Crimson Wine Group, Ltd
Form 10-K
March 12, 2019
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

[x] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018
OR
[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ___________ to ___________

Commission file number: 000-54866
CRIMSON WINE GROUP, LTD.
(Exact Name of Registrant as Specified in its Charter)

Delaware	13-3607383
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

2700 Napa Valley Corporate Drive, Suite B
Napa, California 94558
(800) 486-0503

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Securities registered pursuant to Section 12(b) of the Act: None.

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value $0.01 per share
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [x]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [x]

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [x] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K [ ].

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer	[ ]	Accelerated filer	[x]
Non-accelerated filer	[ ]	Smaller reporting company	[x]
		Emerging growth company	[x]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [x]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b of the Exchange Act). Yes [ ] No [x]

Based upon the closing sales price of the Registrant's Common Stock as published by the OTC Market Service as of June 30, 2018, the aggregate market value of the Registrant's Common Stock held by non-affiliates was approximately $173,019,000 on that date.

As of March 6, 2019, there were 23,604,783 outstanding shares of the Registrant's Common Stock, par value $0.01 per share.

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ANNUAL REPORT ON FORM 10-K
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PART I

Item 1. Business.

Our Company

Unless the context indicates otherwise, the terms the "Company," "Crimson," "we," "our" or "us" as used herein refer to Crimson Wine Group, Ltd. and its subsidiaries. Crimson has been conducting business since 1991. Prior to February 25, 2013, Crimson was a wholly-owned subsidiary of Jefferies Financial Group Inc. (formerly known as Leucadia National Corporation) ("Jefferies"). On February 1, 2013, Jefferies declared a pro rata dividend of all of the outstanding shares of Crimson's common stock in a manner that was structured to qualify as a tax-free spin-off for U.S. federal income tax purposes (the "Distribution"). Jefferies' common shareholders received one share of Crimson common stock for every ten common shares of Jefferies, with cash in lieu of fractional shares, on February 25, 2013.

Crimson is in the business of producing and selling ultra-premium plus wines (i.e., wines that retail for over $16 per 750ml bottle). Crimson is headquartered in Napa, California and through its wholly-owned subsidiaries owns seven primary wine estates and brands: Pine Ridge Vineyards, Archery Summit, Chamisal Vineyards, Seghesio Family Vineyards, Double Canyon, Seven Hills Winery and Malene Wines.

The wine Crimson makes comes from estate grown grapes as well as grapes and bulk wine purchased under contract and on the spot-market. Our business model is a combination of direct to consumer sales and wholesale distributor sales. References to cases of wine herein refer to nine-liter equivalent cases.

Mission, Purpose and Strategy

Our mission and purpose is as follows:

As owners of exceptional vineyards in premier wine growing regions, we are committed to crafting benchmark wines for the pleasure and benefit of those we serve.

Using our three strategic pillars of quality, focus and growth as guides, we seek to enrich lives through uniquely wonderful wine experiences.

Quality. We own exceptional vineyards in premier winegrowing regions across California, Oregon and Washington. We farm our vineyards in a thoughtful, sustainable way with the goal of producing the highest quality grapes and wines possible. As part of executing this strategy, Crimson currently owns or leases approximately 986 plantable acres of vineyard land. The Company continues to assess other opportunities to enhance the quality of our vineyard holdings and wine portfolio.

Focus. We currently own seven complementary estate-based winegrowing operations and brands, with each having a unique varietal focus best suited to its specific appellation and region. We have a group of accomplished winegrowing teams who are each responsible for crafting benchmark wines from their respective premier wine growing regions. Many of Crimson's brands are issued ratings or scores by local and national wine rating organizations and we believe our scores are a reflection of our focus on what we do best.

Growth. To support our quality and focus goals, all of our teams, including winegrowing, sales, marketing and administrative are driven towards continuous improvement. The direct to consumer business, which continued to grow in 2018, generates higher gross margins and we intend to continue emphasizing opportunities in this distribution channel in order to further our growth. In particular, the Company is placing increased emphasis on digital and

eCommerce opportunities within direct to consumer. Our wholesale distribution channel continues to drive volume sales to a wide customer market. Our wines are available in all states domestically through our network of over 50 distributors, and our export team served customers in over 35 countries through independent importers and brokers during 2018.

Recent Developments

In 2018, the Company established a home and expanded the team and brand footprint for Malene Wines. The introduction of two Airstream trailers, one for the West Coast and one for the East Coast, provides Malene Wines with an innovative approach to uniquely wonderful wine experiences for off-site events and tasting for consumers and trade. In addition, we created a home and outdoor experience for the West Coast Airstream in the Edna Valley where consumers can join the wine club and gain access to a fresh new series of exclusive Rosés.

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Our Wineries and Vineyards

The following table summarizes the Company's acreage as of December 31, 2018:

	Plantable Acres			
	Owned	Leased	Total	Currently Planted
Pine Ridge Vineyards	158	2	160	150
Archery Summit	106	17	123	102
Chamisal Vineyards and Malene Wines	96	—	96	84
Seghesio Family Vineyards	313	—	313	285
Double Canyon	185	—	185	107
Seven Hills Winery	109	—	109	106
Total	967	19	986	834

Pine Ridge Vineyards

Pine Ridge Vineyards was acquired in 1991 and has been conducting operations since 1978. Pine Ridge Vineyards owns acreage in five Napa Valley appellations-Stags Leap District, Rutherford, Oakville, Carneros and Howell Mountain. The winery at Pine Ridge Vineyards has a permitted annual wine production capacity of up to 300,000 gallons, which equates to approximately 126,000 cases of wine; however, current fermentation and processing capacity is limited to approximately 80,000 cases without additional capital investment. The facility includes areas and equipment for crush, fermentation, aging and bottling processes, and also has a tasting room, hospitality center and administrative offices. Built into the hillside for wine barrel storage are approximately 34,000 square feet of underground caves with a capacity to store up to 5,000 barrels. In addition, there are special event dining areas both indoors and outdoors as well as in the underground caves.

The Pine Ridge Vineyards estate business is focused primarily on the production of high quality Cabernet Sauvignon and Bordeaux-style blends sold by Crimson under the Pine Ridge Vineyards brand name. Pine Ridge Vineyards also produces Chenin Blanc + Viognier, which is sold by Crimson under the Pine Ridge brand name and is made from purchased grapes and bulk wine juice processed at a third party custom winemaking facility with a contracted capacity of up to approximately 110,000 cases for the 2018 harvest year.

Archery Summit

Archery Summit was created by Crimson in 1993. Archery Summit owns acreage in the Dundee Hills American Viticultural Area ("AVA") of Willamette Valley in Oregon. The winery at Archery Summit, situated on an estate vineyard known as Summit Vineyard, has a permitted annual wine production capacity of up to 50,000 gallons, which equates to approximately 21,000 cases of wine; however, current fermentation and processing capacity is limited to approximately 15,000 cases. The facility includes areas and equipment for crush, fermentation, wine aging and storage, in addition to a tasting room, hospitality center and administrative offices. The facility has approximately 8,900 square feet of underground caves for wine barrel storage with a capacity to store over 600 barrels. There are also special event dining areas indoors as well as in the underground caves.

Archery Summit is focused primarily on producing estate grown, expressive single vineyard Pinot Noir and Chardonnay sold by Crimson under the Archery Summit brand name. Archery Summit also produces Vireton Pinot Gris, which is sold by Crimson under the Archery Summit brand name and is made from purchased grapes processed at a third party custom winemaking facility.

Chamisal Vineyards

Chamisal Vineyards was acquired in 2008 and has been conducting operations since 1973. The Chamisal Vineyard was the first vineyard planted in the Edna Valley in 1973. The winery at Chamisal has a permitted annual wine production capacity of up to 480,000 gallons which equates to approximately 200,000 cases of wine. Current capacity available is 200,000 gallons in tanks and barrels which equates to approximately 83,000 cases of wine. The facility includes areas and equipment for crush, fermentation, aging and bottling processes, as well as a tasting room, hospitality center and administrative offices. There are special event dining areas outdoors.

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Chamisal is focused on producing benchmark Chardonnay and single vineyard Pinot Noir all produced from top vineyards in the Central Coast, including both purchased and estate grown grapes. The wines are sold by Crimson under the Chamisal Vineyards brand name.

Seghesio Family Vineyards

Seghesio Family Vineyards was acquired in 2011 and has been conducting operations since 1895. Seghesio Family Vineyards owns acreage in two Sonoma County appellations-Alexander Valley and Russian River Valley. Seghesio Family Vineyards has a long history of growing and producing Zinfandel and Italian varietal wines in the Sonoma region of California. The winery at Seghesio Family Vineyards has a permitted annual wine production and current fermentation capacity of up to 404,000 gallons which equates to approximately 170,000 cases of wine. The facility includes areas and equipment for crush, fermentation, aging, bottling and warehousing, in addition to a tasting room, private hospitality areas and administrative offices. There are indoor and outdoor special event dining areas. In Alexander Valley, Seghesio Family Vineyards also owns a historic non-operating winery, Victorian home and railroad depot, which Crimson intends to convert into educational, tasting and hospitality experiences and potentially incremental production facilities.

Seghesio Family Vineyards is focused on producing estate grown, world class Zinfandel and Italian varietal wines as well as a heritage Old Vine Zinfandel and Sonoma County Zinfandel produced from both purchased and estate grown grapes. The wines are sold by Crimson under the Seghesio Family Vineyards brand name.

Double Canyon

Double Canyon vineyard land was acquired in 2005 in the Horse Heaven Hills appellation in Washington. Starting with the 2010 vintage, the vineyard produced the first wines bottled under the Double Canyon brand name.

In 2017 Double Canyon completed construction of a state-of-the-art 47,000-square-foot wine production facility in West Richland, Washington. The production facility has an initial capacity of 119,000 gallons which equates to approximately 50,000 cases of wine. Double Canyon shares production in the new facility for certain wines of Seven Hills Winery.

Double Canyon is focused on producing benchmark Cabernet Sauvignon from Washington State's best appellations. Double Canyon launched the Horse Heaven Hills Cabernet Sauvignon nationally in 2016, expanded into more markets and channels across the U.S. in 2017 and continued to increase distribution in 2018. During 2018, Double Canyon produced its first Cabernet Sauvignon from Red Mountain, with plans to evaluate further opportunities across Washington State's premier appellations.

Seven Hills Winery

Seven Hills Winery was established in 1988 and acquired by the Company in January 2016. The winery facility has an estimated annual wine production capacity of up to 40,000 gallons which equates to approximately 16,000 cases of wine. The winery and tasting room are located in downtown Walla Walla in the historic Whitehouse-Crawford building. The 15,463 square-foot facility includes areas and equipment for crush, fermentation, aging, bottling processes, as well as a tasting room and administrative offices.

In December 2016 the Company also acquired land in the Walla Walla Valley for use by Seven Hills Winery. This land purchase encompassed approximately 109 acres of vineyards and apple orchards. Included in the 109 acres are 21 acres of some of the oldest and highest quality Bordeaux varietal plantings in the Walla Walla Valley. This historic site, considered the original Seven Hills Winery estate acres, was planted by the Seven Hills Winery founder and his

father. In addition, also within the 109 acres are 14 acres in The Rocks District of Milton-Freewater, which is known for world class Rhone style wines. During 2017 and 2018, Seven Hills Winery replanted certain acres of the apple orchards into vineyards and removed the remaining orchards for either replanting to grapes or to sell off the land. During 2018, 36 acres of fallow land was listed in the market for sale.

Malene Wines

Malene Wines was created by Crimson in 2016 with the goal of creating America's reference point premium Rosé with a sole focus on premium Rosé produced in the U.S. Malene Wines sources fruit from specific sites throughout the Central Coast intentionally farmed for world class Rosé winemaking. In 2017, utilizing fallow ground Crimson owns in the Edna Valley, we planted 5 estate acres to Grenache specifically dedicated for Malene Rosé. There are an additional 11 fallow acres in the Edna Valley that the Company could plant to further expand estate grapes for Malene Wines.

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Malene Wines are sold by Crimson under its own brand name and are made from purchased grapes processed at Crimson sister estate Chamisal Vineyards' winemaking facility. The Malene brand was launched with the 2015 vintage released to limited markets in May 2016 and launched across the U.S. in 2017. During 2018, the Malene brand expanded to include new wines which are featured through use of two Airstream travel trailers purchased to help promote the brand throughout the country. In addition, during 2018, Malene Wines created a home and outdoor experience for the West Coast Airstream in the Edna Valley where consumers can join the wine club and gain access to a fresh new series of exclusive Rosés.

Competition

The markets for ultra-premium plus products in the wine industry are intensely competitive. Crimson's wines compete domestically and internationally with premium or higher quality wines produced in Europe, South America, South Africa, Australia and New Zealand, as well as in the United States. Crimson competes on the basis of quality, price, brand recognition and distribution capability, and the ultimate consumer has many choices of products from both domestic and international producers. A result of the intense competition has been, and may continue to be, upward pressure on Crimson's selling and promotional expenses. Many of Crimson's competitors are significantly larger with greater financial, production, distribution and marketing resources. Measured in wine volume, the U.S. is dominated by three large wineries with production largely based in California, representing approximately 50% of the domestic U.S. case sales volume. Further, Crimson's wines may be considered to compete with all alcoholic and nonalcoholic beverages.

Demand for ultra-premium plus wines can rise and fall with general economic conditions, and is also significantly affected by grape supply. Crimson's wines are typically sold at retail price points from $16 to $250 per bottle; however, in the wholesale channel, which represented 87% of Crimson's case volume in the year ended December 31, 2018, 87% for the year ended December 31, 2017 and 88% for the year ended December 31, 2016, the majority of volume is in the $16 to $30 retail price range.

Business Segments

Crimson reports operating results in two segments: Wholesale and Direct to Consumer. These business segments reflect how the Company's operations are evaluated by senior management and the structure of its internal financial reporting. Both financial and certain non-financial data are reported and evaluated to assist senior management with strategic planning. The Company evaluates performance based on the gross profit of the respective business segments. Selling expenses that can be directly attributable to the segment are included; however, centralized selling expenses and general and administrative expenses are not allocated between operating segments. Therefore, net income information for the respective segments is not available. Based on the nature of the Company's business, revenue generating assets are utilized across segments. Therefore, discrete financial information related to segment assets and other balance sheet data is not available and that information continues to be aggregated. Further information about segments, including net sales, cost of sales, gross profit, directly attributable selling expenses, and contribution margin of the segments for the years ended December 31, 2018, 2017 and 2016 can be found in Note 14 to the consolidated financial statements.

Sales and Marketing

Crimson focuses on brand development and distribution to increase revenues and profitability, which has included acquisitions of vineyards and wineries and the development of new brands with existing assets and the development of new direct sales outlets.

Crimson's sales and marketing team coordinates the sales and distribution of its various brands, maintains domestic and export distributor relationships and oversees the timing and allocation of new releases. The sales team has employees in major markets in the U.S. and internationally and, where required, has brokers in certain markets. Crimson's wines are available through many principal retail channels for premium table wines, including fine wine restaurants, hotels, specialty shops, supermarkets and club stores, in all states domestically, as well as cruise lines and over 35 countries throughout the world.

Crimson believes that the quality and locations of its wineries and tasting facilities help to create demand for its brands at the consumer level, which positively impacts sales to distributors as well. Crimson participates in many wine tasting and other promotional events throughout the country in order to increase awareness and demand for its products. Many of Crimson's brands are issued ratings or scores by local and national wine rating organizations, and higher scores will usually translate into greater demand and higher pricing.

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Wholesale

Crimson's wines are primarily sold to distributors, who then sell to retailers and restaurants. Domestic sales of Crimson's wines are made through over 50 independent wine and spirits distributors. International sales are made through independent importers and brokers. During 2018, domestic distributor sales represented 46% of net sales and export sales represented 6% of net sales. During 2018, one distributor represented 11% of Crimson's total sales and no other single distributor represented 10% or more of total sales.

Direct to Consumer

As permitted under federal and local regulations, Crimson has been placing increasing emphasis on direct sales to consumers, which it is able to do through the Internet, wine clubs, and at the wineries' tasting rooms. In particular, Crimson has been placing increased emphasis on digital and eCommerce opportunities. During 2018, direct sales to consumers represented 38% of net sales. Approximately 62% of the direct to consumer net sales were through wine clubs, 22% were through the wineries' tasting rooms and the balance from e-commerce, special events and other sales. Members typically join our wine clubs after visiting our tasting rooms at our various facilities, or after hearing about our wine clubs from other members. Our tasting rooms are located in popular tourist destinations that typically attract consumers interested in winemaking and travel. Direct sales to consumers are more profitable for Crimson as it is able to sell its products at a price closer to retail prices rather than the wholesale price received from distributors; however, for certain direct sales offers, some of the profit is offset by freight subsidies.

Grape Supply

Crimson controls approximately 986 acres of vineyards in the Napa Valley, Sonoma County and Edna Valley in California, the Willamette Valley and The Rocks District in Oregon, the Horse Heaven Hills in Washington and the Walla Walla Valley across Washington and Oregon. Approximately 834 acres of these vineyards are planted, with the majority of the unplanted acres in Washington. Crimson expects to continue vineyard development plans for non-producing acreage in California, Oregon and Washington properties. Newly planted vines take approximately three to five years to reach maturity and vineyards can be expected to have a useful life of at least 25 years before replanting is necessary. Depending on the site, soil and water conditions and spacing, Crimson's experience has been that it costs approximately $10,000 to $100,000 per acre over a three year period to develop open land into a vineyard capable of producing premium wine grapes, before taking into account the cost of the land. During 2018, the average cost per acre placed into service was approximately $35,000 per acre.

In 2018, approximately 33% of Crimson's total grape supply came from Crimson controlled vineyards. Crimson purchases the balance of its supply from approximately 97 independent growers. The grower contracts range from one-year spot market purchases to intermediate and long term-agreements. During 2018, one grower represented 11% of Crimson's grape supply.

Winemaking and grape growing are subject to a variety of agricultural risks. Various diseases, pests and certain climate conditions can materially and adversely affect the quality and quantity of grapes available to Crimson thereby materially and adversely affecting the supply of Crimson's products and its profitability.

The table below summarizes Crimson's wine grape supply and production from the last three harvests:

	Harvest Year		
	2018	2017	2016
Estate grapes:			

Producing acres	675	686	628
Tons harvested	2,444	2,008	2,319
Tons per acre	3.6	2.9	3.7
All grapes and purchased juice (in equivalent tons):			
Estate grapes	2,444	2,008	2,319
Purchased grapes and juice	4,962	4,661	5,843
Total (in tons)	7,406	6,669	8,162
Total cases bottled during the year	303,000	396,000	362,000

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The table below summarizes Crimson's sales of grapes and bulk wine during the last three years:

	Year Ended December 31,		
	2018	2017	2016
Grapes sold (in tons)	1,835	425	861
Bulk wine sold (in gallons)	244,418	150,759	194,140
Total grape and bulk wine equivalent cases sold	232,000	92,000	142,000

Total cases shipped were approximately 353,000, 342,000 and 364,000 for the years ended December 31, 2018, 2017 and 2016, respectively. Cases shipped are disclosed for informational purposes, but do not necessarily correspond to the vintage year the grapes are grown and crushed. Depending on the wine, the production cycle to bottled sales is anywhere from one to three years.

Winemaking

Crimson's winemaking philosophy includes the use of the latest industry winemaking advances to complement making wine in the traditional manner by starting with high quality fruit and handling it as gently and naturally as possible all the way to the bottle. Each of Crimson's wineries is equipped with modern crush, fermentation and storage equipment as well as technology that is focused on producing the highest quality wines for each of the varietals it produces.

Government Regulation

Wine production and sales are subject to extensive regulation by the United States Department of Treasury Alcohol and Tobacco Tax and Trade Bureau ("TTB"), state departments regulating alcohol production and sale in California, Oregon and Washington and other state and federal governmental authorities that regulate interstate sales, licensing, trade and pricing practices, labeling, advertising and other activities. In addition, federal and state authorities require warning labels on beverages for sale or distribution in the United States containing 0.5% of alcohol by volume or higher. Restrictions or taxes imposed by government authorities on the sale of wine could increase the retail price of wine, which could have an adverse effect on demand for wine in general. New or revised regulations or increased licensing fees or excise taxes on wine, if enacted, could reduce demand for wine and have an adverse effect on Crimson's business, negatively impacting Crimson's results of operations and cash flows.

On January 1, 2018, the Tax Cuts and Jobs Act (Public Law 115-97) became effective and made extensive changes to the Internal Revenue Code of 1986 (IRC), including provisions related to alcohol that were administered by TTB favorably impacting the federal alcohol tax rate. The federal alcohol tax rate changed effective January 1, 2018 through December 31, 2019. The previous rate of $1.07 per gallon for wines with alcohol content at or below 14% has been modified to apply to wines with alcohol content at or below 16%. The previous tax rate of $1.57 per gallon for wines above 14% but less than 21% has been modified to apply to wines over 16%. The tax rates for wines with alcohol content over 21% has not changed.

The new tax law also allows for certain volume production credits that the Company may take which will further decrease the Company's excise tax liability. The tax credit allows for a credit of $1.00 per gallon on the first 30,000 gallons, $.90 per gallon on 30,001 up to 130,000 gallons and $.535 per gallon on 130,001 up to 750,000 gallons when the wine is removed from a producer's bonded winery facility.

Crimson is also subject to a broad range of federal and state regulatory requirements regarding its agricultural operations and practices. Crimson's agricultural operations are subject to regulations governing the storage and use of fertilizers, fungicides, herbicides, pesticides, fuels, solvents and other chemicals. These regulations are subject to change and could have a significant impact on operating practices, chemical usage, and other aspects of Crimson's business.

Seasonality

There is a degree of seasonality in the growing cycles, procurement and transportation of grapes. The wine industry in general historically experiences seasonal fluctuations in revenues and net income. Typically, Crimson has lower sales and net income during the first quarter and higher sales and net income during the fourth quarter due to seasonal holiday buying as well as wine club shipment timing. Crimson expects these trends to continue.

