investment income and interest income on notes receivable from participants for the year ended December 31, 2019, that are disclosed in the accompanying financial statements and supplemental schedule of assets (held at end of year) (Schedule H, Line 4i) (modified cash basis), was obtained from information supplied to the Plan administrator and certified as complete and accurate by the trustee of the Plan.

Note 8 - Fair value measurements

The framework for measuring fair value 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") and the lowest priority to unobservable inputs ("Level 3"). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets 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; and
- 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 maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2019 and 2018.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2019 and 2018. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

	2019			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 19,370,166	$ -	$ -	$ 19,370,166
Total investments at fair value	$ 19,370,166	$ -	$ -	$ 19,370,166

	2018			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 13,524,980	$ -	$ -	$ 13,524,980
Total investments at fair value	$ 13,524,980	$ -	$ -	$ 13,524,980

For the years ended December 31, 2019 and 2018, there were no significant transfers between Levels 1 and 2 and no transfers in or out of Level 3.

Note 9 - Nonexempt transactions

As reported on the supplemental schedule of delinquent participant contributions (Schedule H, Line 4a) (modified cash basis), certain Plan contributions were not remitted to the trust within the time frame specified by the DOL's Regulation 29 (CFR 2510.3-102), thus constituting nonexempt transactions between the Plan and the Company for the year ended December 31, 2018. All delinquent contributions occurred between SSE Holdings LLC and Subsidiaries, an entity that ceased participation in the Plan as of December 31, 2018. During 2019, SSE Holdings LLC and Subsidiaries corrected the delinquent contributions for the year ended December 31, 2019.

Note 10 - Subsequent events

In early 2020, an outbreak of a novel strain of coronavirus ("COVID-19") emerged globally. As a result, events have occurred domestically in the United States and globally, including mandates from federal, state and local authorities, leading to an overall decline in economic activity. The continuation of the effects of COVID-19 could result in significant disruption of global financial markets; however, the ultimate impact of COVID-19 on the financial performance of the Plan's investments cannot be reasonably estimated at this time. Due to COVID-19, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted in 2020. Portions of the CARES Act make changes to existing law including relating to the amount and circumstances permitting penalty-free distributions, and in 2020 Plan Management announced modifications to certain Plan provisions to comply with the CARES Act.

Supplementary Information

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan
EIN: 13-3903967
Plan No.: 002

Schedule H, Line 4a - Schedule Delinquent Participant Contributions
(Modified Cash Basis)
Year Ended December 31, 2019

		Total that constitutes nonexempt prohibited transactions			
Participant contributions transferred late to the Plan	Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside Voluntary Fiduciary Correction Program ("VFCP")	Contributions pending correction in VFCP	Totally fully corrected under VFCP and Prohibited Transaction Exemption 2002-51
$ 469,326	√	$ -	$ 469,326	$ -	$ -

See Independent Auditor's Report.

Union Square Hospitality Group, LLC
401(k) Deferred Profit Sharing Plan
EIN: 13-3903967
Plan No.: 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
(Modified Cash Basis)
December 31, 2019

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment maturity date, rate of interest, collateral, par or maturity value	(d) Cost (A)	(e) Current value
	Pimco Income Fund	Mutual Fund		$ 75,385
	Columbia Small Cap Index	Mutual Fund		399,659
	Templeton Global Bond Fund	Mutual Fund		43,400
	Cohen & Steers Real Estate Securities Fund, Inc.	Mutual Fund		106,927
	Federated High-Yield Trust Service Shares	Mutual Fund		88,170
	AB High Income Fund	Mutual Fund		16,038
	Eaton Vance Atlanta Capital SMID-Cap	Mutual Fund		309,653
	Putnam U.S. Government Income Fund	Mutual Fund		4,866
	Eaton Vance Floating Rate Fund	Mutual Fund		2,429
	T. Rowe Price Retirement 2005 Fund	Mutual Fund		168
	T. Rowe Price Retirement 2010 Fund	Mutual Fund		28,740
	T. Rowe Price Retirement 2015 Fund	Mutual Fund		8,220
	T. Rowe Price Retirement 2020 Fund	Mutual Fund		640,578
	T. Rowe Price Retirement 2025 Fund	Mutual Fund		812,553
	T. Rowe Price Retirement 2030 Fund	Mutual Fund		907,460
	T. Rowe Price Retirement 2035 Fund	Mutual Fund		1,580,447
	T. Rowe Price Retirement 2040 Fund	Mutual Fund		1,658,899
	T. Rowe Price Retirement 2045 Fund	Mutual Fund		2,325,491
	T. Rowe Price Retirement 2050 Fund	Mutual Fund		3,136,128
	T. Rowe Price Retirement 2055 Fund	Mutual Fund		3,036,226
	T. Rowe Price Retirement 2060 Fund	Mutual Fund		473,413
	T. Rowe Price Retirement Balanced Fund	Mutual Fund		108,026
	Lord Abbet Short Duration Income R4	Mutual Fund		104,351
	American Funds New World Fund- R4	Mutual Fund		108,495
	Federated MDT Small Cap Growth Fund Class A	Mutual Fund		104,214
	Columbia Select Large Cap Growth Fund	Mutual Fund		279,335
	Eaton Vance Short Duration High Income Fund	Mutual Fund		16,217
	AllianzGI Convertible Fund	Mutual Fund		27,567
	Calvert Global Water Fund	Mutual Fund		14,687
*	Fidelity Advisor New Insights Fund	Mutual Fund		352,672
*	Fidelity International Index Fund - Premium	Mutual Fund		335,606
*	Fidelity Mid Cap Index Fund - Premium	Mutual Fund		603,502
*	Fidelity 500 Index Fund - Premium	Mutual Fund		1,461,311
*	Fidelity Advisor New Insights Fund	Mutual Fund		7,878
*	Fidelity Government Money Market Fund - Daily Money	Mutual Fund		191,455
	Total			19,370,166
*	Participant loans	Interest between 3.25%-5.50%, maturing at various dates, secured by participant account balance		271,534
	Total			$ 19,641,700

* Party-in-interest.

(A) Information not required.

See Independent Auditor's Report.

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