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Employees

As of December 31, 2018, Crimson employed 185 regular, full-time employees. Crimson also employs part-time and seasonal workers for its vineyard, production and hospitality operations. None of Crimson’s employees are represented by a collective bargaining unit and Crimson believes that its relationship with its employees is good.

Trademarks

Crimson maintains federal trademark registrations for its brands, proprietary products and certain logos, motifs and vineyard names. International trademark registrations are also maintained where it is appropriate to do so. Each of the United States trademark registrations is renewable indefinitely so long as the Company is making a bona fide usage of the trademark. The Company believes that its trademarks provide it with an important competitive advantage and has established a global network of attorneys, as well as branding, advertising and licensing professionals, to procure, maintain, protect, enhance and gain value from these registrations.

Investor Information

The Company is subject to the informational requirements of the Securities Exchange Act of 1934 (the “Exchange Act”). Accordingly, the Company files periodic reports, proxy statements and other information with the Securities and Exchange Commission (the “SEC”). Such reports, proxy statements and other information may be obtained by visiting the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549 or by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site (http://www.sec.gov) that contains reports, proxy, information statements and other information regarding the Company and other issuers that file electronically.

The Company’s website is http://www.crimsonwinegroup.com. The Company also makes available through its website, without charge, its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after such reports are filed with or furnished to the SEC.

Cautionary Statement for Forward-Looking Information

Statements in this Report may contain forward-looking statements that are subject to risks and uncertainties. Forward-looking statements give our current expectations relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to current or historical facts. These statements may include words such as “anticipate,” “estimate,” “expect,” “project,” “forecast,” “plan,” “intend,” “believe,” “may,” “should,” “would,” “could,” “likely,” and other words of si expression.

Forward-looking statements give our expectations about the future and are not guarantees. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements to materially differ from any future results, performance and achievements expressed or implied by such forward-looking statements. We caution you, therefore, not to rely on these forward-looking statements.

Factors that could cause actual results to differ materially from any results projected, forecasted, estimated or budgeted that may materially and adversely affect the Company’s actual results include, but are not limited to, those set forth in Item 1A. Risk Factors.

These forward-looking statements are applicable only as of the date hereof. Except as may be required by law, we undertake no obligation to modify or revise any forward-looking statements to reflect events or circumstances

occurring after the date of this Report.

Item 1A. Risk Factors.

Our business is subject to a number of risks. You should carefully consider the following risk factors, together with all of the other information included or incorporated by reference in this Report, before you decide whether to purchase our common stock. The risks set out below are not the only risks we face. If any of the following risks occur, our business, financial condition and results of operations could be materially adversely affected. In such case, the trading price of our common stock could decline, and you may lose all or part of your investment.

We are dependent on certain key personnel. Our success depends to some degree upon the continued service of Patrick DeLong, our President and Chief Executive Officer; Nicolas M.E. Quillé, our Chief Operating Officer and Chief Winegrower; and our winemakers at our various facilities. The loss of the services of one or more of our key employees could harm our business and

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our reputation and negatively impact our profitability, particularly if one or more of our key employees resigns to join a competitor or to form a competing company.

Volatility and increases in the costs of grapes, labor and other necessary supplies or services have negatively impacted, and in the future may negatively impact, the Company’s net earnings and cash flow. We believe cost increases are possible in the future. If such increases occur or exceed the Company’s estimates and the Company is not able to increase the prices of its products or achieve cost savings to offset such increases, its profits and operating results will be harmed. In addition, if the Company increases the prices of its products in response to increases in costs the Company may not be able to sustain its price increases. Sustained price increases may lead to declines in volume as competitors may not adjust their prices or customers may decide not to pay the higher prices, which could lead to sales declines and loss of market share.

We could experience significant increases in operating costs and reduced profitability due to competition for skilled management and labor. We compete with other entities for skilled management and labor, including entities that operate in different market sectors than us. Costs to recruit and retain adequate personnel, the loss of certain personnel, our inability to attract and retain other qualified personnel or a labor shortage that reduces the pool of qualified candidates could adversely affect our results of operations.

Various diseases, pests and certain weather conditions could affect quality and quantity of grapes. Various diseases, pests, fungi, viruses, drought, floods, frosts and certain other weather conditions could affect the quality and quantity of grapes, decreasing the supply of our products and negatively impacting our operating results. Future government restrictions regarding the use of certain materials used in grape growing may increase vineyard costs and/or reduce production. We cannot guarantee that our grape suppliers will succeed in preventing disease in their existing vineyards or that we will succeed in preventing disease in our existing vineyards or future vineyards we may acquire. For example, Pierce’s disease is a vine bacterial disease spread by insects which kills grapevines for which there is no known cure. If our vineyards become contaminated with this or other diseases, operating results would decline, perhaps significantly.

The lack of sufficient water due to drought conditions or water right restrictions could affect quality and quantity of grapes. The availability of adequate quantities of water for application at the correct time can be vital for grapes to thrive. Whether particular vineyards are experiencing water shortages depends, in large part, on their location. We are primarily dependent on wells accessing shared aquifers and shared reservoirs as a water source for our California vineyards and wineries. An extended period of drought across much of California may put pressure on the use and availability of water for agricultural uses and in some cases governmental authorities may have to divert water to other uses. Lack of available water could reduce our grape harvest and access to grapes and adversely impact results of operations. Scarcity of adequate water in our grape growing areas may also result in legal disputes among other land owners and water users causing the Company to expend resources to defend its access to water.

We may not be able to grow or acquire enough quality fruit for our wines. While we believe that we can secure sufficient supplies of grapes from a combination of our own production and from grape supply contracts with independent growers, we cannot be certain that grape supply shortages will not occur. Grape supply shortages resulting from a poor harvest can be caused by a variety of factors outside our control, resulting in reduced product that is available for sale. If revenues decline as a result of inadequate grape supplies, cash flows and profitability would also decline.

We face significant competition which could adversely affect our profitability. The wine industry is intensely competitive and highly fragmented. Our wines compete in several wine markets within the wine industry as a whole with many other domestic and foreign wines. Our wines also compete with comparably priced generic wines and with other alcoholic and, to a lesser degree, non-alcoholic beverages. A result of this intense competition has been, and

may continue to be, upward pressure on our selling and promotional expenses. Many of our competitors have greater financial, technical, marketing and public relations resources than we do. There can be no assurance that in the future we will be able to successfully compete with our competitors or that we will not face greater competition from other wineries and beverage manufacturers.

We compete for shelf space in retail stores and for marketing focus by our independent distributors, most of whom carry extensive product portfolios. Nationwide we sell our products primarily through independent distributors and brokers for resale to retail outlets, restaurants, hotels and private clubs across the U.S. and in some overseas markets. Sales to distributors are expected to continue to represent a substantial portion of our net revenues in the future. A change in our relationship with any of our significant distributors could harm our business and reduce our sales. The laws and regulations of several states prohibit changes of distributors, except under certain limited circumstances, making it difficult to terminate a distributor for poor performance without reasonable cause, as defined by applicable statutes. Any difficulty or inability to replace distributors, poor performance of our major distributors or our inability to collect accounts receivable from our major distributors could harm our business. There can be no assurance that the distributors and retailers we use will continue to purchase our products or provide our products with

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adequate levels of promotional support. Consolidation at the retail tier, among club and chain grocery stores in particular, can be expected to heighten competitive pressure to increase marketing and sales spending or constrain or reduce prices.

Contamination of our wines could harm our business. We are subject to certain hazards and product liability risks, such as potential contamination, through tampering or otherwise, of ingredients or products. Contamination of any of our wines could cause us to destroy our wine held in inventory and could cause the need for a product recall, which could significantly damage our reputation for product quality. We maintain insurance against certain of these kinds of risks, and others, under various insurance policies. However, our insurance may not be adequate or may not continue to be available at a price or on terms that are satisfactory to us and this insurance may not be adequate to cover any resulting liability.

A reduction in consumer demand for wines could harm our business. There have been periods in the past in which there were substantial declines in the overall per capita consumption of wine products in our markets. A limited or general decline in consumption in one or more of our product categories could occur in the future due to a variety of factors, including: a general decline in economic conditions; changes in consumer spending habits; increased concern about the health consequences of consuming alcoholic beverage products and about drinking and driving; a trend toward a healthier diet including lighter, lower calorie beverages such as diet soft drinks, juices and water products; the increased activity of anti-alcohol consumer groups; and increased federal, state or foreign excise and other taxes on alcoholic beverage products. Reductions in demand and revenues would reduce profitability and cash flows.

A decrease in wine score ratings by important rating organizations could have a negative impact on our ability to create greater demand and pricing. Many of Crimson’s brands are issued ratings or scores by local and national wine rating organizations, and higher scores usually translate into greater demand and higher pricing. Although some of Crimson’s brands have been highly rated in the past, and Crimson believes its farming and winemaking activities are of a quality to generate good ratings in the future, Crimson has no control over ratings issued by third parties which may or may not be favorable in the future.

Climate change, or legal, regulatory or market measures to address climate change, may negatively affect our business, operations or financial performance, and water scarcity or poor quality could negatively impact our production costs and capacity. Our business depends upon agricultural activity and natural resources, including the availability of water. There has been much public discussion related to concerns that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. Severe weather events and climate change may negatively affect agricultural productivity in our vineyards. The quality and quantity of water available for use is important to the supply of grapes and our ability to operate our business. Adverse weather, measures enacted to address climate change, and other environmental factors beyond our control could reduce our grape production and adversely impact our cash flows and profitability.

Environmental issues or hazardous substances on our properties could result in us incurring significant liabilities. We are subject to environmental regulations with respect to our operations, including those related to wastewater, air emissions, and hazardous materials use, storage and disposal. In addition, we own substantial amounts of real property that are critical to our business. If hazardous substances are discovered on any of our properties and the concentrations are such that the presence of such hazardous substances presents an unreasonable risk of harm to public health or the environment, we may be held strictly liable for the cost of investigation and remediation of hazardous substances. The cost of environmental remediation could be significant and adversely impact our financial condition, results of operations and cash flows.

Our indebtedness could have a material adverse effect on our financial health. In June 2017, our subsidiary, Double Canyon Vineyards, LLC, entered into a senior secured term loan agreement with American AgCredit, FLCA (“FLCA”) for an aggregate principal amount of $10.0 million. In November 2015, our subsidiary, Pine Ridge Winery, LLC, entered into a senior secured term loan agreement with FLCA for an aggregate principal amount of $16.0 million. We are guarantor of both term loans, which are collateralized by certain real property. In March 2013, we entered into a revolving credit facility with FLCA and CoBank, FCB as joint lenders that is secured by certain real property. In March 2018, we entered into the second amendment to the 2013 Revolving Credit Facility with American AgCredit, FCLA. We plan to rely upon the revolving credit facility for potential incremental capital project funding and in the future may use it for acquisitions. No amounts are currently outstanding under the revolving credit facility. Both the term loans and the revolving credit facility include covenants that require the maintenance of specified debt and equity ratios, limit the incurrence of additional indebtedness, limit dividends and other distributions to shareholders and limit certain mergers, consolidations and sales of assets. If we are unable to comply with these covenants, outstanding amounts could become immediately due and/or there could be a substantial increase in the rate of borrowing.

Changes in domestic laws and government regulations or in the implementation and/or enforcement of government rules and regulations may increase our costs or restrict our ability to sell our products into certain markets. Government laws and regulations result in increased farming costs, and the sale of wine is subject to taxation in various state, federal and foreign jurisdictions. The amount of wine that we can sell directly to consumers outside of California is regulated, and in certain states

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we are not allowed to sell wines directly to consumers and/or the amount that can be sold is limited. Changes in these laws and regulations could have an adverse impact on sales and/or increase costs to produce and/or sell wine. The wine industry is subject to extensive regulation by the TTB and various foreign agencies, state liquor authorities, such as the "CABC", and local authorities. These regulations and laws dictate such matters as licensing requirements, trade and pricing practices, permitted distribution channels, permitted and required labeling, and advertising and relations with wholesalers and retailers. Any expansion of our existing facilities or development of new vineyards or wineries may be limited by present and future zoning ordinances, environmental restrictions and other legal requirements. In addition, new regulations or requirements or increases in excise taxes, income taxes, property and sales taxes or international tariffs, could affect our financial condition or results of operations. From time to time, many states consider proposals to increase, and some of these states have increased, state alcohol excise taxes. New or revised regulations or increased licensing fees, requirements or taxes could have a material adverse effect on our financial condition, results of operations or cash flows.

Further, disruptions at the TTB and other agencies may result in delays relating to labelling and other approvals for new products. For example, beginning on December 22, 2018, the U.S. federal government shutdown for a record-long 35 days. Many regulatory agencies were severely impacted by the shutdown and had to cease certain operations. In particular, the TTB suspended all non-excepted TTB operations, which resulted in the TTB not approving any new labels during the shutdown and, consequently, a delay in the approval of our label applications. If a prolonged government shutdown occurs again in the future, it could significantly impact the ability of the TTB and other agencies to timely review and process regulatory approvals, which could have a material adverse effect on our business, including the ability to introduce new products.

We may not be able to insure certain risks economically. We may experience economic harm if any damage to our properties is not covered by insurance. We cannot be certain that we will be able to insure against all risks that we desire to insure economically or that all of our insurers will be financially viable if we make a claim.

We may be subject to litigation, for which we may be unable to accurately assess our level of exposure and which if adversely determined, may have a significant adverse effect on our consolidated financial condition or results of operations. Although our current assessment is that there is no pending litigation that could reasonably be expected to have a significant adverse impact, if our assessment proves to be in error, then the outcome of litigation could have a significant impact on our financial condition or results of operations or cash flows. The Company is, and may in the future become, the subject of, or party to, various pending or threatened legal actions, government investigations and proceedings from time to time, including consumer class actions, such as labor claims, breach of contract claims, antritrust litigation, securities litigation, premises liability claims and litigation in foreign jurisdictions. In general, claims made by or against the Company in litigation, investigations, disputes or other proceedings have been and can in the future be expensive and time-consuming to bring or defend against and could result in settlements, injunctions or damages that could significantly affect the Company's business or financial results or condition. It is not possible to predict the final resolution of the litigation, investigations, disputes, or proceedings with which the Company currently is, or may in the future become, involved. The impact of these matters on the Company's business, results of operations and financial condition could be material.

The payment of dividends in the future is subject to the discretion of our board of directors. We do not have a regular dividend policy and whether or not to pay any dividends will be determined each year by our board of directors.

If our intangible assets or goodwill become impaired, we may be required to record significant charges to earnings. We have substantial intangible assets and goodwill on our balance sheet as a result of acquisitions we have completed, in particular the acquisition of Seghesio Family Vineyards. We review intangible assets and goodwill for impairment annually or more frequently if events or circumstances indicate that these assets might be impaired. Application of impairment tests requires judgment. A significant deterioration in a key estimate or assumption or a less significant

deterioration to a combination of assumptions or the sale of a part of a reporting unit could result in an impairment charge in the future, which could have a significant adverse impact on our reported earnings.

Our common stock is not listed on any securities exchange; as a result there may be a limited public market for our common stock. Prices for our common stock are quoted on the Over-The-Counter (OTC) Market. Securities whose prices are quoted on the OTC Market do not have the same liquidity as securities that trade on a recognized market or securities exchange. An active trading market for our common stock may not be sustained in the future. As a result, stockholders may find it more difficult to dispose of or obtain accurate quotations as to the market value of our common stock.

Our common stock price may experience volatility. The stock market has from time to time experienced extreme price and volume fluctuations that often have been unrelated to the operating performance of particular companies. Changes in earnings estimates by analysts, if any, and economic and other external factors may have a significant effect on the market price of our common stock. Fluctuations or decreases in the trading price of our common stock may also adversely affect the liquidity of the trading market for our common stock.

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Future sales of our shares could depress the market price of our common stock. The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. Any disposition by any of our large shareholders of our common stock in the public market, or the perception that such dispositions could occur, could adversely affect prevailing market prices of our common stock.

Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses. Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act, are creating uncertainty for companies such as ours. We are committed to maintaining appropriate corporate governance and public disclosure. As a result, we may see an increase in general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities, which could harm our business prospects.

We are a “smaller reporting company,” and we cannot be certain if the reduced disclosure requirements applicable to smaller reporting companies will make our common stock less attractive to investors. We are a “smaller reporting company,” as defined in Rule 12b-2 of the Exchange Act. As a smaller reporting company, we have relied on exemptions from certain disclosure requirements that are applicable to other public companies that are not smaller reporting companies. These exemptions include reduced financial disclosure and reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements. We may continue to rely on such exemptions for so long as we remain a smaller reporting company under applicable SEC rules and regulations. Accordingly, we cannot predict if investors will find our common stock less attractive because we rely on these exemptions. If some investors find our common stock less attractive as a result of our reduced disclosures, there may be less active trading in our common stock and our stock price may be more volatile.

We may not be able to engage in certain corporate transactions after the Distribution. Under the tax matters agreement that we have entered into with Jefferies, we covenant not to take actions that would jeopardize the tax-free nature of the Distribution. Additionally, we are required to indemnify Jefferies and its affiliates against all tax-related liabilities caused by the failure of the Distribution to qualify for tax-free treatment for U.S. federal income tax purposes (including as a result of events subsequent to the Distribution that caused Jefferies to recognize a gain under Section 355(e) of the Code) to the extent these liabilities arise as a result of actions taken by us or our affiliates (other than Jefferies) or as a result of changes in ownership of our common stock. If the Distribution is taxable to Jefferies, Jefferies would recognize a gain, if any, equal to the difference between Jefferies’ tax basis in our Common Stock distributed in the distribution and the fair market value of our Common Stock. Jefferies does not expect that there would be a significant gain, if any, recognized on the Distribution even if it were found to be taxable. This covenant (and, to some extent, this indemnification obligation) may limit our ability to pursue certain strategic transactions, including being acquired in a transaction for cash consideration or from engaging in certain tax-free combinations in which our shareholders do not ultimately possess a majority ownership interest in the combined entity.

Significant influence over our affairs may be exercised by our principal stockholders. As of March 6, 2019, the significant stockholders of our company include our directors Joseph S. Steinberg (approximately 11.0% beneficial ownership, including ownership by trusts for the benefit of his respective family members, but excluding Mr. Steinberg’s private charitable foundation) and John D. Cumming (approximately 11.2% beneficial ownership). Accordingly, Messrs. Steinberg and Cumming could exert significant influence over all matters requiring approval by our stockholders, including the election or removal of directors and the approval of mergers or other business combination transactions.

We may not be fully insured against risk of catastrophic loss to wineries, production facilities or distribution systems as a result of earthquakes, fires or other events, which may cause us to experience a material financial loss. A significant portion of Crimson's controlled vineyards as well as supplier and other third party warehouses or distribution centers are located in California, which is prone to seismic activity and has recently experienced wildfires and landslides. If any of these vineyards and facilities were to experience a catastrophic loss as a result, it could disrupt our operations, delay production, shipments and revenue, and result in potentially significant expenses to repair or replace the vineyard or facility. If such a disruption were to occur, we could breach agreements, our reputation could be harmed, and our business and operating results could be adversely affected. Although we carry insurance to cover property damage and business interruption as well as certain production assets in the case of a catastrophic event, certain significant assets are not covered in the case of certain catastrophes as we believe this to be a prudent financial decision. We take steps to minimize the damage that would be caused by a catastrophic event, but there is no certainty that our efforts would prove successful. If one or more significant catastrophic events occurred damaging our own or third party assets and/or services, we could suffer a major financial loss.

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Our business and reputation could suffer if we are unable to protect our information systems against, or effectively respond to, cybersecurity incidents, or if our information systems are otherwise disrupted. We depend on information technology, including public websites and cloud-based services, for many activities important to our business, including to interface with our customers and consumers, to engage in digital marketing activities, to enable and improve the effectiveness of our operations, to order and manage materials from suppliers, to maintain financial accuracy and efficiency, to comply with regulatory, financial reporting, legal and tax requirements, to collect and store sensitive data and confidential information and to communicate electronically with our employees and the employees of our suppliers and other third parties. If we do not allocate and effectively manage the resources necessary to build and sustain our information technology infrastructure, if we fail to timely identify or appropriately respond to cybersecurity incidents, or if our information systems are damaged, destroyed or shut down (whether as a result of natural disasters, fires (either directly or through smoke damage), power outages, acts of terrorism or other catastrophic events, network outages, software, equipment or telecommunications failures, user errors, or from deliberate cyberattacks such as malicious or disruptive software, denial of service attacks, malicious social engineering, hackers or otherwise), our business could be disrupted and we could, among other things, be subject to: transaction errors; processing inefficiencies; the loss of, or failure to attract, new customers and consumers; the loss of revenues from unauthorized use, acquisition or disclosure of or access to confidential information; the loss of or damage to intellectual property or trade secrets, including the loss or unauthorized disclosure of sensitive data, confidential information or other assets; damage to our reputation; litigation; regulatory enforcement actions; violation of data privacy, security or other laws and regulations; and remediation costs. Further, our information systems and the information stored therein, could be compromised by, and we could experience similar adverse consequences due to, unauthorized outside parties intent on accessing or extracting sensitive data or confidential information, corrupting information or disrupting business processes or by inadvertent or intentional actions by our employees or agents. Similar risks exist with respect to the third-party vendors we rely upon for aspects of our information technology support services and administrative functions, including but not limited to payroll processing and health and benefit plan administration.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Crimson’s vineyards and winemaking facilities are described in Item 1. During 2014, the Company entered into a lease agreement in Napa, California to lease approximately 13,200 square feet of space for its administrative offices. The lease commenced July 1, 2014 for a term expiring June 30, 2020. During 2015, the Company entered into a lease agreement in Seattle, Washington to lease approximately 1,800 square feet of space for The Estates Wine Room. The lease commenced July 1, 2015 for a term expiring on May 31, 2020.

Item 3. Legal Proceedings.

From time to time, Crimson may be involved in legal proceedings in the ordinary course of its business. Other than described below, Crimson is not currently involved in any legal or administrative proceedings individually or together that it believes are likely to have a significant adverse effect on its business, results of operations or financial condition.

On May 17, 2017, a former employee filed a class action complaint against one of the Company’s subsidiaries, Pine Ridge Vineyards alleging various wage and hour violations. On February 5, 2018, the Company settled this class action complaint at mediation for $0.4 million, which was recorded in the consolidated financial statements for the year ended December 31, 2017. The settlement does not contain any admission of liability, wrongdoing, or

responsibility by any of the parties. The court granted final approval of the settlement amount and the final payments were issued in the fourth quarter of 2018.

Item 4. Mine Safety Disclosures.

Not applicable.

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PART II

Item 5. Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

The Company’s common stock is traded in the over-the-counter market, OTC Market, under the symbol “CWGL.” The Company’s common stock is not listed on any stock exchange, and price information for the common stock is not regularly quoted on any automated quotation system.

The following table sets forth the high and low sales price of the Company’s common stock, as published by the National Association of Securities Dealers OTC Bulletin Board Service.

	High	Low
2017		
First Quarter	$10.23	$9.00
Second Quarter	$11.50	$9.70
Third Quarter	$11.35	$10.19
Fourth Quarter	$11.16	$9.39
2018		
First Quarter	$10.72	$8.97
Second Quarter	$9.95	$9.01
Third Quarter	$9.45	$8.80
Fourth Quarter	$8.99	$7.30

On March 6, 2019, the closing sales price for the Company’s common stock was $8.17 per share. As of that date, there were 1,459 stockholders of record. Any over-the-counter market quotations of the Company’s common stock reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions. The transfer agent for the Company’s common stock is American Stock Transfer & Trust Company, 59 Maiden Lane, New York, New York 10038.

The Company and certain of its subsidiaries have net operating losses (“NOLs”) and other tax attributes, the amount and availability of which are subject to certain qualifications, limitations and uncertainties. In order to reduce the possibility that certain changes in ownership could result in limitations on the use of its tax attributes, the Company’s certificate of incorporation contains provisions which generally restrict the ability of a person or entity from acquiring ownership (including through attribution under the tax law) of five percent or more of the common stock and the ability of persons or entities now owning five percent or more of the common stock from acquiring additional common stock. The restrictions will remain in effect until the earliest of (a) December 31, 2022, (b) the repeal of Section 382 of the Internal Revenue Code (or any comparable successor provision) and (c) the beginning of a taxable year of the Company to which certain tax benefits may no longer be carried forward.

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Purchase of equity of securities

Share repurchase activity under the Company’s share repurchase program, on a trade date basis, for the three months ended December 31, 2018 was as follows:

Fiscal Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Approximate Dollar Value of Shares that May Yet Be Purchased Under Publicly Announced Plan (millions)
December 1-31, 2018	65,800	$ 7.87	65,800	$ 1.5

Unregistered Sales of Securities

There have been no sales of unregistered securities by the Company within the past year.

Issuances Under Equity Plans

As of December 31, 2018, the Company had not authorized any securities for issuance under any equity plans.

Dividend Policy

No dividends have been paid since the Distribution. The Company does not have a regular dividend policy and whether or not to pay dividends will be determined each year by our board of directors. The payment of dividends will also be subject to the terms and covenants contained in the Company’s revolving credit facility and term loan.

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Item 6. Selected Financial Data.

The following selected financial data have been summarized from the Company's consolidated financial statements and are qualified in their entirety by reference to, and should be read in conjunction with, such consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in Item 7 of this Report.

	Year Ended December 31,				
	2018	2017	2016	2015	2014
SELECTED INCOME STATEMENT DATA	(In thousands, except per share amounts)				
Revenues	$67,766	$63,222	$64,621	$60,977	$58,114
Gross profit	$31,656	$31,965	$32,968	$32,531	$30,944
Income from operations, inclusive of net loss (gain) on the disposal of property and equipment and restructuring costs [a] [b]	$3,113	$5,598	$6,239	$7,850	$9,021
Net income	$1,978	$6,182	$3,278	$5,126	$5,000
Earnings per share [c]	$0.08	$0.26	$0.14	$0.21	$0.20

	At December 31,				
	2018	2017	2016	2015	2014
SELECTED BALANCE SHEET DATA	(In thousands, except per share amounts)				
Current assets [d]	$115,734	$110,515	$102,195	$107,364	$85,256
Property and equipment	$126,230	$129,018	$123,261	$111,635	$108,707
Goodwill, intangible assets and other non-current assets	$13,121	$14,476	$16,041	$16,947	$18,353
Total assets [d]	$255,085	$254,009	$241,497	$235,946	$212,316
Long-term debt, including current maturities, net of unamortized loan fees	$23,305	$24,430	$15,282	$15,915	$—
Equity	$213,179	$213,719	$207,565	$206,860	$203,120
Book value per share [c]	$8.99	$8.91	$8.65	$8.51	$8.30

	Year Ended December 31,				
	2018	2017	2016	2015	2014
SELECTED CASH FLOW DATA	(In thousands)				
Net cash provided by operating activity	$8,667	$6,420	$10,173	$8,713	$8,928
Net cash used in investing activities	$(5,238)	$(10,203)	$(20,446)	$(18,190)	$(8,923)
Net cash (used in) provided by financing activities	$(3,845)	$8,780	$(3,265)	$14,536	$—

(a) Net loss (gain) on the disposal of property and equipment was as follows: $0.2 million in 2018, $0.2 million in 2017, $0.2 million in 2016, $(0.1) million in 2015 and $(1.6) million in 2014.

(b) Restructuring costs were $1.3 million in 2018. No restructuring costs were incurred in prior years.

(c) For the years ended December 31, 2018, 2017, 2016, 2015 and 2014 basic and fully diluted weighted-average shares outstanding were 23,896,529, 23,997,385, 24,123,779, 24,433,684 and 24,458,368 respectively, and as of December 31, 2018, 2017, 2016, 2015 and 2014 there were 23,714,208, 23,997,385, 23,997,385, 24,306,656, and 24,458,368 common shares outstanding, respectively.

(d) In 2015, the Company adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2015-17, Income Taxes (Topic 740), which requires an entity to classify all deferred tax assets and liabilities as noncurrent on the balance sheet instead of separating into current and noncurrent amounts. The

Company applied the new guidance retrospectively to all prior periods presented in the financial statements and Selected Financial Data presented in this Item 6. As a result of the adoption, current deferred income tax assets of $3.2 million was reclassified as a reduction of non-current deferred tax liabilities in our December 31, 2014 consolidated balance sheets.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The purpose of this section is to discuss and analyze the Company's consolidated financial condition, liquidity and capital resources and results of operations. This analysis should be read in conjunction with the consolidated financial statements, related footnote disclosures and "Cautionary Statement for Forward-Looking Information," which appear elsewhere in this Report.

Overview of Business

The Company generates revenues from sales of wine to wholesalers and direct to consumers, sales of bulk wine and grapes, custom winemaking services, special event fees, tasting fees and retail sales.

Our wines are primarily sold to wholesale distributors, who then sell to retailers and restaurants. As permitted under federal and local regulations, we have also been placing increased emphasis on generating revenue from direct sales to consumers which occur through wine clubs, at the wineries' tasting rooms and through the internet and direct outreach to customers. Direct sales to consumers are more profitable for the Company as we are able to sell our products at a price closer to retail prices rather than the wholesale price sold to distributors. From time to time, we may sell grapes or bulk wine, because the wine does not meet the quality standards for the Company's products, market conditions have changed resulting in reduced demand for certain products, or because the Company may have produced more of a particular varietal than it can use. When these sales occur, they may result in a loss.

Cost of sales includes grape and bulk wine costs, whether purchased or produced from the Company's controlled vineyards, crush costs, winemaking and processing costs, bottling, packaging, warehousing and shipping and handling costs. For the Company controlled vineyard produced grapes, grape costs include annual farming labor costs, harvest costs and depreciation of vineyard assets. For wines that age longer than one year, winemaking and processing costs continue to be incurred and capitalized to the cost of wine, which can range from 3 to 36 months. Reductions to the carrying value of inventories are also included in costs of sales.

At December 31, 2018, wine inventory includes approximately 0.9 million cases of bottled and bulk wine in various stages of the aging process. Cased wine is expected to be sold over the next 12 to 36 months and generally before the release date of the next vintage.

Seasonality

As discussed in Item 1 of this Form 10-K, the wine industry in general historically experiences seasonal fluctuations in revenues and net income. The Company typically has lower sales and net income during the first quarter and higher sales and net income during the fourth quarter due to seasonal holiday buying as well as wine club shipment timing. We anticipate similar trends in the future.

Critical Accounting Estimates

Crimson's discussion and analysis of its financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP"). The preparation of these financial statements requires Crimson to make estimates and assumptions that affect the reported amounts in the financial statements and disclosures of contingent assets and liabilities. On an on-going basis, Crimson evaluates all of these estimates and assumptions. The following areas have been identified as critical accounting estimates because they have the potential to have a significant impact on Crimson's financial statements, and because they are based on assumptions that are used in the accounting records to reflect, at a specific point in time, events whose ultimate outcome won't be known until a later date. Actual results could differ from these estimates.

Inventory—Inventory consists of mainly bulk and bottled wine and is stated at the lower of cost or net realizable value, with cost being determined on the first-in, first-out method. Costs associated with winemaking, and other costs associated with the manufacturing of products for resale, are recorded as inventory. In accordance with general practice within the wine industry, wine inventories are included in current assets, although a portion of such inventories may be aged for periods longer than one year. As required, Crimson reduces the carrying value of inventories that are obsolete or in excess of estimated usage to estimated net realizable value. Crimson's estimates of net realizable value are based on analyses and assumptions including, but not limited to, historical usage, future demand and market requirements. Reductions to the carrying value of inventories are recorded in cost of sales. If future demand and/or pricing for Crimson's products are less than previously estimated, then the carrying value of the inventories may be required to be reduced, resulting in additional expense and reduced profitability. Inventory write-downs of $0.6 million, $0.3 million and $0.2 million were recorded during the years ended December 31, 2018, 2017 and 2016, respectively.

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Vineyard Development Costs—Crimson capitalizes internal vineyard development costs when developing new vineyards or replacing or improving existing vineyards. These costs consist primarily of the costs of the vines and expenditures related to labor and materials to prepare the land and construct vine trellises. Amortization of such costs is recorded on a straight-line basis over the estimated economic useful life of the vineyard, which can be up to 25 years. As circumstances warrant, Crimson re-evaluates the recoverability of capitalized costs, and will record impairment charges if required. Crimson has not recorded any significant impairment charges for its vineyards during the three year period ended December 31, 2018.

Review of Long-Lived Assets for Impairment—For intangible assets with definite lives, impairment testing is required if conditions exist that indicate the carrying value may not be recoverable. For intangible assets with indefinite lives and for goodwill, impairment testing is required at least annually or more frequently if events or circumstances indicate that these assets might be impaired. Other than goodwill, Crimson currently has no intangible assets with indefinite lives. All goodwill and substantially all definite-lived intangible assets resulted from the acquisitions of Seghesio Family Vineyards in May 2011 and Seven Hills Winery in January 2016. Amortization of definite-lived intangible assets is recorded on a straight-line basis over the estimated useful lives of the assets, which range from 7 to 20 years. Crimson evaluates goodwill for impairment at the end of each year or more often if a triggering event occurs, and has concluded that goodwill is not impaired.

The Company evaluates long-lived assets, including definite-lived intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Long-lived assets consist primarily of property and equipment and intangible assets with definite lives. Circumstances that might cause the Company to evaluate its long-lived assets for impairment could include a significant decline in the prices the Company or the industry can charge for its products, which could be caused by general economic or other factors, changes in laws or regulations that make it difficult or more costly for the Company to distribute its products to its markets at prices which generate adequate returns, natural disasters, significant decrease in the demand for the Company's products or significant increases in the costs to manufacture the Company's products.

Recoverability of long-lived assets is measured using a comparison of the carrying amount of an asset group to future undiscounted net cash flows expected to be generated by the asset group. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. The Company groups its long-lived assets with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities (or asset group). This would typically be at the property level which is in the Business section of this Form 10-K.

During the year ended December 31, 2018, the Company recorded an impairment charge of less than $0.1 million to write-down the carrying value of apple orchards held for sale to fair value less cost to sell. The Company did not recognize any impairment charges associated with long-lived assets during the years ended December 31, 2017 and 2016.

Depletion Allowances—Crimson pays depletion allowances to its distributors based on their sales to their customers. These allowances are estimated on a monthly basis by Crimson, and allowances are accrued as a reduction of revenues. Subsequently, distributors will bill Crimson for actual depletions, which may be different from Crimson's estimate. Any such differences are recognized in sales when the bill is received. Crimson has historically been able to estimate depletion allowances without any material differences between actual and estimated expense.

Restructuring

During the first quarter of 2018, the Company committed to various restructuring activities including the termination of a vineyard operating lease agreement in Oregon and certain departmental reorganizations.

Restructuring charges of $1.3 million incurred in the year ended December 31, 2018 consisted of $0.8 million employee related costs, $0.4 million of asset impairment charges associated with leasehold improvements under the terminated operating lease agreement and $0.1 million of other restructuring costs associated with departmental reorganization activities. The fair value of impaired leasehold improvements was determined using the undiscounted cash flows expected to result from the use and eventual disposition of the assets. The Company expects to incur an additional $0.1 million in severance and other restructuring charges in the first quarter of 2019, and it may incur additional charges in future periods should additional restructuring activities be rolled out. The Company will continue to assess the need for additional restructuring activities during 2019 and expects the restructuring program to be completed by the end of the first quarter of 2019.

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Results of Operations

Comparison of Years Ended December 31, 2018 and 2017

Net Sales

	Year Ended December 31,			
(in thousands, except percentages)	2018	2017	Increase	% change
Wholesale	$34,673	$34,420	$253	1%
Direct to consumer	25,495	24,220	1,275	5%
Other	7,598	4,582	3,016	66%
Total net sales	$67,766	$63,222	$4,544	7%

Wholesale net sales increased $0.3 million, or 1%, in 2018 as compared to 2017. The increase was primarily driven by an increase in export sales volume due to favorable sales campaigns to reach new markets and increased distribution in Canada and Asia.

Direct to consumer net sales increased $1.3 million, or 5%, in 2018 as compared to 2017. The increase was primarily driven by an increase in wine club, tasting room, and eCommerce net sales. The increase in wine club net sales was driven by higher number of shipments in the current year as the prior year was affected by delayed shipments due to hurricanes. The increase in tasting room net sales was driven by the opening of two additional tasting rooms and sales of higher priced varietal wines in the current year. In addition, the Company placed increased emphasis on digital and eCommerce opportunities in the current year which positively impacted sales.

Other net sales, which include bulk wine and grape sales, custom winemaking services, event fees and retail sales, increased $3.0 million or 66%, in 2018 as compared to 2017 primarily due to an increase in tons of grapes and gallons of bulk wine sold in the current year. The increase was also impacted by additional custom winemaking revenue to utilize Double Canyon’s state-of-the-art winemaking facility.

Gross Profit

	Year Ended December 31,			
(in thousands, except percentages)	2018	2017	Increase (Decrease)	% change
Wholesale	$14,499	$15,050	$ (551)	(4)%
Wholesale gross margin percentage	42%	44%		
Direct to consumer	17,302	16,834	468	3%
Direct to consumer gross margin percentage	68%	70%		
Other	(145)	81	(226)	(279)%
Total gross profit	$31,656	$31,965	$ (309)	(1)%

Wholesale gross profit decreased $0.6 million, or 4%, in 2018 as compared to 2017. Gross margin percentage decreased 191 basis points in the current year primarily driven by a shift in product mix to vintages with higher winegrowing costs.

Direct to consumer gross profit increased $0.5 million, or 3%, in 2018 as compared to 2017. The increase in gross profit was primarily driven by an increase in wine club net sales shipments. Gross margin percentage decreased 164 basis points in the current year primarily driven by a shift in product mix to recent vintages with higher winegrowing costs.

Other gross profit includes bulk wine and grape sales, custom winemaking services, event fees and non-wine retail sales which reflected an overall decrease of $0.2 million, or 279%, in 2018 as compared to 2017. The decrease in gross profit is primarily driven by higher average farming costs related to bulk wine sales compared to the same period in 2017.

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Operating Expenses

	Year Ended December 31,			
(in thousands, except percentages)	2018	2017	Increase (Decrease)	% change
Sales and marketing	$16,385	$15,394	$ 991	6%
General and administrative	10,634	10,769	(135)	(1)%
Total operating expenses	$27,019	$26,163	$ 856	3%

Sales and marketing expenses increased $1.0 million, or 6%, in 2018 as compared to 2017. The increase was primarily driven by compensation related expenses and consulting costs related to planned strategic marketing initiatives.

General and administrative expenses decreased $0.1 million, or 1%, in 2018 as compared to 2017. The decrease was primarily driven by decreased amortization of intangible assets due to the expiration of the amortization period.

Other Income (Expense)

	Year Ended December 31,			
(in thousands, except percentages)	2018	2017	Increase	% change
Interest expense	$(1,179)	$(910)	$ 269	30%
Other income, net	797	586	211	36%
Total	$(382)	$(324)	$ 58	18%

Interest expense increased $0.3 million, or 30%, in 2018 as compared to 2017. The increase was primarily driven by increased interest expense associated with the 2017 Term Loan entered into in June 2017, partially offset by a higher patronage dividend received in the current year.

Other income increased $0.2 million, or 36%, in 2018 as compared to 2017. The overall increase was primarily driven by a $0.5 million gain on insurance proceeds from the October 2017 wildfires. The gain was partially offset by a loss on apple consignment sales which was reclassified to other income along with the associated land held for sale as the Company does not plan to continue harvesting and selling apples.

Income Tax Provision

Our income tax provision increased $1.7 million, or 83% in 2018 as compared to 2017. The effective tax rate was 27.6% for 2018 as compared to (17.2)% for 2017. The difference between the consolidated effective income tax rate and the U.S. federal statutory was primarily attributable to state taxes. The difference in the effective tax rate year over year was primarily attributable to the Tax Cut and Jobs Act (Public Law 115-97, “TCJA” or “tax reform”) that was signed into law on December 22, 2017. As a result of the reduction in the U.S. corporate income tax rate from 34% to 21% under the Tax Reform Act, the Company revalued its ending net deferred tax liabilities at December 31, 2017 and recognized a $2.9 million tax benefit in the Company's consolidated income statement for the year ended December 31, 2017. In 2018, we completed our determination of the accounting implications of the U.S. Tax Act.

Comparison of Years Ended December 31, 2017 and 2016

Net Sales

	Year Ended December 31,			
(in thousands, except percentages)	2017	2016	Increase (Decrease)	% change
Wholesale	$34,420	$36,946	$ (2,526)	(7)%
Direct to consumer	24,220	23,099	1,121	5%

Other	4,582	4,576	6	—%
Total net sales	$63,222	$64,621	$ (1,399)	(2)%

Wholesale net sales decreased $2.5 million, or 7%, in 2017 as compared to 2016. The decrease was primarily driven by domestic volume declines of 3%, export volume declines of 11% and increased price support, partially offset by a favorable product mix

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shift. The decline in domestic volume was driven by the planned close-out of certain wines, increased competition, slower wine category growth and lower shipments of certain products in response to price increases.

Direct to consumer net sales increased $1.1 million, or 5%, in 2017 as compared to 2016. The increase was primarily driven by an increase in wine club net sales of $1.1 million and an increase in e-commerce net sales of $0.5 million, partially offset by a decrease in tasting room net sales of $0.6 million. The increase in wine club net sales was primarily driven by price increases and a favorable product mix shift. The increase in e-commerce net sales was primarily driven by favorable campaign responses and a shift in consumer purchasing preferences. The decrease in tasting room net sales was primarily driven by less foot traffic mostly due to closures from historic rainfall in Oregon and Northern California in the first quarter of 2017 and significant wildfires that broke out in Napa and Sonoma in the fourth quarter of 2017.

Other net sales, which include bulk wine and grape sales, event fees and retail sales, were flat in 2017 as compared to 2016.

Gross Profit

	Year Ended December 31,			
(in thousands, except percentages)	2017	2016	Increase (Decrease)	% change
Wholesale	$15,050	$16,683	$ (1,633)	(10)%
Wholesale gross margin percentage	44 %	45 %		
Direct to consumer	16,834	16,270	564	3%
Direct to consumer gross margin percentage	70 %	70 %		
Other	81	15	66	440%
Total gross profit	$31,965	$32,968	$ (1,003)	(3)%

Wholesale gross profit decreased $1.6 million, or 10%, in 2017 as compared to 2016. Gross margin percentage decreased 143 basis points in 2017 as compared to 2016 driven by increased price support, higher winegrowing costs, mostly related to vintage variations and expected lower margins on inventory purchased in the Seven Hills Winery acquisition due to fair value acquisition related accounting.

Direct to consumer gross profit increased $0.6 million, or 3%, in 2017 as compared to 2016. The increase in gross profit was primarily driven by price increases on certain products and a favorable product mix shift. Gross margin percentage remained relatively flat in 2017 as compared to 2016.

Other gross profit includes bulk wine and grape sales, event fees and non-wine retail sales which reflected an overall increase of $0.1 million, or 440%, in 2017 as compared to 2016. The overall increase was primarily driven by improved margins on bulk wine and grape sales and increased margin on freight revenue.

Operating Expenses

	Year Ended December 31,			
(in thousands, except percentages)	2017	2016	Increase (Decrease)	% change
Sales and marketing	$15,394	$15,834	$ (440)	(3)%
General and administrative	10,769	10,653	116	1%
Total operating expenses	$26,163	$26,487	$ (324)	(1)%

Sales and marketing expenses decreased $0.4 million, or 3%, in 2017 as compared to 2016. The decrease was primarily driven by decreased variable compensation expenses, decreased promotional related activity and decreased

travel related costs, partially offset by increased samples and an increase in variable merchant processing fees associated with increased direct to consumer net sales.

General and administrative expenses increased $0.1 million, or 1%, in 2017 as compared to 2016. The increase was primarily driven by a litigation-related loss contingency accrual associated with a class action claim, which subsequently settled at mediation in February 2018, and increased depreciation, partially offset by decreased outside services associated with technology enhancements to support planned business growth in the first half of 2016 and decreased legal fees associated with the Seven Hills Winery acquisition in the first quarter of 2016. See Note 15 in this Form 10-K for further details regarding the class action claim.

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Other Income (Expense)

	Year Ended December 31,			
(in thousands, except percentages)	2017	2016	Increase	% change
Interest expense	$(910)	$(840)	$ 70	8%
Other income (expense), net	586	498	88	18%
Total	$(324)	$(342)	$ 18	5%

Interest expense increased $0.1 million, or 8%, in 2017 as compared to 2016. The increase was primarily driven by increased interest expense associated with the 2017 Term Loan entered into in June 2017 and interest costs associated with the litigation-related loss contingency accrual, partially offset by capitalized interest related to the buildout of the Washington Winemaking Facility and a higher patronage dividend received in 2017 related to our 2015 Term Loan. Other income increased $0.1 million, or 18%, in 2017 as compared to 2016. The overall increase was primarily driven by increased interest income on our short-term investments.

Income Tax Provision
Our income tax provision decreased $3.5 million, or 135% in 2017 as compared to 2016. The effective tax rate was (17.2)% for 2017 as compared to 44.4% for 2016. The difference between the consolidated effective income tax rate and the U.S. federal statutory rate in 2017 was primarily attributable to the Tax Cut and Jobs Act (Public Law 115-97, "TCJA" or "tax reform") that was signed into law on December 22, 2017. As a result of the reduction in the U.S. corporate income tax rate from 34% to 21% under the Tax Reform Act, the Company revalued its ending net deferred tax liabilities at December 31, 2017 and recognized a $2.9 million tax benefit in the Company's consolidated income statement for the year ended December 31, 2017. The difference between the consolidated effective income tax rate and the U.S. federal statutory rate in 2016 was primarily attributable to state taxes, including an adjustment to a state deferred tax asset related to the expiration of net operating loss carryforwards in 2016.

Liquidity and Capital Resources

General

The Company's principal sources of liquidity are its available cash, investments available for sale, funds generated from operations and its revolving credit facility. The Company's primary cash needs are to fund working capital requirements and capital expenditures. We currently anticipate that our available cash, revolving credit facility and cash flow from operations will be sufficient to meet our operational cash needs for the foreseeable future.

Revolving Credit Facility

In March 2013, Crimson and its subsidiaries entered into a $60.0 million revolving credit facility (the "2013 Revolving Credit Facility") with American AgCredit, FLCA, as agent for the lenders identified in the 2013 Revolving Credit Facility, comprised of a revolving loan facility (the "Revolving Loan") and a term revolving loan facility (the "Term Revolving Loan"), which together are secured by substantially all of Crimson's assets. In March 2018, Crimson and its subsidiaries entered into the second amendment to the 2013 Revolving Credit Facility with American AgCredit, FCLA (the "Second Amendment"). The Second Amendment modified certain provisions of the 2013 Revolving Credit Facility, including, among other things, extending the Revolving Loan and Term Revolving Loan termination dates to March 31, 2023, extending the Term Revolving Loan conversion date to March 31, 2023 and extending the Term Revolving Loan maturity date to March 31, 2033.

The Revolving Loan is for up to $10.0 million in the aggregate for a five year term, and the Term Revolving Loan is for up to $50.0 million in the aggregate for a fifteen year term. All obligations of Crimson under the 2013 Revolving Credit Facility are collateralized by certain real property, including vineyards and certain winery facilities of Crimson,

accounts receivable, inventory and intangible assets. In addition to unused line fees ranging from 0.15% to 0.25%, rates for the borrowings are priced based on a performance grid tied to certain financial ratios and the London Interbank Offered Rate. The 2013 Revolving Credit Facility can be used to fund acquisitions, capital projects and other general corporate purposes. Covenants include the maintenance of specified debt and equity ratios, limitations on the incurrence of additional indebtedness, limitations on dividends and other distributions to shareholders and restrictions on certain mergers, consolidations and sales of assets. No amounts have been borrowed under the 2013 Revolving Credit Facility to date.

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Term Loans

Term loans consist of the following:

(i) On November 10, 2015, Pine Ridge Winery, LLC ("PRW Borrower"), a wholly-owned subsidiary of Crimson, entered into a senior secured term loan agreement (the "2015 Term Loan") with American AgCredit, FLCA ("Lender") for an aggregate principal amount of $16.0 million. Amounts outstanding under the 2015 Term Loan bear a fixed interest rate of 5.24% per annum.

The 2015 Term Loan will mature on October 1, 2040 (the "2015 Loan Maturity Date"). On the first day of each January, April, July and October, commencing January 1, 2016, PRW Borrower is required to make a principal payment in the amount of $160,000 and an interest payment equal to the amount of all interest accrued through the previous day. A final payment of all unpaid principal, interest and any other charges with respect to the 2015 Term Loan shall be due and payable on the 2015 Loan Maturity Date.

The full $16.0 million was drawn at closing and the 2015 Term Loan can be used to fund acquisitions, capital projects and other general corporate purposes. As of December 31, 2018, $14.1 million in principal was outstanding on the 2015 Term Loan, and unamortized loan fees were $0.1 million.

(ii) On June 29, 2017, Double Canyon Vineyards, LLC (the "DCV Borrower" and, individually and collectively with the PRW Borrower, "Borrower"), a wholly-owned subsidiary of Crimson, entered into a senior secured term loan agreement (the "2017 Term Loan") with the Lender for an aggregate principal amount of $10.0 million. Amounts outstanding under the 2017 Term Loan bear a fixed interest rate of 5.39% per annum.

The 2017 Term Loan will mature on July 1, 2037 (the "2017 Loan Maturity Date"). On the first day of each January, April, July and October, commencing October 1, 2017, DCV Borrower is required to make a principal payment in the amount of $125,000 and an interest payment equal to the amount of all interest accrued through the previous day. A final payment of all unpaid principal, interest and any other charges with respect to the 2017 Term Loan shall be due and payable on the 2017 Loan Maturity Date.

The full $10.0 million was drawn at closing and the 2017 Term Loan can be used to fund acquisitions, capital projects and other general corporate purposes. As of December 31, 2018, $9.4 million in principal was outstanding on the 2017 Term Loan, and unamortized loan fees were $0.1 million.

Borrower's obligations under the 2015 Term Loan and 2017 Term Loan are guaranteed by the Company. All obligations of Borrower under the 2015 Term Loan and 2017 Term Loan are collateralized by certain real property of the Company. Borrower's covenants include the maintenance of a specified debt service coverage ratio and certain customary affirmative and negative covenants, including limitations on the incurrence of additional indebtedness; limitations on distributions to shareholders; and restrictions on certain investments, sale of assets and merging or consolidating with other entities.

Consolidated Statements of Cash Flows

The following table summarizes our cash flow activities for the years ended December 31, 2018, 2017 and 2016 (in thousands):

Cash provided by (used in):	2018	2017	2016
Operating activities	$8,667	$6,420	$10,173
Investing activities	(5,238)	(10,203)	(20,446)
Financing activities	(3,845)	8,780	(3,265)

Cash provided by operating activities

Net cash provided by operating activities was $8.7 million in 2018, consisting primarily of $2.0 million of net income adjusted for non-cash items, such as $9.0 million of depreciation and amortization, $1.3 million of restructuring charges and $0.7 million of deferred income tax provision, partially offset by $5.1 million of net cash outflow related to changes in operating assets and liabilities. The change in operating assets and liabilities was primarily due to an increase in accounts receivable and inventory partially offset by an increase in accounts payable expense accruals. The decrease in accounts payable and expense accruals was primarily due to grower payments made in the current period for the 2018 harvest.

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Net cash provided by operating activities was $6.4 million in 2017, consisting primarily of $6.2 million of net income adjusted for non-cash items, such as $8.7 million of depreciation and amortization, $1.5 million of deferred income tax benefit and $7.5 million of net cash outflow related to changes in operating assets and liabilities. The change in operating assets and liabilities was primarily due to an increase in inventory, partially offset by a decrease in accounts receivable.

Net cash provided by operating activities was $10.2 million in 2016, consisting primarily of $3.3 million of net income adjusted for non-cash items, such as $8.2 million of depreciation and amortization, $2.8 million of deferred income tax provision and $4.6 million of net cash outflow related to changes in operating assets and liabilities. The change in operating assets and liabilities was primarily due to an increase in inventory, excluding inventory acquired in the Seven Hills Winery acquisition, partially offset by an increase in accounts payable and expense accruals and a decrease in accounts receivable.

Cash used in investing activities

Net cash used in investing activities was $5.2 million in 2018, consisting primarily of capital expenditures of $6.1 million, partially offset by net redemptions of available for sale investments of $0.8 million. We expect to use our available cash and cash flows generated from operating activities to fund future capital expenditures.

Net cash used in investing activities was $10.2 million in 2017, consisting primarily of capital expenditures of $14.0 million, partially offset by net redemptions of available for sale investments of $3.8 million. Capital expenditures of $14.0 million include $7.0 million of costs related to the buildout of the Washington Winemaking Facility and other planned purchases associated with ongoing business activities.

Net cash used in investing activities was $20.4 million in 2016, consisting primarily of capital expenditures of $14.9 million and $7.3 million of cash paid in the acquisition of Seven Hills Winery, partially offset by net redemptions of available for sale investments of $1.8 million. Capital expenditures of $14.9 million included $5.3 million in strategic land and vineyard acquisitions, $2.9 million of costs related to the buildout of the Washington Winemaking Facility and other planned purchases associated with ongoing business activities.

Cash (used in) provided by financing activities

Net cash used in financing activities in 2018 was $3.8 million, which reflects the repurchase of our common stock at a repurchase price totaling $2.5 million, principal payments on our 2015 and 2017 Term Loans of $1.1 million and a contingent consideration payment of $0.1 million associated with the Seven Hills Winery acquisition.

Net cash provided by financing activities in 2017 was $8.8 million, which consists primarily of proceeds of $10.0 million from the issuance of the 2017 Term Loan, partially offset by principal payments on both our 2015 and 2017 Term Loans of $0.8 million and contingent consideration payments of $0.4 million associated with the Seven Hills Winery acquisition.

Net cash used in financing activities in 2016 was $3.3 million, which reflects the repurchase of shares of our common stock at a repurchase price totaling $2.6 million and principal payments on our 2015 Term Loan of $0.6 million.

Share Repurchases

In March 2014, the Board of Directors of the Company authorized a share repurchase program (the “2014 Repurchase Program”) that provided for the repurchase of up to $2.0 million of outstanding common stock. Under the 2014 Repurchase Program, any repurchased shares were constructively retired, and on February 29, 2016, the 2014

Repurchase Program was completed. Under the total 2014 Repurchase Program the Company repurchased 228,522 shares at an original repurchase cost of $2.0 million.

In March 2016, the Board of Directors of the Company authorized a share repurchase program (the "2016 Repurchase Program") that provided for the repurchase of up to $2.0 million of outstanding common stock. Under the 2016 Repurchase Program, any repurchased shares were constructively retired, and on November 14, 2016, the 2016 Repurchase Program was completed. Under the total 2016 Repurchase Program the Company repurchased 232,461 shares at an original repurchase price of $2.0 million.

In March 2018, the Company commenced a share repurchase program (the "2018 Repurchase Program") that provided for the repurchase of up to $2.0 million of outstanding common stock. Under the 2018 Repurchase Program, any repurchased shares were constructively retired, and on September 19, 2018, the 2018 Repurchase Program was completed. Under the total 2018 Repurchase Program the Company repurchased 217,377 shares at an original repurchase price of $2.0 million.

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In December 2018, the Company commenced a share repurchase program (the “2019 Repurchase Program”) that provided for the repurchase of up to $2.0 million of outstanding common stock. Under the 2019 Repurchase Program, any repurchased shares were constructively retired. At December 31, 2018, the Company repurchased 65,800 shares at an original purchase price of $0.5 million. Through March 6, 2019, the Company has repurchased 175,225 shares at an original repurchase price of $1.4 million.

Contractual Obligations and Commitments

The following is a summary of our contractual obligations and commitments as of December 31, 2018 (in thousands):

	Payments Due by Period (in thousands)				
	Total	Less than 1 Year	1-3 Years	4-5 Years	After 5 Years
Term loans	$23,455	$1,140	$2,280	$2,280	$17,755
Grape purchase contracts	19,533	8,742	8,969	1,497	325
Operating leases	432	295	136	1	—
Total contractual cash obligations	$43,420	$10,177	$11,385	$3,778	$18,080

Off-Balance Sheet Financing Arrangements

None.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk.

Crimson does not currently have any exposure to financial market risk. Sales to international customers are denominated in U.S. dollars; therefore, Crimson is not exposed to market risk related to changes in foreign currency exchange rates. As discussed above under Liquidity and Capital Resources, Crimson has a revolving credit facility and two term loans. The revolving credit facility had no outstanding balance as of December 31, 2018, and bears interest at floating rates on borrowings. The term loans had $23.5 million outstanding at December 31, 2018, and are fixed-rate debt and therefore are not subject to fluctuations in market interest rates.

Item 8. Financial Statements and Supplementary Data.

Financial Statements and supplementary data required by this Item 8 are set forth at the pages indicated in Item 15(a) below.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Conclusion Regarding Effectiveness of Disclosure Controls and Procedures.

The Company’s management evaluated, with the participation of the Company’s principal executive and principal financial officers, the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), as of December 31, 2018. Based on their evaluation, the Company’s principal executive and principal financial officers concluded that the Company’s disclosure controls and procedures were effective as of December 31, 2018.

Management's Annual Report on Internal Control over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Also, projections of any evaluation of internal control effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with internal control policies or procedures may deteriorate. Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2018.

BPM LLP, our independent registered public accounting firm, has issued an attestation report on our internal control over financial reporting as of December 31, 2018, which appears in Part II, Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting.

There has been no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the Company's fiscal quarter ended December 31, 2018, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information.

Not applicable.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance.

As of March 12, 2019, the directors and executive officers of the Company, their ages, the positions with the Company held by each of them, the periods during which they have served in such positions and a summary of their recent business experience is set forth below. Each of the biographies of the current directors listed below also contains information regarding such person’s service as a director, business experience, director positions with other public companies held currently or at any time during the past five years, and the experience, qualifications, attributes and skills that the Board of Directors considered in selecting each of them to serve as a director of the Company.

Joseph S. Steinberg, age 75, was elected as a director in February 2013. Mr. Steinberg has been a director of HomeFed Corporation since August 1998 and Chairman of the Board since December 1999. Mr. Steinberg is Chairman of the Board of Directors of Jefferies Financial Group Inc., and from January 1979 until March 1, 2013 served as President of Leucadia National Corporation (now Jefferies Financial Group Inc.). Mr. Steinberg is presently on the Board of Spectrum Brands Holdings, Inc. and has previously served as a director of Mueller Industries, Inc. and Fortescue Metals Group Ltd. Mr. Steinberg has managerial and investing experience in a broad range of businesses through his more than 30 years as President and a director of Leucadia National Corporation. He also has experience serving on the boards and committees of both public and private companies.

John D. Cumming, age 51, was elected as Chairman of Crimson in June 2015 after serving as a director since February 2013. Mr. Cumming is the Founder and Executive Chairman of POWDR Corp., a private ski resort and summer camp operating company. In addition to leading POWDR Corp., Mr. Cumming holds many positions in related fields, including Chairman of Snowbird Resort, Chairman of Outside TV and Chairman of American Investment Company, a family-owned investment company with diversified holdings. He is the Founder and Chairman Emeritus of The Park City Community Foundation and Director and Chairman Emeritus of the United States Ski and Snowboard Association Foundation. Mr. Cumming has managerial and investing experience in a broad range of businesses through his service as a senior executive and director of POWDR Corp., his involvement as a founding shareholder of Mountain Hardwear, and his tenure on various boards of directors.

Avraham M. Neikrug, age 49, was elected as a director in February 2013. Mr. Neikrug has been the Managing Partner of Goldenhill Ventures, a private investment firm that specializes in buying and building businesses in partnership with management, since June 2011. Mr. Neikrug has served as Vice President in Goldenhill Ventures LLC since June 2011. Mr. Neikrug has managerial and investing experience in a broad range of businesses through his founding and operating of JIR Inc., a company involved in the development of regional cable television throughout Russia, JIRP, a business-to-business internet service provider (ISP) based in Austria, and M&A Argentina, a private equity effort in Argentina. Avraham M. Neikrug’s father is a first cousin to Joseph S. Steinberg.

Douglas M. Carlson, age 62, was elected as a director in March 2013. Mr. Carlson was elected CEO and Chairman of Tommy’s Superfoods, LLC in August 2015. Tommy's is in the frozen vegetables business and is quickly becoming a national brand in the U.S. with 15 different and creative seasoned blends of vegetables. From October 2013 to July 2015, Mr. Carlson was the Executive Vice President and Chief Marketing Officer of NOOK Media LLC, a subsidiary of Barnes & Noble, Inc. From April 2010 to September 2013, Mr. Carlson was Managing Partner of Rancho Valencia Resort & Spa, a tennis resort that includes fractional real estate. Prior to that, Mr. Carlson was Executive Chairman and Managing Director of Zinio, LLC and VIV Publishing, a digital publishing, retail and distribution platform for magazines, since 2005. Mr. Carlson co-founded FIJI Water Company LLC, Inc. in 1996 and served as its Chief Executive Officer from 1996 to 2005. Prior to joining FIJI, Mr. Carlson served as the Senior Vice President and Chief Financial Officer for The Aspen Skiing Company, from 1989 to 1996. Mr. Carlson has managerial and investing experience both within and outside the hospitality industry, as well as having been a certified public accountant.

Craig D. Williams, age 68, was elected as a director in March 2013. From January 2015 to May 2018, Mr. Williams was the Chief Winegrower & Chief Operating Officer at Crimson Wine Group. Prior to that, Mr. Williams was the owner of Craig Williams Wine Company, a consulting business focused on winemaking and viticulture from 2008 to 2015. From 1976 to 2008, Mr. Williams held a variety of winemaking roles at Joseph Phelps Vineyards, rising to Senior Vice President of Winegrowing, responsible for all viticulture and winemaking activities, from 1999 to 2008. Mr. Williams has managerial experience and experience in multiple aspects of the wine business.

Colby A. Rollins, age 44, was elected as a director on April 25, 2018. Mr. Rollins is currently the Chief Operations Officer of American Investment Company, a family-owned investment company with diversified holdings. Previously, he served as the Chief Financial Officer of American Investment Company from January 2009 to January 2011. Mr. Rollins served as a Director, Chief Operations Officer, and Chief Financial Officer of Wing Enterprises, Inc., a privately-owned ladder company, from 2004 to 2008. He also has managerial and investment experience, including serving on the board of directors for Farm Brothers LLC, IPT, LLC

(dba PayLock Parking Solutions), MTI Partners, LLC, PMH Investors, LLC, Snowbird Resort LLC, City Roasting Company LLC and Ready Foods, LLC. Mr. Rollins was also a certified public accountant with Deloitte & Touche LLP.

Luanne D. Tierney, age 55, was elected as a director on November 5, 2018. Ms. Tierney is a Silicon Valley executive with more than three decades of experience who has held executive position at Cisco Systems, Juniper Networks, and Proofpoint. Ms. Tierney currently serves as the Chief Marketing Officer for Open Systems, where she leads the company's global marketing initiatives. Known as a creative innovator and respected as a leader, Ms. Tierney has successfully built and led complex marketing organizations for several Fortune 500 and mid-market SaaS companies.

Patrick M. DeLong, age 53, has served as President and Chief Executive Officer of Crimson since November 2014 and served as Chief Financial & Operating Officer of Crimson from July 2007 through November 2014. Mr. DeLong served as the Senior Vice President & CFO of Icon Estates, which was a fine wine division of Constellation Brands, Inc., from 2004 to 2006. Mr. DeLong was at the Robert Mondavi Corporation in a variety of roles from 1998 to 2004, including Senior Vice President of Finance & Planning. Mr. DeLong’s early career included ten years in operational and financial leadership roles, including with premium cruise line Holland America Line. Mr. DeLong began his career with Deloitte & Touche LLP in San Francisco.

Karen L. Diepholz, age 55, has served as Chief Financial Officer of Crimson since June 2018. Prior to that, Ms. Diepholz served for three years as the Chief Financial Officer of Vintage Wine Estates, a privately held wine company, where she led many aspects of the operations. From 2011 to 2014 Ms. Diepholz was the Vice President & Chief Financial Officer of Equinox Payments, a payment technology company, and from 2008 to 2011 the Vice President of Financial Planning and Analysis for Hypercom Corporation, a New York Stock Exchange listed global payment technology company. Ms. Diepholz also served as the Vice President, Corporate Controller at Fender Musical Instruments and spent her early career in the consumer products industry in a variety of financial and leadership roles at the The Dial Corporation, now Henkel U.S.

Nicolas M.E. Quillé, MW, age 47, has served as Chief Winemaking and Operations Officer since May 2018. Mr. Quillé was most recently General Manager and Head Winemaker of Banfi Vintners’ boutique portfolio of wineries in the Pacific Northwest. He spent the last 26 years in a variety of winegrowing positions in both France and the United States. In addition to his role with Banfi, his U.S. experience includes winegrowing and management positions with Pacific Rim and Bonny Doon. Prior to moving to the United States, Mr. Quillé worked in Burgundy (Antonin Rodet and Domaine Prieur), Provence (Domaine de la Courtade), Champagne (Laurent Perrier) and Portugal (Taylor’s Port).

Mike S. Cekay, age 47, has served as Senior Vice President of Global Sales of Crimson since May 2012. Mr. Cekay served as the Executive Vice President, Global Sales Manager of Don Sebastiani & Sons from 2009 to 2012. Mr. Cekay was Vice President of Sales at Future Brands LLC from 2007 to 2009. Mr. Cekay was Divisional Sales Vice President for Beam Wine Estates from 2005 to 2007.

Meetings and Committees

During 2018, the Board of Directors met three times. All seven of our then directors attended our 2018 Annual Meeting of Stockholders.

The Board of Directors of the Company has a standing Audit Committee and Compensation Committee. The Board of Directors determined that establishing standing Audit and Compensation Committees is an important element of sound corporate governance.

Procedures for Recommending Nominees

A stockholder entitled to vote in the election of directors may nominate one or more persons for election as director at a meeting if written notice of that stockholder’s intent to make the nomination has been given to us, with respect to an

election to be held at an annual meeting of stockholders, no earlier than 150 days and no later than 120 days before the first anniversary of our proxy statement in connection with the last annual meeting, and, with respect to an election to be held at a special meeting of stockholders, no earlier than 150 days before such special meeting and no later than 120 days before such special meeting, or if the first public notice of such special meeting is less than 130 days prior to the date of such special meeting, the tenth day following the date on which public notice of the meeting is first given to stockholders. The notice shall provide such information as required under the Company's By-laws, including, without limitation, the name and address of the stockholder and his or her nominees, a representation that the stockholder is entitled to vote at the meeting and intends to nominate the person, a description of all arrangements or understandings between the stockholder and each nominee, other information as would be required to be included in a proxy statement soliciting proxies for the election of the stockholder's nominees, the consent of each nominee to serve as a director of the Company if so elected, information concerning the stockholder's direct and indirect ownership of securities of the Company, including with respect to any beneficial owner of securities of the Company held by the stockholder, and compensation received

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by or relationships between such stockholder with respect to the securities of the Company from any beneficial owner of such securities. We may require any proposed nominee to furnish other information as we may reasonably require to determine the eligibility of the proposed nominee to serve as a director of the Company.

Audit Committee

The Board of Directors has adopted a charter for the Audit Committee, which is available on our website, www.crimsonwinegroup.com. The Audit Committee consists of Mr. Carlson, who serves as the Chairman, Mr. Neikrug and Mr. Rollins. The Board of Directors has determined that Mr. Carlson is qualified as an audit committee financial expert within the meaning of regulations of the SEC and that each of Mr. Carlson, Neikrug and Rollins is independent applying the NASDAQ Stock Market's listing standards for independence and the SEC's independence requirements for audit committee members. During 2018, the Audit Committee met four times.

Compensation Committee

The Compensation Committee, formed in 2018, (i) reviews and approves the compensation of the Company's executive officers, (ii) establishes, oversees and administers compensation policies and programs for the Company's employees and (iii) administers the Company's incentive compensation plan. The Board of Directors has adopted a charter for the Compensation Committee, which is available on our website, www.crimsonwinegroup.com. The Compensation Committee currently consists of Mr. Cumming, who serves as the Chairman, and Mr. Rollins, each of whom is independent applying the NASDAQ Stock Market's listing standards for independence and the SEC's independence requirements for compensation committee members. Each member of our Compensation Committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act, and an outside director, as defined pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended. During 2018, the Compensation Committee met one time.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors, and persons who beneficially own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Based solely upon a review of the copies of such forms furnished to us and written representations from our executive officers, directors and greater than 10% beneficial stockholders, we believe that all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis except for one Form 4 filing by Ian Cumming and one Form 4 filing by Nicolas M.E. Quillé which were filed late.

Code of Business Practice

We have a Code of Business Practice, which is applicable to all of our directors, officers and employees, and includes a Code of Practice applicable to our principal executive officers and senior financial officers. Both the Code of Business Practice and the Code of Practice are available on our website. We intend to post amendments to, or waivers from, our Code of Practice on our website as required by applicable law.

Item 11. Executive Compensation.

Introduction

The Compensation Committee makes all decisions regarding executive officer compensation. The Compensation Committee periodically reviews the elements of compensation for executive officers and, subject to any existing employment agreements, sets each element of compensation for the Chief Executive Officer and the other executive officers, including annual base salary and annual incentive bonus.

Stock Ownership Requirements

We do not have a formal stock ownership requirement, although two of our directors, Messrs. John D. Cumming and Joseph S. Steinberg, respectively, beneficially own approximately 11.2% and 11.0% of our outstanding common stock

as of March 6, 2019.
Accounting and Tax Matters

The Company does not currently provide share-based compensation to employees or directors. In the future, if share-based compensation is provided to employees or directors, the cost of such share-based compensation would be recognized in the

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Company's financial statements based on their fair values at the time of grant and would be recognized as an expense over the vesting period of any such award in accordance with GAAP.

Executive Compensation

The following table shows, for fiscal years 2018 and 2017, all of the compensation earned by, awarded to or paid to our named executive officers (as defined by Item 402(m)(2) of Regulation S-K).

Summary Compensation Table

Name and Principal Position	Year	Salary (1)	Bonus	All Other Compensation (2)	Total
Patrick M. DeLong,	2018	$347,854	$90,000	$23,393	$461,247
President and Chief Executive Officer	2017	$345,000	$120,000	$23,268	$488,268
Craig D. Williams,	2018	$140,972	$60,000	$49,303	$250,275
Chief Operating Officer and Chief Winegrower(3)	2017	$230,000	$70,000	$17,268	$317,268
Mike S. Cekay,	2018	$287,242	$45,000	$21,893	$354,135
Senior Vice President of Sales	2017	$285,000	$57,000	$20,995	$362,995
Nicolas M.E. Quillé,	2018	$148,096	$—	$6,403	$154,499
Chief Operating Officer and Chief Winegrower(4)					

(1) Base salary under employment agreements with subsequent increases at the Board of Director's sole discretion. For Mr. Williams includes $15,833 of directors fees paid in 2018 following his resignation as described in footnote 3 below.
(2) Includes 401k contributions, health club reimbursements and car allowance paid by the Company. For Mr. Williams includes $42,000 of consulting fees paid in 2018.
(3) Effective May 21, 2018, Craig D. Williams resigned from his role as an officer of the Company.
(4) Effective May 21, 2018, Nicolas M.E. Quillé became an employee of the Company.

Executive Agreements

Patrick M. DeLong. On June 27, 2007, we entered into an agreement with Mr. DeLong. The agreement continues until terminated by us or Mr. DeLong, or due to his death or disability which renders him unable to perform his duties under the agreement for 90 consecutive days in any 12-month period. Mr. DeLong is entitled to an annual bonus opportunity based on performance goals established by the Board of Directors and Mr. DeLong at the beginning of each calendar year. Mr. DeLong's target bonus was 40% of his annual base salary for the first full calendar year, 45% for the second full calendar year and 50% for the third full calendar year and subsequent calendar years. We will notify Mr. DeLong if the bonus target becomes different than 50% of his base salary. Notwithstanding the provisions of the agreement, the Board of Directors may make a determination as to bonus payable to Mr. DeLong at its discretion. Pursuant to the agreement, Mr. DeLong is also eligible to participate in and receive any stock option grants, to participate in any standard company benefits and to receive a car allowance benefit of $1,400 per month. Mr. DeLong is also eligible to share a percentage of our pre-tax income, subject to terms determined by us pursuant to any long-term incentive or deferred compensation program. Mr. DeLong is entitled to certain benefits if his employment is terminated or upon other events. See "Potential Payments on Termination or Change of Control" below.
Mike S. Cekay. On March 26, 2012, we entered into an agreement with Mr. Cekay. The agreement continues until terminated by us or Mr. Cekay at any time and for any reason or for no reason with or without notice. Mr. Cekay is eligible for an annual bonus in an amount to be determined by us in our discretion up to 30% bonus target of base salary plus an accelerator, based on sales contribution as compared to target, to be determined annually. The amount of any annual bonus will be based upon our performance and Mr. Cekay's performance, as determined by us, against goals mutually agreed upon between Mr. Cekay and us. Pursuant to the agreement, Mr. Cekay is also eligible to participate in a long term incentive plan, receive a car allowance benefit of $1,400 per month and participate in standard company benefits. Mr. Cekay is not entitled to any benefits if his employment is terminated or upon other

events.

Nicolas M.E. Quillé. On March 14, 2018, we entered into an agreement with Mr. Quillé. The agreement continues until terminated by us or Mr. Cekay at any time and for any reason or for no reason with or without notice. Mr. Quillé is eligible for an annual bonus in an amount to be determined by us in our discretion up to 40% bonus target of base salary. The amount of any annual bonus will be based upon our performance and Mr. Quillé's performance, as determined by us, against goals mutually agreed upon between Mr. Quillé and us. Pursuant to the agreement, Mr. Quillé is also eligible to receive a car allowance benefit of $1,400 per

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month and participate in standard company benefits. Mr. Quillé is entitled to certain benefits if his employment is terminated or upon other events. See “Potential Payments on Termination or Change of Control” below.

Craig D. Williams. Effective May 21, 2018, Mr. Williams resigned from the Company as Chief Operating Officer and Chief Winegrower. Following Mr. Williams’ resignation, on June 1, 2018 the Company entered into a consulting agreement (the “Initial Consulting Agreement”) with Mr. Williams pursuant to which Mr. Williams provided winemaking consulting services. Under the Initial Consulting Agreement, Mr. Williams was paid a $6,000 monthly retainer for his consulting services, and was entitled to be reimbursed for his out-of-pocket expenses. On January 30, 2019, the Company and Mr. Williams entered into a new consulting agreement (the “New Consulting Agreement”) to replace the Initial Consulting Agreement. Under the New Consulting Agreement, the Company will pay Mr. Williams for his services at the rate of $250 per hour, and Mr. Williams will be reimbursed for his out-of-pocket expenses. The parties estimate that Mr. Williams will provide 40 hours of consulting services each year under the New Consulting Agreement.

Potential Payments on Termination or Change of Control

The information below describes and quantifies certain compensation that would become payable under each named executive officer’s employment agreement if, as of December 31, 2018, their employment had been terminated (including termination in connection with a change in control). Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the timing during the year of any such event.

Patrick M. DeLong. In the event Mr. DeLong’s employment is terminated by us without cause, by him with good reason or by a successor (whether direct, indirect, by purchase, merger, consolidation or otherwise) before a change in control, he shall be entitled to continue to receive as severance, payment, in accordance with our current payroll practices, of his base salary in effect at the time of termination for 12 months.

Nicolas M.E. Quillé. In the event Mr. Quillé’s employment is terminated by us without cause, by him with good reason or by a successor (whether direct, indirect, by purchase, merger, consolidation or otherwise) before a change in control, he shall be entitled to continue to receive as severance, payment, in accordance with our current payroll practices, of his base salary in effect at the time of termination for 12 months. The Company will make available COBRA benefits for 18 months, subject to legal limitations at the time, and reimbursement of up to 3 months of COBRA cost.

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Director Compensation

As approved in March 2013, our non-employee directors receive an annual retainer of $25,000 for serving on the Board of Directors and a per meeting fee of $2,500 for each Board, committee or shareholder meeting attended in person. Mr. Carlson receives an additional $26,000 annually for serving as Chairman of the Audit Committee, and Messers. Neikrug and Rollins receive an additional $17,000 annually for serving on the Audit Committee. Mr. Cumming receives an additional $26,000, annually for serving as the Chairman of the Compensation Committee and Mr. Rollins receives as additional $17,000, annually for serving on the Compensation Committee. The Company reimburses directors for reasonable travel expenses incurred in attending board and committee meetings. The 2018 director compensation for our non-employee directors is set forth below. See “Summary Compensation Table” above for details of Mr. Williams’ compensation.

Director Compensation Table

Name	Fees paid in cash	All Other Compensation	Total
Directors			
Douglas Carlson(1)	$61,000	$—	$61,000
Avraham M. Neikrug(1)	$52,000	$—	$52,000
John D. Cumming(2)	$41,500	$—	$41,500
Joseph S. Steinberg	$35,000	$—	$35,000
Francesca H. Schuler(3)	$29,715	$—	$29,715
Colby Rollins(1)(2)	$28,917	$—	$28,917
Luanne Tierney(4)	$—	$—	$—

(1) Member of the audit committee.
(2) Member of the compensation committee.
(3) Ms. Schuler resigned from the Board of Directors effective August 20, 2018.
(4) Ms. Tierney was elected to the board of directors effective November 5, 2018.

Compensation Policies and Risk Management

The Company does not have a formal compensation plan for any of its employees. Annually, the Compensation Committee will consider making incentive compensation awards that are purely discretionary, taking into account the employee’s individual performance as well as the Company’s performance for the particular year. Accordingly, the Company believes that its compensation policies do not reward employees for imprudent risk taking.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Equity Compensation Plan Information

Our Board of Directors previously adopted an equity compensation plan, which allows the Company to grant incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, and other stock-based awards, and performance-based compensation awards to its officers, employees, and non-employee directors. The equity compensation plan will be administered by our Board of Directors, which is authorized to select the officers, employees and non-employee directors to whom awards will be granted, and to determine the type and amount of such awards. The maximum number of shares available for issuance under the plan is one million. The equity compensation plan was filed as an Exhibit to the Company’s Form 8-K, filed on February 25, 2013. This summary of the plan is qualified in its entirety by reference to the full text of the plan. As of the date of this report, no grants have been made under the plan.

Present Beneficial Ownership

Set forth below is certain information as of March 6, 2019, with respect to the beneficial ownership of common shares, determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended, by (1) each person who, to our knowledge, is the beneficial owner of more than 5% of our outstanding common shares, which is our only class of voting securities, (2) each director, (3) each of the executive officers named in the Summary Compensation Table under “Executive Compensation,” (4) charitable foundations established by our directors and (5) all of our executive officers and directors as a group. The percentage

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ownership information under the column entitled "Percent of Class" is based on 23,604,783 shares of common stock outstanding as of March 6, 2019. Unless otherwise stated, the business address of each person listed is c/o Crimson Wine Group, 2700 Napa Valley Corporate Drive, Suite B, Napa, CA 94558.

Name and Address of Beneficial Owner	Number of Shares and Nature of Beneficial Ownership		Percent of Class
Named directors and executive officers			
John D. Cumming	2,648,724	(a)	11.2 %
Joseph S. Steinberg	2,593,548	(b)	11.0 %
Patrick M. DeLong	20,039		0.1 %
Douglas M. Carlson	5,000		*
Avraham M. Neikrug	4,030	(c)	*
Craig D. Williams	1,000		*
Karen L. Diepholz	1,000		*
Nicolas M.E. Quillé	200		*
Mike S. Cekay	100		*
Luanne Tierney	—		*
All directors and executive officers as a group (10)	5,273,641		22.3 %
Charitable foundations and 5% or greater stockholder			
Cumming Foundation	18,320	(d)	0.1 %
John D. Cumming Family Foundation	9,166	(e)	*
Joseph S. and Diane H. Steinberg 1992 Charitable Trust	33,000	(f)	0.1 %
Beck, Mack & Oliver LLC 565 Fifth Avenue New York, NY 10017	2,587,837	(g)	11.0 %
Mario J. Gabelli One Corporate Center Rye, New York 10580-1435	1,225,503	(h)	5.2 %

* Less than 0.1%.

(a) Includes 237,896 (1.0%) shares owned directly by Mr. John D. Cumming and 2,410,828 (10.2%) shares owned by the Estate of Ian M. Cumming. Mr. John D. Cumming serves as Personal Representative of the Estate of Ian M. Cumming and has sole voting and dispositive control over the shares owned by the Estate.

(b) Includes 15,120 (less than 0.1%) shares of common stock beneficially owned by Mr. Steinberg's wife and daughter, 1,786,627 (7.6%) shares of common stock held by corporations that are wholly owned by Mr. Steinberg, or held by corporations that are wholly owned by family trusts as to which Mr. Steinberg has sole voting and dispositive control, or held by such trusts, and 323,582 (1.4%) shares of common stock held in a trust for the benefit of Mr. Steinberg's children as to which Mr. Steinberg may be deemed to be the beneficial owner.

(c) Includes 30 shares of common stock owned of record by Mr. Neikrug's minor son.

(d) Mr. John D. Cumming is a trustee of the Cumming Foundation, a private charitable foundation, and disclaims beneficial ownership of the shares of common stock held by the foundation.

(e) Mr. John D. Cumming is President and a director of the John D. Cumming Family Foundation, a private charitable foundation, and disclaims beneficial ownership of the shares of common stock held by the foundation.

(f) Mr. Steinberg and his wife are the trustees of the charitable trust. Mr. Steinberg and his wife disclaim beneficial ownership of the shares of common stock held by the charitable trust.

(g) Based on Schedule 13G filed by Beck, Mack & Oliver LLC with the SEC on February 4, 2019.

(h)

Based on Schedule 13D filed by Mr. Gabelli with the SEC on March 3, 2016. All shares are held directly or indirectly in entities that Mr. Gabelli either controls or for which he acts as chief investment officer, including 345,000 shares (1.5%) owned by GAMCO Asset Management Inc., 370,503 shares (1.6%) owned by Gabelli Funds, LLC and 510,000 shares (2.2%) owned by Teton Advisors, Inc.

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As of March 6, 2019, Cede & Co. held of record 19,420,573 shares of our common stock (approximately 82.3% of our total common stock outstanding). Cede & Co. held such shares as a nominee for broker-dealer members of The Depository Trust Company, which conducts clearing and settlement operations for securities transactions involving its members.

As described herein, our common stock is subject to transfer restrictions that are designed to reduce the possibility that certain changes in ownership could result in limitations on the use of our tax attributes. Our certificate of incorporation contains provisions that generally restrict the ability of a person or entity from acquiring ownership (including through attribution under the tax law) of 5% or more of our common shares and the ability of persons or entities now owning 5% or more of our common shares from acquiring additional common shares. Stockholders (and prospective stockholders) are advised that, under the tax law rules incorporated in these provisions, the acquisition of even a single share of common stock may be proscribed under our certificate of incorporation, given (among other things) the tax law ownership attribution rules as well as the tax law rules applicable to acquisitions made in coordination with or in concert with others. The restriction will remain until the earliest of (a) December 31, 2022, (b) the repeal of Section 382 of the Internal Revenue Code (or any comparable successor provision) and (c) the beginning of our taxable year to which these tax attributes may no longer be carried forward. The restriction may be waived by our Board of Directors.

Stockholders are advised to carefully monitor their ownership of our common stock and consult their own legal advisors and/or us to determine whether their ownership of our common shares approaches the proscribed level.

Item 13. Certain Relationships and Related Transactions, and Directors Independence.

Policies and Procedures with Respect to Transactions with Related Persons

The Board has adopted a written policy for the review, approval and ratification of transactions that involve “related persons” and potential conflicts of interest (the “Related Person Transaction Policy”).

The Related Person Transaction Policy applies to each director and executive officer of the Company, any nominee for election as a director of the Company, any security holder who is known to own of record or beneficially more than five percent of any class of the Company’s voting securities, any immediate family member of any of the foregoing persons, and any corporation, firm, association or other entity in which one or more directors of the Company are directors or officers, or have a substantial financial interest (each a “Related Person”).

Under the Related Person Transaction Policy, a Related Person Transaction is defined as a transaction or arrangement involving a Related Person in which the Company is a participant or that would require disclosure in the Company’s filings in accordance with SEC rules.

Under the Related Person Transaction Policy, Related Persons must disclose to the Audit Committee any potential Related Person Transactions and must disclose all material facts with respect to such transaction. All Related Person Transactions will be reviewed by the Audit Committee and, in its discretion, approved or ratified. In determining whether to approve or ratify a Related Person Transaction, the Audit Committee will consider the relevant facts and circumstances of the Related Person Transaction, which may include factors such as the relationship of the Related Person with the Company, the materiality or significance of the transaction to the Company and the Related Person, the business purpose and reasonableness of the transaction, whether the transaction is comparable to a transaction that could be available to the Company on an arms-length basis, and the impact of the transaction on the Company’s business and operations.

From time to time, our directors and officers may engage in purchases of our products at substantial discounts (but not below cost) as determined to be reasonable under the circumstances. Generally, we do not believe any such transactions to be material to the Company or the related person and do not believe that any such transactions would impair the independence of any director. The Board has considered these possible purchases under the Related Person

Transaction Policy and has determined that no such purchase will require prior approval by the Audit Committee.

Director Independence

The Board of Directors has determined that Messrs. Cumming, Steinberg, Neikrug, Carlson, Rollins and Ms. Tierney are independent applying the NASDAQ Stock Market's listing standards for independence.

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Item 14. Principal Accountant Fees and Services.

Prior to formation of the Audit Committee, the Board of Directors adopted a policy for pre-approval by the Audit Committee of all audit and non-audit work performed by the Company's independent registered public accounting firm and has pre-approved (i) certain general categories of work where no specific case-by-case approval is necessary ("general pre-approvals") and (ii) categories of work which require the specific pre-approval of the Audit Committee ("specific pre-approvals"). For additional services or services in an amount above the annual amount that has been pre-approved, additional authorization from the Audit Committee is required. The Audit Committee has delegated to the Chairman of the Audit Committee the ability to pre-approve all of these services in the absence of the full committee. Any pre-approval decisions made by the Chairman of the Audit Committee under this delegated authority will be reported to the full Audit Committee. All requests for services to be provided by our independent registered public accounting firm that do not require specific approval by the Audit Committee must be submitted to the Chief Financial Officer of the Company, who determines whether such services are in fact within the scope of those services that have received the general pre-approval of the Audit Committee. The Chief Financial Officer reports to the Audit Committee periodically, at a minimum quarterly.

Audit Fees

In accordance with the SEC's definitions and rules, Audit Fees are fees paid to our independent registered public accounting firm for professional services for the audit of the Company's consolidated financial statements included in the Company's Form 10-K, the review of financial statements included in the Company's Form 10-Qs, services that are normally provided in connection with statutory and regulatory filings or engagements, assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. Audit Related Fees include professional services for the audit of the Company's 401K plan, including compliance with regulatory matters, consulting with respect to technical accounting and disclosure rules. For the year ended December 31, 2017, Moss Adams, LLP, our then independent registered public accounting firm, did not perform any tax related services for the Company. For the year ended December 31, 2018, BPM LLP, our independent registered public accounting firm did not perform any tax related services for the Company.
During the fiscal years ended December 31, 2018 and 2017, fees paid to the Company's independent public accountants, consisted of the following:

	Year Ended December 31,	
	2018	2017
Audit fees	$285,000	$302,000
Audit-related fees	10,000	10,000
Total	$295,000	$312,000

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PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a)(1) Financial Statements.

Financial Statements	Page Reference
Reports of Independent Registered Public Accounting Firms	F- 1
Consolidated Balance Sheets at December 31, 2018 and 2017	F- 4
Consolidated Income Statements for the years ended December 31, 2018, 2017 and 2016	F- 5
Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016	F- 6
Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016	F- 7
Consolidated Statements of Changes in Equity for the years ended December 31, 2018, 2017 and 2016	F- 8
Notes to Consolidated Financial Statements	F- 9

(a)(2) Financial Statement Schedules.
Schedules are omitted because they are not required or are not applicable or the required information is shown in the financial statements or notes thereto.

(a)(3) See item 15(b) below for a complete list of Exhibits to this Report including Executive Compensation Plans and Arrangements.

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(b) Exhibits. We will furnish any exhibit upon request made to our Corporate Secretary, 2700 Napa Valley Corporate Drive, Suite B, Napa, CA 94558. We charge $0.50 per page to cover expenses of copying and mailing.

All documents referenced below were filed pursuant to the Securities Exchange Act of 1934 by the Company, file number 000-54866, unless otherwise indicated.

Exhibit No.	Description
2.1	Separation Agreement, dated February 1, 2013, between Crimson Wine Group, Ltd. and Jefferies Financial Group Inc. (formerly known as Leucadia National Corporation) (filed as Exhibit 2.1 to the Company's Form 8-K, filed on February 25, 2013 (the "February 25, 2013 Form 8-K")).*
3.1	Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to the February 25, 2013 Form 8-K).*
3.2	Amended and Restated Bylaws (filed as Exhibit 3.2 to the February 25, 2013 Form 8-K).*

4.1	Form of Specimen Stock Certificate (filed as Exhibit 4.1 to Amendment No. 2 to the Company's Registration Statement on Form 10-12G).*
10.1	Employment Agreement between Leucadia Cellars & Estates, LLC and Patrick M. DeLong, dated June 19, 2007 (filed as Exhibit 10.1 to Amendment No. 1 to the Company's Registration Statement on Form 10-12G).* +
10.2	Employment Agreement between Crimson Wine Group, Ltd. and Mike S. Cekay, dated March 26, 2012 (filed as Exhibit 10.2 to Amendment No. 1 to the Company's Registration Statement on Form 10-12G).* +
10.3	Tax Matters Agreement dated February 1, 2013, between Crimson Wine Group, Ltd. and Leucadia National Corporation (filed as Exhibit 10.1 to the Company's Form 8-K filed on February 25, 2013).*
10.4	Administrative Services Agreement, dated February 1, 2013, between Crimson Wine Group, Ltd. and Jefferies Financial Group Inc. (formerly known as Leucadia National Corporation) (filed as Exhibit 10.2 to the Company's Form 8-K filed on February 25, 2013).*
10.5	First Amendment to Administrative Services Agreement, dated August 1, 2013, between Crimson Wine Group, Ltd. and Jefferies Financial Group Inc. (formerly known as Leucadia National Corporation) (filed as Exhibit 10.1 to the Company's Form 8-K filed on August 2, 2013).*
10.6	Crimson Wine Group, Ltd. 2013 Omnibus Incentive Plan (filed as Exhibit 10.3 to the Company's Form 8-K filed on February 25, 2013).* +
10.7	Credit Agreement dated as of March 22, 2013 among Crimson Wine Group, Ltd., Pine Ridge Winery, LLC, Chamisal Vineyards, LLC and Double Canyon Vineyards, LLC, and American AgCredit, FLCA, as Agent for the Lenders and for itself as a Lender (filed as Exhibit 10.6 to the Company's Form 10-K filed on March 28, 2013).*
10.8	Loan Agreement, dated November 10, 2015 by and between Pine Ridge Winery, LLC and American AgCredit, FLCA (filed as Exhibit 10.1 to the Company's Form 8-K filed on November 17, 2015).*
10.9	Term Loan Promissory Note issued by Pine Ridge Winery, LLC, dated November 10, 2015 (filed as Exhibit 10.2 to the Company's Form 8-K filed on November 17, 2015).*
10.10	Guaranty, dated November 10, 2015, by and between Crimson Wine Group, Ltd. and American AgCredit, FLCA (filed as Exhibit 10.3 to the Company's Form 8-K filed on November 17, 2015).*
10.11	Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, dated November 10, 2015, from Pine Ridge Winery, LLC to Fidelity National Title Company for the benefit of American AgCredit, FLCA (filed as Exhibit 10.4 to the Company's Form 8-K filed on November 17, 2015).*
10.12	Asset Purchase Agreement, dated January 27, 2016, by and between Crimson Wine Group, Ltd. and Seven Hills Winery, LLC (filed as Exhibit 10.12 to the Company's Form 10-K filed on March 15, 2016).* ±
10.13	Offer Letter between Crimson Wine Group, Ltd. and Craig D. Williams, dated December 23, 2014 (filed as Exhibit 10.13 to the Company's Form 10-K filed on March 15, 2016).* +
10.14	Loan Agreement, dated June 29, 2017 by and between Double Canyon Vineyards, LLC and A Fine Old Building, LLC and American AgCredit, FLCA (incorporated by reference to Exhibit 10.1 to Form 8–K filed on July 3, 2017).*
10.15	Term Loan Promissory Note issued by Double Canyon Vineyards, LLC and A Fine Old Building, LLC, dated June 29, 2017 (incorporated by reference to Exhibit 10.2 to Form 8–K filed on July 3, 2017).*
10.16	Guaranty, dated June 29, 2017, by and between Crimson Wine Group, Ltd. and American AgCredit, FLCA (incorporated by reference to Exhibit 10.3 to Form 8–K filed on July 3, 2017).*

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10.17	Trust Deed, Assignment of Rents, Security Agreement and Fixture Filing, dated June 29, 2017, from Double Canyon Vineyards, LLC to First American Title Insurance Company for the benefit of American AgCredit, FLCA (incorporated by reference to Exhibit 10.4 to Form 8–K filed on July 3, 2017).*
10.18	Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, dated June 29, 2017, from A Fine Old Building, LLC to First American Title Insurance Company for the benefit of American AgCredit, FLCA (incorporated by reference to Exhibit 10.5 to Form 8–K filed on July 3, 2017).*
10.19	Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, dated June 29, 2017, from Double Canyon Vineyards, LLC to First American Title Insurance Company for the benefit of American AgCredit, FLCA (incorporated by reference to Exhibit 10.6 to Form 8–K filed on July 3, 2017).*
10.20	Second Amendment to Credit Agreement, dated March 21, 2018 by and among Crimson Wine Group, Ltd. Pine Ridge Winery, LLC., Chamisal Vineyards, LLC and Double Canyon Vineyards, LLC and American AgCredit FLCA (incorporated by reference to Exhibit 10.1 to Form 8-K filed on March 27, 2018). *
10.21	Offer Letter and Termination Agreement between Crimson Wine Group, Ltd. and Karen L. Diepholz, dated May 31, 2018 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on August 8, 2018).*
10.22	Offer Letter and Termination Agreement between Crimson Wine Group, Ltd. and Nicolas M.E. Quillé, dated March 14, 2018 (filed herewith). ** +
10.23	Consulting Agreement between Crimson Wine Group, Ltd. and Craig Williams, dated June 1, 2018 (filed herewith)** +
21.1	List of Subsidiaries of Crimson Wine Group, Ltd. (filed as Exhibit 21.1 to the Company's Registration Statement on Form 10–12G).*
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes–Oxley Act of 2002.**
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
32.1	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
101	Financial statements from the Annual Report on Form 10-K of Crimson Wine Group, Ltd. for the year ended December 31, 2018, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Income Statements, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Cash Flows, (v) the Consolidated Statements of Changes in Equity, and (vi) the Notes to Consolidated Financial Statements.**
*	Incorporated by reference.
**	Furnished herewith.
+	Management Employment Contract or Compensatory Plan/Arrangement.
±	List of exhibits and schedules to the Asset Purchase Agreement were omitted from the filing incorporated by reference. The Registrant hereby undertakes to furnish any such exhibits and schedules to the Commission supplementary upon request.

Item 16. Form 10-K Summary.

None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CRIMSON WINE GROUP, LTD.

March 12, 2019 By: /s/ Patrick M. DeLong
Name: Patrick M. DeLong
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date		Signature	Title
March 12, 2019	By:	/s/ Patrick M. DeLong Patrick M. DeLong	President and Chief Executive Officer (Principal Executive Officer)
March 12, 2019	By:	/s/ Karen L. Diepholz Karen L. Diepholz	Chief Financial Officer (Principal Financial and Accounting Officer)
March 12, 2019	By:	/s/ John D. Cumming John D. Cumming	Chairman of the Board of Directors
March 12, 2019	By:	/s/ Joseph S. Steinberg Joseph S. Steinberg	Director
March 12, 2019	By:	/s/ Avraham M. Neikrug Avraham M. Neikrug	Director
March 12, 2019	By:	/s/ Douglas M. Carlson Douglas M. Carlson	Director
March 12, 2019	By:	/s/ Craig D. Williams Craig D. Williams	Director
March 12, 2019	By:	/s/ Colby Rollins Colby Rollins	Director
March 12, 2019	By:	/s/ Luanne Tierney Luanne Tierney	Director

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Crimson Wine Group, Ltd.
Opinions on the Financial Statements and Internal Control over Financial Reporting
We have audited the accompanying consolidated balance sheet of Crimson Wine Group, Ltd. and subsidiaries (the "Company") as of December 31, 2018, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for the year ended December 31, 2018, and the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).
In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018, and the results of its operations and its cash flows for the year ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework (2013) issued by COSO.
Basis for Opinion
The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.
We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.
Our audit of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.
Definition and Limitations of Internal Control over Financial Reporting
A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance

regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

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Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ BPM LLP

We have served as the Company’s auditor since 2018.

Santa Rosa, California
March 12, 2019

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of
Crimson Wine Group, Ltd.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Crimson Wine Group, Ltd. and subsidiaries (the "Company") as of December 31, 2017, the related consolidated statements of income, comprehensive income, cash flows and changes in equity for each of the two years in the period ended December 31, 2017 and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2017, and the consolidated results of its operations and its cash flows for each of the two years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Moss Adams LLP
Santa Rosa, California
March 14, 2018

We served as the Company's auditor from 2012 to 2018.

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CRIMSON WINE GROUP, LTD.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts and par value)

	December 31, 2018	December 31, 2017
Assets		
Current assets:		
Cash and cash equivalents	$ 9,376	$ 9,792
Investments available for sale	19,213	19,956
Accounts receivable, net	7,285	3,981
Inventory	77,267	75,458
Other current assets	1,955	1,328
Assets held for sale	638	—
Total current assets	115,734	110,515
Property and equipment, net	126,230	129,018
Goodwill	1,262	1,262
Intangible assets and other non-current assets, net	11,859	13,214
Total non-current assets	139,351	143,494
Total assets	$ 255,085	$ 254,009
Liabilities		
Current liabilities:		
Accounts payable and accrued liabilities	$ 12,595	$ 10,323
Customer deposits	375	593
Current portion of long-term debt, net of unamortized loan fees	1,125	1,125
Total current liabilities	14,095	12,041
Long-term debt, net of current portion and unamortized loan fees	22,180	23,305
Deferred rent, non-current	23	63
Deferred tax liability, net	5,608	4,881
Total non-current liabilities	27,811	28,249
Total liabilities	41,906	40,290
Commitments and Contingencies (Note 15)		
Equity		
Common shares, par value $0.01 per share, authorized 150,000,000 shares; 23,714,208 and 23,997,385 shares issued and outstanding at each of December 31, 2018 and 2017, respectively	237	240
Additional paid-in capital	277,520	277,520
Accumulated other comprehensive loss	(19)	(23)
Accumulated deficit	(64,559)	(64,018)
Total equity	213,179	213,719
Total liabilities and equity	$ 255,085	$ 254,009

The accompanying notes are an integral part of these consolidated financial statements.

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CRIMSON WINE GROUP, LTD.
CONSOLIDATED INCOME STATEMENTS
(In thousands, except per share amounts)

	Year ended December 31,		
	2018	2017	2016
Net sales	$67,766	$63,222	$64,621
Cost of sales	36,110	31,257	31,653
Gross profit	31,656	31,965	32,968
Operating expenses:			
Sales and marketing	16,385	15,394	15,834
General and administrative	10,634	10,769	10,653
Total operating expenses	27,019	26,163	26,487
Net loss on disposals of property and equipment	176	204	242
Restructuring costs	1,348	—	—
Income from operations	3,113	5,598	6,239
Other (expense) income:			
Interest expense	(1,179)	(910)	(840)
Other income, net	797	586	498
Total other expense, net	(382)	(324)	(342)
Income before income tax provision (benefit)	2,731	5,274	5,897
Income tax provision (benefit)	753	(908)	2,619
Net income	$1,978	$6,182	$3,278
Basic and fully diluted weighted-average shares outstanding	23,897	23,997	24,124
Basic and fully diluted earnings per share	$0.08	$0.26	$0.14

The accompanying notes are an integral part of these consolidated financial statements.

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CRIMSON WINE GROUP, LTD.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year ended December 31,		
	2018	2017	2016
Net income	$1,978	$6,182	$3,278
Other comprehensive income:			
Net unrealized holding gains (losses) on investments arising during the period, net of tax	4	(28)	52
Comprehensive income	$1,982	$6,154	$3,330

The accompanying notes are an integral part of these consolidated financial statements.

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CRIMSON WINE GROUP, LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year ended December 31,		
	2018	2017	2016
Net cash flows from operating activities:			
Net income	$1,978	$6,182	$3,278
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation and amortization of property and equipment	7,578	7,142	6,691
Amortization of intangible assets	1,399	1,558	1,556
Amortization of loan fees	15	11	7
Loss on change in fair value of contingent consideration	13	36	87
Loss on write-down of inventory	555	254	207
Provision for doubtful accounts	—	7	—
Restructuring charges	1,348	—	—
Impairment charges	24	—	—
Net loss on disposal of property and equipment	176	204	242
Deferred rent	(32)	(25)	(18)
Provision (benefit) for deferred income tax	724	(1,495)	2,772
Net change in operating assets and liabilities:			
Accounts receivable	(3,304)	1,073	1,292
Inventory	(2,364)	(8,856)	(7,279)
Other current assets	(627)	401	122
Other non-current assets	(2)	7	159
Accounts payable and accrued liabilities	1,404	(305)	1,075
Customer deposits	(218)	226	(18)
Net cash provided by operating activities	8,667	6,420	10,173
Net cash flows from investing activities			
Acquisition of Seven Hills Winery	—	—	(7,320)
Purchase of available for sale debt securities	(11,750)	(5,750)	(5,750)
Redemption of available for sale debt securities	12,500	9,500	7,500
Acquisition of property and equipment	(6,087)	(13,995)	(14,929)
Proceeds from disposals of property and equipment	99	42	53
Net cash used in investing activities	(5,238)	(10,203)	(20,446)
Net cash flows from financing activities:			
Proceeds from issuance of term loan	—	10,000	—
Principal payments on long-term debt	(1,140)	(765)	(640)
Payment of loan fees	(42)	(98)	—
Payment of contingent consideration	(141)	(357)	—
Repurchase of common stock	(2,522)	—	(2,625)
Net cash (used in) provided by financing activities	(3,845)	8,780	(3,265)
Net (decrease) increase in cash and cash equivalents	(416)	4,997	(13,538)
Cash and cash equivalents - beginning of year	9,792	4,795	18,333
Cash and cash equivalents - end of year	$9,376	$9,792	$4,795
Supplemental disclosure of cash flow information			
Cash paid during the period for:			
Interest, net of capitalized interest	$1,312	$831	$722
Income tax payments, net	$507	$—	$—

Non-cash investing and financing activity:			
Unrealized holding gains (losses) on investments, net of tax	$4	$(28)	$52
Acquisition of property and equipment accrued but not yet paid	$336	$264	$1,098
Contingent consideration for the acquisition of Seven Hills Winery	$—	$—	$610

The accompanying notes are an integral part of these consolidated financial statements.

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CRIMSON WINE GROUP, LTD.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(In thousands, except share amounts)

	Common Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	
	Shares	Amount	Capital	Income (Loss)	Deficit	Total
Balance, December 31, 2015	24,306,556	$ 243	$ 277,520	$ (47)	$ (70,856)	$ 206,860
Net income	—	—	—	—	3,278	3,278
Other comprehensive income	—	—	—	52	—	52
Repurchase of common stock	(309,171)	(3)	—	—	(2,622)	(2,625)
Balance, December 31, 2016	23,997,385	240	277,520	5	(70,200)	207,565
Net income	—	—	—	—	6,182	6,182
Other comprehensive loss	—	—	—	(28)	—	(28)
Balance, December 31, 2017	23,997,385	240	277,520	(23)	(64,018)	213,719
Net income	—	—	—	—	1,978	1,978
Other comprehensive income	—	—	—	4	—	4
Repurchase of common stock	(283,177)	(3)	—	—	(2,519)	(2,522)
Balance, December 31, 2018	23,714,208	$ 237	$ 277,520	$ (19)	$ (64,559)	$ 213,179

The accompanying notes are an integral part of these consolidated financial statements.

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CRIMSON WINE GROUP, LTD.

Notes to Consolidated Financial Statements

1. Nature of Operations

Crimson is in the business of producing and selling ultra-premium plus wines (i.e., wines that retail for over $16 per 750ml bottle). Crimson is headquartered in Napa, California and through its wholly-owned subsidiaries owns seven primary wine estates and brands: Pine Ridge Vineyards, Archery Summit, Chamisal Vineyards, Seghesio Family Vineyards, Double Canyon, Seven Hills Winery, and Malene Wines.

Pine Ridge Vineyards was acquired in 1991 and has been conducting operations since 1978. Pine Ridge Vineyards owns 160 acres, and controls through leasing arrangements an additional two acres, of estate vineyards in five Napa Valley, California appellations – Stags Leap District, Rutherford, Oakville, Carneros and Howell Mountain. Approximately 150 acres are currently planted.

Archery Summit was created by Crimson in 1993. Archery Summit owns 106 acres, and controls through leasing arrangements an additional 17 acres of estate vineyards in the Willamette Valley, Oregon. Approximately 102 acres are currently planted.

Double Canyon vineyard land was acquired in 2005 and is located in the Horse Heaven Hills of Washington's Columbia Valley. In September 2017, Double Canyon completed construction of a 47,000 square-foot wine production facility in West Richland, Washington. Double Canyon owns 185 acres of vineyards in the Horse Heaven Hills appellation in Washington, of which 107 acres are currently planted.

Chamisal Vineyards was acquired in 2008 and has been conducting operations since 1973. Chamisal Vineyards owns 96 acres of vineyards in the Edna Valley, California, of which 84 acres are currently planted.

Seghesio Family Vineyards was acquired in 2011 and has been conducting operations since 1895. Seghesio Family Vineyards owns 313 acres of vineyards in two Sonoma County, California appellations, the Alexander Valley and Russian River Valley, of which approximately 285 acres are currently planted.

Seven Hills Winery, which has been conducting operations since 1988, was acquired in January 2016 and is located in Walla Walla, Washington. The Company also purchased land, primarily in the Walla Walla Valley. The land purchase encompassed 109 acres of vineyards and apple orchards, of which 106 acres are currently planted.

Malene Wines was created by Crimson in 2016 and owns two Airstream travel trailers one of which serves as its home and wine experience in the Edna Valley, California. Malene wines has certain estate acres within the Chamisal Vineyards property and its wines are produced at the Chamisal winemaking facility.

Crimson's revenue model is a combination of direct to consumer and wholesale distributor sales. The Company's wines are available through many principal retail channels for premium table wines, including fine wine restaurants, hotels, specialty shops, supermarkets and club stores, in all states domestically and in over 35 countries throughout the world. References to cases of wine herein refer to nine-liter equivalent cases. In addition, Crimson's wines are available, where legal, via eCommerce sites and social media platforms from the wine estates and third party websites and social media platforms.

2. Significant Accounting Policies

(a) Critical Accounting Estimates: The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). The preparation of these consolidated financial statements requires the Company to make estimates and assumptions that affect the reported amounts in the financial statements and disclosures of contingent assets and liabilities. On an on-going basis, the Company evaluates all of these estimates and assumptions. The following areas have been identified as critical accounting estimates because they have the potential to have a significant impact on the Company's consolidated financial statements, and because they are based on assumptions which are used in the accounting records to reflect, at a specific point in time, events whose ultimate outcome won't be known until a later date. Actual results could differ from these estimates.

Inventory - Inventory consists of mainly bulk and bottled wine and is stated at the lower of cost or net realizable value, with cost being determined on the first-in, first-out method. Costs associated with winemaking, and other costs associated with the manufacturing of products for resale, are recorded as inventory. In accordance with general practice within the wine industry, wine inventories are included in current assets, although a portion of such inventories may be aged for periods longer than one year. As

required, the Company reduces the carrying value of inventories that are obsolete or in excess of estimated usage to estimated net realizable value. The Company's estimates of net realizable value are based on analyses and assumptions including, but not limited to, historical usage, future demand and market requirements. Reductions to the carrying value of inventories are recorded in cost of sales. If future demand and/or pricing for the Company's products are less than previously estimated, then the carrying value of the inventories may be required to be reduced, resulting in additional expense and reduced profitability. Inventory write-downs of $0.6 million, $0.3 million and $0.2 million were recorded during the years ended December 31, 2018, 2017 and 2016, respectively.

Vineyard Development Costs – The Company capitalizes internal vineyard development costs when developing new vineyards or replacing or improving existing vineyards. These costs consist primarily of the costs of the vines and expenditures related to labor and materials to prepare the land and construct vine trellises. Amortization of such costs is recorded on a straight-line basis over the estimated economic useful life of the vineyard, which can be as long as 25 years. As circumstances warrant, the Company re-evaluates the recoverability of capitalized costs, and will record impairment charges if required. The Company has not recorded any significant impairment charges for its vineyards during the last three years.

Review of Long-lived Assets for Impairment - For intangible assets with definite lives, impairment testing is required if conditions exist that indicate the carrying value may not be recoverable. For intangible assets with indefinite lives and for goodwill, impairment testing is required at least annually or more frequently if events or circumstances indicate that these assets might be impaired. Other than goodwill, the Company currently has no intangible assets with indefinite lives. All of the Company's goodwill and substantially all definite-lived intangible assets resulted from the acquisitions of Seghesio Family Vineyards in May 2011 and Seven Hills Winery in January 2016. Amortization of definite-lived intangible assets is recorded on a straight-line basis over the estimated useful lives of the assets, which range from 7 to 20 years. The Company evaluates goodwill for impairment at the end of each year or more often if a triggering event occurs, and has concluded that goodwill is not impaired.

The Company evaluates long-lived assets, including definite-lived intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Long-lived assets consist primarily of property and equipment and intangible assets with definite lives. Circumstances that might cause the Company to evaluate its long-lived assets for impairment could include a significant decline in the prices the Company or the industry can charge for its products, which could be caused by general economic or other factors, changes in laws or regulations that make it difficult or more costly for the Company to distribute its products to its markets at prices which generate adequate returns, natural disasters, significant decrease in demand for the Company's products or significant increase in the costs to manufacture the Company's products.

Recoverability of assets is measured using a comparison of the carrying amount of an asset group to future undiscounted net cash flows expected to be generated by the asset group. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. The Company groups its long-lived assets with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities (or asset group). This would typically be at the property level which is described in Note 1 above. During the year ended December 31, 2018, the Company recorded an impairment charge of less than $0.1 million to write-down the carrying value of apple orchards held for sale to fair value less costs to sell. The Company did not recognize any impairment charges associated with long-lived assets during years ended December 31, 2017 and 2016.

Depletion allowances - The Company pays depletion allowances to its distributors based on their sales to their customers. These allowances are estimated on a monthly basis by the Company, and allowances are accrued as a reduction of sales. Subsequently, distributors will bill the Company for actual depletions, which may be different from the Company's estimate. Any such differences are recognized in sales when the bill is received. The Company has

historically been able to estimate depletion allowances without any material differences between actual and estimated expense.

(b) Consolidation policy: The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. All intercompany balances and transactions are eliminated in consolidation. Certain reclassifications have been made to the prior period consolidated balance sheet and statement of cash flows to conform to the current period presentation. The reclassifications had no impact on previously reported net income, equity or cash flows.

(c) Cash and cash equivalents: The Company considers short-term investments, which have maturities of less than three months at the time of acquisition, to be cash equivalents. The Company had no short-term investments considered to be cash and cash equivalents at December 31, 2018 and 2017.

(d) Financial instruments and fair value: Investments available for sale include a U.S. Treasury Note and Certificates of Deposits at December 31, 2018 and 2017. All of the Company's available for sale securities are classified as either Level 1 or Level 2 (see 'Fair value hierarchy' section below) and are recorded at fair value. Available for sale securities that mature greater than 12 months

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from original investment are recorded as short-term because the securities represent the investment of funds that are available for current operations. Net unrealized gains and losses, net of tax, on available for sale securities are recorded in accumulated other comprehensive income (loss). Unrealized losses that are considered other than temporary are recorded in other income (expense), net, with the corresponding reduction to the carrying basis of the investment. No other than temporary losses were recorded during the three year period ended December 31, 2018.

Fair value hierarchy: In determining fair value, the Company maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect the Company's assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The Company applies a hierarchy to categorize its fair value measurements which is broken down into three levels based on the transparency of inputs as follows:

Level 1: Quoted prices are available in active markets for identical assets or liabilities at the reported date.

Level 2: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these financial instruments include cash instruments for which quoted prices are available but traded less frequently, derivative instruments whose fair value has been derived using a model where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data, and instruments that are fair valued using other financial instruments, the parameters of which can be directly observed.

Level 3: Instruments that have little to no pricing observability at the reported date. These financial instruments are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

Financial instruments are valued at quoted market prices, if available. Certain financial instruments have bid and ask prices that can be observed in the marketplace. For financial instruments whose inputs are based on bid-ask prices, the financial instrument is valued at the point within the bid-ask range that meets the Company's best estimate of fair value. The Company uses prices and inputs that are current at the measurement date. For financial instruments that do not have readily determinable fair values using quoted market prices, the determination of fair value is based upon consideration of available information, including types of financial instruments, current financial information, restrictions on dispositions, fair values of underlying financial instruments and quotations for similar instruments. The valuation of financial instruments may include the use of valuation models and other techniques. Adjustments to valuations derived from valuation models may be made when, in management's judgment, features of the financial instrument such as its complexity, the market in which the financial instrument is traded and risk uncertainties about market conditions require that an adjustment be made to the value derived from the models. Adjustments from the price derived from a valuation model reflect management's judgment that other participants in the market for the financial instrument being measured at fair value would also consider in valuing that same financial instrument. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment.

The availability of observable inputs can vary and is affected by a wide variety of factors, including, for example, the type of financial instrument and market conditions. As the observability of prices and inputs may change for a financial instrument from period to period, this condition may cause a transfer of an instrument among the fair value hierarchy levels. Transfers among the levels are recognized at the beginning of each period. The degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

(e) Accounts receivable: Accounts receivable are reported at net realizable value. The Company's accounts receivable balance is net of an allowance for doubtful accounts of $0.1 million at December 31, 2018 and 2017. Interest is not

accrued on past-due amounts. Accounts are charged against the allowance to bad debt as they are deemed uncollectible based upon a periodic review of the accounts. In evaluating the collectability of individual receivable balances, the Company considers several factors, including the age of the balance, the customer's historical payment history, its current credit worthiness and current economic trends.

(f) Property and equipment: Property and equipment are stated at cost and are depreciated using the straight-line method over the related assets estimated useful lives. Costs of maintenance and repairs are charged to expense as incurred; significant renewals and betterments are capitalized. Costs incurred developing vineyards are capitalized until the vineyard becomes commercially productive. Interest is capitalized during the active construction period of major capital projects. Capitalized interest is added to

the cost of the underlying assets and is depreciated over the useful lives of those assets. During the years ended December 31, 2018, 2017, and 2016 capitalized interest was less than $0.1 million, $0.2 million, and $0.1 million, respectively.

(g) Loan fees: Fees incurred with the issuance of the Company's debt are recorded in the consolidated balance sheets as a reduction to associated debt balances, consistent with the short-term or long-term classification of the related debt outstanding at the end of the reporting period. The Company amortizes debt discount to interest expense over the contractual or expected term of the debt using the effective interest method.

(h) Concentrations of risk: The Company sells the majority of its wine through distributors and retailers. Receivables arising from these sales are not collateralized. During the year ended December 31, 2018, sales to one customer accounted for approximately 11% of total sales. Amounts due from this customer represented 22% of net accounts receivable as of December 31, 2018. During the year ended December 31, 2017, sales to one customer accounted for approximately 12% of total sales. Amounts due from this customer represented approximately 23% of net accounts receivable as of December 31, 2017. During the year ended December 31, 2016 sales to one customers accounted for approximately 12% of total sales.

The Company maintains its cash in bank deposit accounts that, at times, may exceed FDIC insurance thresholds.

(i) Revenue recognition: The Company recognizes revenue from product sales upon shipment or delivery provided that persuasive evidence of an arrangement exists, which for sales to wholesalers is a purchase order, the price is fixed, title has transferred, collection of resulting receivables is reasonably assured, there are no customer acceptance requirements, and there are no remaining significant obligations. The cost of depletion allowances and price promotions are treated as reductions of revenues and can be reasonably estimated based upon experience. Revenue from products sold through retail locations, wine clubs and the internet is recognized when the product is either received by the customer (on-site sales) or shipped to the customer (wine club and internet sales) and payment is received, based on published retail prices and applicable published discounts. Revenue includes any shipping and handling costs billed to the customer, and such amounts are not expected to be sufficient to cover actual costs. Revenue from services are recognized when contract specific performance obligations are met, title has transferred, and collection of resulting receivables is reasonably assured.

(j) Cost of sales: Includes grape, juice and bulk wine costs, whether purchased or grown, crush costs, winemaking and processing costs, bottling, packaging, warehousing and shipping and handling costs. For vineyard produced grapes, grape costs include annual farming costs and amortization of vineyard development expenditures. For wines that age longer than one year, winemaking and processing costs continue to be incurred and capitalized to the cost of wine, which can range from 3 to 36 months. No further costs are allocated to inventory once the product is bottled and available for sale.

(k) Taxes not on income: Excise taxes are levied by government agencies on the sale of alcoholic beverages, including wine. These taxes are not collected from customers but are instead the responsibility of the Company. Excise taxes of $0.8 million, $1.1 million and $1.2 million in the years ended December 31, 2018, 2017 and 2016, respectively, were recognized as a reduction to wine sales. Sales taxes that are collected from customers and remitted to governmental agencies are not reflected as revenues.

(l) Advertising costs: Advertising costs are expensed as incurred and were $0.2 million for the year ended December 31, 2018 and 2017, respectively, and $0.3 million year ended December 31, 2016.

(m) Website and internal-use software costs: The Company capitalizes certain qualifying costs incurred in the acquisition and development of software for internal use, including the costs of the software, materials, consultants

and payroll and payroll-related costs for employees during the application development stage. Internal and external costs incurred during the preliminary project stage and post implementation-operation stage, mainly training and maintenance costs, are expensed as incurred. Costs incurred for enhancements that are expected to result in additional material functionality are capitalized. Once the application is substantially complete and ready for its intended use, qualifying costs are amortized on a straight-line basis over the software's estimated useful life.

(n) Business combinations: Business combinations are accounted for using the acquisition method of accounting. The acquisition method of accounting requires an acquirer to record the assets acquired and the liabilities assumed based on their estimated fair values as of the acquisition date. To determine the fair values, the Company utilizes third parties for certain valuations, such as appraisals, or internal valuations based on discounted cash flow analyses or other valuation techniques. The excess of the purchase price over those fair values is recorded as goodwill. Acquisition-related costs are expensed as incurred. During the measurement period, the Company records adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. After the measurement period, which could be up to one year after the acquisition date, subsequent adjustments are recorded to the Company's consolidated income statements.

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(o) Income taxes: Income taxes are accounted for under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and the tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enacted date.

Net tax assets are recorded to the extent the Company believes these assets will more likely than not be realized. In making such determination, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial results of operations.

The Company does not have any unrecognized tax benefits; however, if it did, the Company would record accrued interest and penalties related to unrecognized tax benefits as income tax expense. The Company records deferred income tax liabilities and assets as noncurrent in its consolidated balance sheets (see ‘Recent accounting pronouncements’ section within this footnote of Form 10-K for additional information on the adoption of this policy). See Note 12 for more detail on income tax for the Company.

(p) Recent accounting pronouncements:

Standard	Description	Date of adoption	Effect on the financial statements or other significant matters
Standards that are not yet adopted			
ASU 2016-02, Leases (Topic 842) (Subsequently updated with ASU 2018-01, ASU 2018-10, ASU 2018-11, ASU 2018-20)	Increases transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The new leases standard requires a modified retrospective transition approach for all leases existing at, or entered into after, the date of initial application, with an option to use certain transition relief.	January 1, 2019, early adoption is permitted for the Company.	The Company is currently evaluating the impact of the adoption of this new standard on its consolidated financial statements and has yet to determine the overall impact this ASU is expected to have. Management currently anticipates recognizing a right-of-use asset and a lease liability associated with its long-term operating leases.
ASU 2017-04, Goodwill and Other (Topic 350)	Eliminates Step 2 from the goodwill impairment test. Entities should perform their goodwill impairment tests by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value.	January 1, 2020, early adoption is permitted for the Company.	Management is currently evaluating the potential impact of this guidance on the Company’s consolidated financial statements.
ASU 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220)	Allows the company to elect to reclassify the stranded tax effects related to the Tax Cuts and Jobs Act of 2017 from accumulated other comprehensive income into retained earnings.	January 1, 2019, early adoption is permitted for the Company.	The adoption of this standard will not have a material impact on the Company’s consolidated financial statements.
ASU 20108-13, Fair Value Measurement	Improves the disclosures related to fair value by removing, modifying or adding	January 1, 2020, early	Management is currently evaluating the potential impact of

(Topic 820)	disclosure requirements related to recurring and non-recurring fair value measurements.	adoption is permitted for the Company.	this guidance on the Company’s consolidated financial statements.

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Standard	Description	Date of adoption	Effect on the financial statements or other significant matters
ASU 2018-15, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40)	Aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirement of capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include internal-use software license).	January 1, 2020, early adoption is permitted for the Company.	Management is currently evaluating the potential impact of this guidance on the Company's consolidated financial statements.
Standards that were adopted			
ASU 2014-09, Revenue from Contracts with Customers (Topic 606) (Subsequently updated with ASU 2016-08, ASU 2016-11, ASU 2016-10, ASU 2016-12, ASU 2016-20, ASU 2017-13 and ASU 2017-14)	In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), as amended, which is guidance outlining a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers that supersedes most current revenue recognition guidance. Topic 606 defines a five step process to require revenue to be recognized when control of goods is transferred to the customer and consideration is expected to be received. ASU 2014-09 also requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments related to revenue recognition.	January 1, 2018	The Company adopted ASU 2014-09 using the modified retrospective method on January 1, 2018. Based on the new guidance, the Company will continue to recognize revenue at a particular point in time for its contracts with customers. Therefore, the adoption of ASC 606 did not result in a cumulative-effect adjustment to opening retained earnings. See Note 2 "Revenue," for further information.
ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10)	Requires equity investments that are not accounted for under the equity method of accounting to be measured at fair value with changes recognized in net income and updates certain presentation and disclosure requirements.	January 1, 2018	The adoption of this standard did not have a material impact on the Company's consolidated financial statements.
ASU 2017-01, Business Combinations (Topic 805)	Clarifies the definition of a business to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses.	January 1, 2018	The adoption of this standard did not have a material impact on the Company's consolidated financial statements.
ASU 2016-15, Statement of Cash Flows (Topic 230)	Amends the guidance in Topic 230 on the classification of certain cash receipts and payments in the statement of cash flows. The primary purpose of the ASU is to reduce the diversity in practice that has resulted from the lack of consistent principles on this topic.	January 1, 2017	The adoption of this standard did not have a material impact on the Company's consolidated financial statements.
ASU 2015-11, Inventory (Topic 330)	Topic 330, Inventory, required an entity to measure inventory at the lower of cost or market, with market value represented by replacement cost, net realizable value or net realizable value less a normal profit margin. The amendments in ASU 2015-11 require an entity to measure inventory at the lower of cost or net	January 1, 2017	The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

realizable value.

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Standard	Description	Date of adoption	Effect on the financial statements or other significant matters
ASU 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40)	In connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued when applicable).	December 31, 2016	The adoption of this standard did not have an impact on the Company's consolidated financial statements.
ASU 2017-03, Accounting Changes and Error Corrections (Topic 250) and Investments – Equity Method and Joint Ventures (Topic 323)	ASU 2017-03 responds to SEC staff announcements made in 2016 as it relates to the disclosure of the future impact of the effects of the new FASB guidance on revenue, leases and credit losses on financial instruments in accordance with Staff Accounting Bulletin 74.	ASU 2017-03 was effective upon issuance in January 2017.	As of January 1, 2017, the Company adopted ASU 2017-03 and made the required disclosures within this section of the Form 10-K.

3. Revenue

Revenue Recognition

Revenue is recognized once performance obligations under the terms of the Company's contracts with its customers have been satisfied; this occurs at a point in time when control of the promised product or service is transferred to customers. Generally, majority of the Company's contracts with its customers have a single performance obligation and are short term in nature. Revenue is measured in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities. The Company accounts for shipping and handling activities as costs to fulfill its promise to transfer the associated products. Accordingly, the Company records amounts billed for shipping and handling costs as a component of net sales, and classifies such costs as a component of costs of sales. The Company's products are generally not sold with a right of return unless the product is spoiled or damaged. Historically, returns have not been material to the Company.

Wholesale Segment

The Company sells its wine to wholesale distributors under purchase orders. The Company transfers control and recognizes revenue for these orders upon shipment of the wine out of the Company's third-party warehouse facilities. Payment terms to wholesale distributors typically range from 30 to 120 days. The Company pays depletion allowances to its wholesale distributors based on their sales to their customers. The Company estimates these depletion allowances and records such estimates in the same period the related revenue is recognized, resulting in a reduction of wholesale product revenue and the establishment of a current liability. Subsequently, wholesale distributors will bill the Company for actual depletions, which may be different from the Company's estimate. Any such differences are recognized in sales when the bill is received. The Company has historically been able to estimate depletion allowances without significant differences between actual and estimated expense.

Direct to Consumer Segment

The Company sells its wine and other merchandise directly to consumers through wine club memberships, at the wineries' tasting rooms and through the internet.

Wine club membership sales are made under contracts with customers, which specify the quantity and timing of future wine shipments. Customer credit cards are charged in advance of quarterly wine shipments in accordance with each contract. The Company transfers control and recognizes revenue for these contracts upon shipment of the wine to the customer.

Tasting room and internet wine sales are paid for at the time of sale. The Company transfers control and recognizes revenue for this wine when the product is either received by the customer (on-site tasting room sales) or upon shipment to the customer (internet sales).

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Other

From time to time, the Company sells grapes or bulk wine because the wine does not meet the quality standards for the Company's products, market conditions have changed resulting in reduced demand for certain products, or because the Company may have produced more of a particular varietal than it can use. Grape and bulk sales are made under contracts with customers which include product specification requirements, pricing and payment terms. Payment terms under grape contracts are generally structured around the timing of the harvest of the grapes and are generally due 30 days from the time the grapes are delivered. Payment terms under bulk wine contracts are generally 30 days from the date of shipment and may include an upfront payment upon signing of the sales agreement. The Company transfers control and recognizes revenue for grape sales when product specification has been met and title to the grapes has transferred, which is generally on the date the grapes are harvested, weighed and shipped. The Company transfers control and recognizes revenue for bulk contracts upon shipment.

The Company provides custom winemaking services at Double Canyon's state-of-the-art winemaking facility ("Washington Winemaking Facility"). Custom winemaking services are made under contracts with customers which include specific protocols, pricing, and payment terms and generally have a duration of less than one year. The customer retains title and control of the wine during the winemaking process. The Company recognizes revenue when contract specific performance obligations are met.

Estates hold various public and private events for customers and their wine club members. Upfront consideration received from the sale of tickets or under private event contracts for future events is recorded as deferred revenue. The balance of payments are due on the date of the event. The Company recognizes event revenue on the date the event is held.

Other revenue also includes tasting fees and retail sales, which are paid for and received or consumed at the time of sale. The Company transfers control and recognizes revenue at the time of sale.

Refer to Note 14 "Business Segment Information," for revenue by sales channel amounts for the year ended December 31, 2018.

Contract Balances

When the Company receives payments from customers prior to transferring goods or services under the terms of a contract, the Company records deferred revenue, which it classifies as customer deposits on its consolidated balance sheets, and represents a contract liability.

The following table reflects changes in the contract liability balance during the year ended December 31, 2018 (in thousands):

Outstanding at beginning of period (December 31)	$ 593
Increase (decrease) attributed to:	
Upfront payments	55,333
Revenue recognized	(55,551)
Outstanding at end of period	$ 375

Revenue recognized during the year ended December 31, 2018 which was included in the opening contract liability balances for those periods, consisted primarily of wine club revenue, grape and bulk sales and event fees.

Accounts Receivable

Accounts receivable are reported at net realizable value. Credit is extended based upon an evaluation of the customer's financial condition. Accounts are charged against the allowance to bad debt as they are deemed uncollectable based upon a periodic review of the accounts. In evaluating the collectability of individual receivable balances, the Company considers several factors, including the age of the balance, the customer's historical payment history, its current credit worthiness and current economic trends. The Company does not have any contract assets associated with the future right to invoice its customers. The Company's account receivable balance is net of an allowance for doubtful accounts of $0.1 million at December 31, 2018 and 2017.

4. Restructuring

During the first quarter of 2018, the Company committed to various restructuring activities including the termination of a vineyard operating lease agreement in Oregon and certain departmental reorganizations.

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Restructuring charges of $1.3 million incurred in the year ended December 31, 2018 consisted of $0.8 million employee related costs, $0.4 million of asset impairment charges associated with leasehold improvements under the terminated operating lease agreement and $0.1 million of other restructuring costs associated with departmental reorganization activities. The fair value of impaired leasehold improvements was determined using the undiscounted cash flows expected to result from the use and eventual disposition of the assets. The Company expects to incur an additional $0.1 million in severance and other restructuring charges in the first quarter of 2019, and it may incur additional charges in future periods should additional restructuring activities be rolled out. The Company will continue to assess the need for additional restructuring activities during 2019 and expects the restructuring program to be completed by the end of the first quarter of 2019.

A roll forward of the liability recognized related to restructuring activities as of December 31, 2018 is as follows (in thousands):

	Balance at December 31, 2017	Additions	Payments	Balance at December 31, 2018
Employee related restructuring activity	$ —	$ 851	$ (295)	$ 556

5. Inventory

A summary of inventory at December 31, 2018 and 2017 is as follows (in thousands):

	December 31, 2018	December 31, 2017
Finished goods	$ 37,447	$ 40,778
In-process goods	38,902	34,080
Packaging and bottling supplies	918	600
Total inventory	$ 77,267	$ 75,458

6. Property and Equipment

A summary of property and equipment at December 31, 2018 and 2017 and depreciation and amortization for the years ended December 31, 2018, 2017 and 2016, is as follows (in thousands):

	Depreciable Lives (in years)	December 31, 2018	December 31, 2017
Land and improvements	N/A	$ 46,164	$ 46,566
Buildings and improvements	20-40	60,229	58,946
Vineyards, orchards and improvements	7-25	36,458	37,090
Winery and vineyard equipment	3-25	40,724	38,631
Caves	20-40	5,639	5,639
Vineyards under development	N/A	3,943	3,353
Construction in progress	N/A	1,554	1,814
Total		194,711	192,039
Accumulated depreciation and amortization		(68,481)	(63,021)
Property and equipment, net		$ 126,230	$ 129,018

	Year ended December 31,		
Depreciation and amortization:	2018	2017	2016
Capitalized into inventory	$5,890	$5,606	$5,280
Expensed to general and administrative	1,688	1,536	1,411
Total depreciation and amortization	$7,578	$7,142	$6,691

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During 2018, the Company began actively marketing 36 acres of apple orchards for sale as it does not intend to replant these orchards with vineyards. As of December 31, 2018, the Company had $0.6 million of assets held for sale classified as current assets on the consolidated balance sheets that represent the net book value of these apple orchards. During the year ended December 31, 2018, the Company recorded an impairment charge of less than $0.1 million to write-down the carrying value of the apple orchards to fair value less cost to sell. The Company recorded an additional impairment charge of less than $0.1 million during the first quarter of 2019 due to a decrease in the estimated fair value of the apple orchards. Impairment charges were recorded to other income (expense), net in the consolidated income statements. The Company expects to complete the sale of the apple orchards within the next twelve months.

7. Financial Instruments

The Company’s material financial instruments include cash and cash equivalents, investments classified as available for sale and short-term and long-term debt; investments classified as available for sale are the only assets or liabilities that are measured at fair value on a recurring basis.

All of the Company’s investments mature within two years or less. The par value, amortized cost, gross unrealized gains and losses and estimated fair value of investments classified as available for sale as of December 31, 2018 and 2017 are as follows (in thousands):

December 31, 2018	Par Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Level 1	Level 2	Total Fair Value Measurements
Certificates of Deposit	$19,250	$ 19,250	$ —	$ (37)	$ —	$19,213	$ 19,213

December 31, 2017	Par Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Level 1	Level 2	Total Fair Value Measurements
U.S. Treasury Note	$6,000	$ 6,000	$ —	$ (1)	$5,999	$—	$ 5,999
Certificates of Deposit	14,000	14,000	2	(45)	—	13,957	13,957
Total	$20,000	$ 20,000	$ 2	$ (46)	$5,999	$13,957	$ 19,956

Gross unrealized losses on available-for-sale securities were less than $0.1 million as of December 31, 2018, and the Company believes the gross unrealized losses are temporary as it does not intend to sell these securities and it is more likely than not that the Company will not be required to sell these securities before the recovery of their amortized cost basis.

As of December 31, 2018 and 2017, other than the assets and liabilities related to the Seven Hills Winery acquisition, the Company did not have any assets or liabilities measured at fair value on a nonrecurring basis. For cash and cash equivalents, the carrying amounts of such financial instruments approximate their fair values. For short-term debt, the carrying amounts of such financial instruments approximate their fair values. As of December 31, 2018 the Company has estimated the fair value of its outstanding debt to be approximately $20.8 million compared to its carrying value of $23.5 million, based upon discounted cash flows with Level 3 inputs, such as the terms that management believes would currently be available to the Company for similar issues of debt, taking into account the current credit risk of the Company and other factors.

The Company does not invest in any derivatives or engage in any hedging activities.

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8. Intangible and Other Non-Current Assets

A summary of intangible and other non-current assets at December 31, 2018 and 2017, and amortization expense for the years ended December 31, 2018, 2017 and 2016 is as follows (in thousands):

		December 31, 2018			December 31, 2017		
	Amortizable lives (in years)	Gross carrying amount	Accumulated amortization	Net book value	Gross carrying amount	Accumulated amortization	Net book value
Brand	15 - 17	$18,000	$ 7,904	$10,096	$18,000	$ 6,841	$11,159
Distributor relationships	10 - 14	2,700	1,438	1,262	2,700	1,242	1,458
Customer relationships	7	1,900	1,900	—	1,900	1,787	113
Legacy permits	14	250	135	115	250	118	132
Trademark	20	200	103	97	200	93	107
Total		$23,050	$ 11,480	$11,570	$23,050	$ 10,081	$12,969
Other non-current assets				289			245
Total intangible and other non-current assets, net				$11,859			$13,214

	Year Ended December 31,		
Amortization expense	2018	2017	2016
Total amortization expense	$1,399	$ 1,558	$1,556

The estimated aggregate future amortization of intangible assets as of December 31, 2018 is identified below (in thousands):

Years Remaining:	Amortization
2019	$ 1,286
2020	1,286
2021	1,286
2022	1,286
2023	1,286
Thereafter	5,140
Total	$ 11,570

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9. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consisted of the following as of December 31, 2018 and 2017 (in thousands):

	December 31, 2018	December 31, 2017
Accounts payable and accrued grape expenses	$ 7,733	$ 5,412
Accrued compensation related expenses	2,935	2,225
Sales and marketing	441	324
Acquisition of property and equipment	336	264
Accrued interest	334	324
Depletion allowance	285	608
Production and farming	154	307
Contingent consideration liability related to Seven Hills Winery	146	308
Litigation settlement accrual	—	390
Other accrued expenses	231	161
Total accounts payable and other accrued liabilities	$ 12,595	$ 10,323

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10. Debt

Revolving Credit Facility

In March 2013, Crimson and its subsidiaries entered into a $60.0 million revolving credit facility (the “2013 Revolving Credit Facility”) with American AgCredit, FLCA, as agent for the lenders identified in the 2013 Revolving Credit Facility, comprised of a revolving loan facility (the “Revolving Loan”) and a term revolving loan facility (the “Term Revolving Loan”), which together are secured by substantially all of Crimson’s assets. In March 2018, Crimson and its subsidiaries entered into the second amendment to the 2013 Revolving Credit Facility with American AgCredit, FCLA (the “Second Amendment”). The Second Amendment modified certain provisions of the 2013 Revolving Credit Facility, including, among other things, extending the Revolving Loan and Term Revolving Loan termination dates to March 31, 2023, extending the Term Revolving Loan conversion date to March 31, 2023 and extending the Term Revolving Loan maturity date to March 31, 2033.

The Revolving Loan is for up to $10.0 million in the aggregate for a five years term, and the Term Revolving Loan is for up to $50.0 million in the aggregate for a fifteen years term. All obligations of Crimson under the 2013 Revolving Credit Facility are collateralized by certain real property, including vineyards and certain winery facilities of Crimson, accounts receivable, inventory and intangible assets. In addition to unused line fees ranging from 0.15% to 0.25%, rates for the borrowings are priced based on a performance grid tied to certain financial ratios and the London Interbank Offered Rate. The 2013 Revolving Credit Facility can be used to fund acquisitions, capital projects and other general corporate purposes. Covenants include the maintenance of specified debt and equity ratios, limitations on the incurrence of additional indebtedness, limitations on dividends and other distributions to shareholders and restrictions on certain mergers, consolidations and sales of assets. No amounts have been borrowed under the 2013 Revolving Credit Facility to date.

Details of the Company’s debt as of December 31, 2018 and 2017 were as follows (dollars in thousands):

	December 31, 2018			December 31, 2017				
	Current	Long-term	Total	Current	Long-term	Total	Interest Rate	Maturity Date
2015 Term Loan	$640	$13,440	$14,080	$640	$14,080	$14,720	5.24%	October 1, 2040
2017 Term Loan	500	8,875	9,375	500	9,375	9,875	5.39%	July 1, 2037
Total debt	1,140	22,315	23,455	1,140	23,455	24,595		
Unamortized loan fees	(15)	(135)	(150)	(15)	(150)	(165)		
Total debt, net of unamortized loan fees	$1,125	$22,180	$23,305	$1,125	$23,305	$24,430		

Term Loans

Term loans consist of the following:

(i) On November 10, 2015, Pine Ridge Winery, LLC (“PRW Borrower”), a wholly-owned subsidiary of Crimson, entered into a senior secured term loan agreement (the “2015 Term Loan”) with American AgCredit, FLCA (“Lender”) for an aggregate principal amount of $16.0 million. Amounts outstanding under the 2015 Term Loan bear a fixed interest rate of 5.24% per annum.

The 2015 Term Loan will mature on October 1, 2040 (the “2015 Loan Maturity Date”). On the first day of each January, April, July and October, commencing January 1, 2016, PRW Borrower is required to make a principal payment in the amount of $160,000 and an interest payment equal to the amount of all interest accrued through the previous day. A

final payment of all unpaid principal, interest and any other charges with respect to the 2015 Term Loan shall be due and payable on the 2015 Loan Maturity Date.

The Company incurred debt issuance costs of approximately $0.1 million related to the 2015 Term Loan. These costs are recorded as a reduction from short-term or long-term debt based on the timeframe in which the fees will be expensed, and as such, amounts to be expensed within 12 months shall be classified against short-term debt. The costs are being amortized to interest expense using the effective interest method over the contractual term of the loan.

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The full $16.0 million was drawn at closing and the 2015 Term Loan can be used to fund acquisitions, capital projects and other general corporate purposes. As of December 31, 2018, $14.1 million in principal was outstanding on the 2015 Term Loan, and unamortized loan fees were $0.1 million.

(ii) On June 29, 2017, Double Canyon Vineyards, LLC (the “DCV Borrower” and, individually and collectively with the PRW Borrower, “Borrower”), a wholly-owned subsidiary of Crimson, entered into a senior secured term loan agreement (the “2017 Term Loan”) with the Lender for an aggregate principal amount of $10.0 million. Amounts outstanding under the 2017 Term Loan bear a fixed interest rate of 5.39% per annum.

The 2017 Term Loan will mature on July 1, 2037 (the “2017 Loan Maturity Date”). On the first day of each January, April, July and October, commencing October 1, 2017, DCV Borrower is required to make a principal payment in the amount of $125,000 and an interest payment equal to the amount of all interest accrued through the previous day. A final payment of all unpaid principal, interest and any other charges with respect to the 2017 Term Loan shall be due and payable on the 2017 Loan Maturity Date.

The Company incurred debt issuance costs of approximately $0.1 million related to the 2017 Term Loan. These costs were recorded using the same treatment as described for the 2015 Term Loan debt issuance costs.

The full $10.0 million was drawn at closing and the 2017 Term Loan can be used to fund acquisitions, capital projects and other general corporate purposes. As of December 31, 2018, $9.4 million in principal was outstanding on the 2017 Term Loan, and unamortized loan fees were $0.1 million.

Borrower’s obligations under the 2015 Term Loan and 2017 Term Loan are guaranteed by the Company. All obligations of Borrower under the 2015 Term Loan and 2017 Term Loan are collateralized by certain real property of the Company. Borrower’s covenants include the maintenance of a specified debt service coverage ratio and certain customary affirmative and negative covenants, including limitations on the incurrence of additional indebtedness; limitations on distributions to shareholders; and restrictions on certain investments, sale of assets and merging or consolidating with other parties.

The Company was in compliance with all debt covenants as of December 31, 2018.

During the year ended December 31, 2017, $0.2 million of interest expense was capitalized associated with the buildout of the Washington Winemaking Facility and other capital projects. The Washington Winemaking Facility was completed in September 2017.

A summary of debt maturities as of December 31, 2018 is as follows (in thousands):

Principal due in 2019	$1,140
Principal due in 2020	1,140
Principal due in 2021	1,140
Principal due in 2022	1,140
Principal due in 2023	1,140
Principal due thereafter	17,755
Total	$23,455

11. Stockholders’ Equity and Equity Incentive Plan

The Company is authorized to issue 15,000,000 shares of one or more series of preferred stock; no preferred stock has been issued. There were no dilutive or complex equity instruments or securities outstanding at any time during the periods presented.

In February 2013, the Company adopted the 2013 Omnibus Incentive Plan, which provides for the granting of up to 1,000,000 stock options or other common stock based awards. The terms of awards that may be granted, including vesting and performance criteria, if any, will be determined by the Company's board of directors. No awards have been granted to date.

In March 2014, the Board of Directors of the Company authorized a share repurchase program (the "2014 Repurchase Program") that provided for the repurchase of up to $2.0 million of outstanding common stock. Under the 2014 Repurchase Program, any repurchased shares were constructively retired, and on February 29, 2016, the 2014 Repurchase Program was completed. Under the total 2014 Repurchase Program the Company repurchased 228,522 shares at an original repurchase price of $2.0 million.

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In March 2016, the Board of Directors of the Company authorized a share repurchase program (the “2016 Repurchase Program”) that provided for the repurchase of up to $2.0 million of outstanding common stock. Under the 2016 Repurchase Program, any repurchased shares were constructively retired, and on November 14, 2016, the 2016 Repurchase Program was completed. Under the total 2016 Repurchase Program the Company repurchased 232,461 shares at an original repurchase price of $2.0 million.

In March 2018, the Company commenced a share repurchase program (the “2018 Repurchase Program”) that provided for the repurchase of up to $2.0 million of outstanding common stock. Under the 2018 Repurchase Program, any repurchased shares were constructively retired, and on September 19, 2018, the 2018 Repurchase Program was completed. Under the total 2018 Repurchase Program the Company repurchased 217,377 shares at an original repurchase price of $2.0 million.

In December 2018, the Company commenced a share repurchase program (the “2019 Repurchase Program”) that provided for the repurchase of up to $2.0 million of outstanding common stock. Under the 2019 Repurchase Program, any repurchased shares were constructively retired. At December 31, 2018, the Company repurchased 65,800 shares at an original purchase price of $0.5 million. Through March 6, 2019, the Company has repurchased 175,225 shares at an original repurchase price of $1.4 million.

12. Income Taxes

On December 22, 2017, the U.S. enacted tax legislation the Tax Cut and Jobs Act (Public Law 115-97, “TCJA” or “tax reform” or "Tax Act"), which significantly revised the U.S. tax code by, among other things, lowering the corporate income tax rate from 34% to 21%, limiting the deductibility of interest expense; implementing full cost recovery, and imposing further limitations on meals and entertainment. We reasonably estimated the effects of the Tax Act and recorded provisional amounts in our financial statements as of December 31, 2017. We recorded a provisional tax benefit for the impact of the Tax Act of approximately $2.9 million as a result of revaluing our net deferred tax liability. In 2018, we completed our determination of the accounting implications of the U.S. Tax Act.

The provision (benefit) for income taxes for years ended December 31, 2018, 2017 and 2016 is as follows (in thousands):

	2018	2017	2016
State income tax provision			
Current	$90	$38	$(22)
Deferred	145	448	773
Total state income tax provision	235	486	751
Federal income tax provision (benefit)			
Current	(64)	558	(160)
Deferred	582	(1,952)	2,028
Total federal income tax provision (benefit)	518	(1,394)	1,868
Total income tax provision (benefit)	$753	$(908)	$2,619

The Company's income tax returns are subject to examination in the U.S. federal and state jurisdictions. To the extent the Company has unutilized net operating loss (“NOL”) carryforwards, the statute of limitations does not begin to run until the NOL carryforwards are utilized. Therefore, for federal and state tax purposes, the Company has tax years open dating back to 2006. The Company currently has no unrecognized tax benefits, and it is not reasonably possible to estimate the amount by which that could increase in the next twelve months since the timing of examinations, if any, is unknown.

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The principal components of deferred taxes at December 31, 2018 and 2017 are as follows (in thousands):

	2018	2017
Deferred tax asset		
California NOL carryforward	$867	$1,061
Inventory	622	43
Federal NOL carryforward	212	—
Accrued vacation	171	155
Accrued severance	150	—
California alternative minimum tax credit	150	101
Other	77	174
Total deferred tax asset	2,249	1,534
Deferred tax liability		
Property and equipment	(6,966)	(5,691)
Intangible assets and goodwill	(814)	(626)
Other	(77)	(98)
Total deferred tax liability	(7,857)	(6,415)
Net deferred tax liability, non-current	$(5,608)	$(4,881)

As of December 31, 2018, the amount and expiration dates of the Company’s NOL carryforwards are as follows (in thousands):

	Federal
Carried forward indefinitely	$1,012

	State
2027-2032	$12,490

Under certain circumstances, the ability to use the NOL carryforwards and future deductions could be substantially reduced if certain changes in ownership were to occur. In order to reduce this possibility, the Company’s certificate of incorporation includes a charter restriction that prohibits transfers of the Company’s common stock under certain circumstances.

The table below reconciles the expected statutory income tax rate to the actual income tax provision (benefit) (in thousands):

	2018	2017	2016
Expected federal income tax expense	$573	$1,793	$2,005
State income tax expense	192	317	477
Revaluation of deferred tax liability due to tax reform	—	(2,929)	—
Other, net	(12)	(89)	137
Total	$753	$(908)	$2,619

13. Employee Benefit Plan

A 401(k) profit sharing plan is provided to all employees who meet certain service requirements. The Company matches 25% of a participant’s salary deferral, subject to regulatory limitations. Total Company contributions to the plan were $0.3 million for each of the years ended December 31, 2018, 2017, and 2016.

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14. Business Segment Information

The Company has identified two operating segments which are reportable segments for financial statement reporting purposes, Wholesale net sales and Direct to Consumer net sales, based upon their different distribution channels, margins and selling strategies. Wholesale net sales include all sales through a third party where prices are given at a wholesale rate, whereas Direct to Consumer net sales include retail sales in the tasting room, remote sites and on-site events, wine club net sales and other sales made directly to the consumer without the use of an intermediary.

The two segments reflect how the Company's operations are evaluated by senior management and the structure of its internal financial reporting. The Company evaluates performance based on the gross profit of the respective business segments. Selling expenses that can be directly attributable to the segment are allocated accordingly. However, centralized selling expenses and general and administrative expenses are not allocated between operating segments. Therefore, net income information for the respective segments is not available. Based on the nature of the Company's business, revenue generating assets are utilized across segments. Therefore, discrete financial information related to segment assets and other balance sheet data is not available and that information continues to be aggregated.

The following table outlines the net sales, cost of sales, gross profit, directly attributable selling expenses and operating income for the Company's reportable segments for the years ended December 31, 2018, 2017, and 2016, and also includes a reconciliation of consolidated income (loss) from operations. Other/Non-allocable net sales and gross profit include bulk wine and grape sales, event fees and retail sales. Other/Non-allocable expenses include centralized corporate expenses not specific to an identified reporting segment. Sales figures are net of related excise taxes.

	Year Ended December 31,											
	Wholesale			Direct to Consumer			Other/Non-Allocable			Total		
(in thousands)	2018	2017	2016	2018	2017	2016	2018	2017	2016	2018	2017	20
Net sales	$34,673	$34,420	$36,946	$25,495	$24,220	$23,099	$7,598	$4,582	$4,576	$67,766	$63,222	$6
Cost of sales	20,174	19,370	20,263	8,193	7,386	6,829	7,743	4,501	4,561	36,110	31,257	31
Gross profit (loss)	14,499	15,050	16,683	17,302	16,834	16,270	(145)	81	15	31,656	31,965	32
Operating expenses:												
Sales and marketing	6,210	5,824	6,244	6,552	6,237	6,121	3,623	3,333	3,469	16,385	15,394	15
General and administrative	—	—	—	—	—	—	10,634	10,769	10,653	10,634	10,769	10
Total operating expenses	6,210	5,824	6,244	6,552	6,237	6,121	14,257	14,102	14,122	27,019	26,163	26
Net loss on disposal of property and equipment	—	—	—	—	—	—	176	204	242	176	204	24
Restructuring costs	—	—	—	—	—	—	1,348	—	—	1,348	—	—
Income (loss) from operations	$8,289	$9,226	$10,439	$10,750	$10,597	$10,149	$(15,926)	$(14,225)	$(14,349)	$3,113	$5,598	$6

15. Commitments and Contingencies

Leases

The Company records rent expense under its operating lease agreements on a straight-line basis. Differences between actual lease payments and rent expense recognized under these leases results in a deferred rent liability at each reporting period. The Company also has certain property lease agreements that expire through 2022. These property lease agreements require annual base rent, supplemental rent based on the average market value of the grapes harvested, and certain operating expense payments.

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Future base rents required under these agreements are summarized as follows (in thousands):

2019	$295
2020	135
2021	1
2022	1
Total	$432

Base rent expense was $0.3 million for each of the years ended December 31, 2018, 2017 and 2016. Estimated supplemental rent payments, which are based on the market value of harvested grapes, are presented in the grape and bulk wine purchase commitments below.

Supply Contracts

The Company has entered into long-term contracts through 2024 to purchase grapes and bulk wine from certain third parties and related parties of employees within the company. Total estimated commitments under these agreements are as follows (in thousands):

	Third Party	Related Party
2019	$8,041	$701
2020	5,631	370
2021	2,867	101
2022	1,123	50
2023	324	—
Thereafter	325	—
Total	$18,311	$1,222

The Company also purchases additional grapes and bulk wine under one-time purchase or short-term agreements. The total of all grapes and bulk wine purchased was $9.5 million, $9.8 million and $10.8 million for the years ended December 31, 2018, 2017 and 2016, respectively. Included in the totals of all grapes and bulk wine purchased are related party purchases of $0.6 million, $0.9 million, and $0.8 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Litigation

The Company and its subsidiaries may become parties to legal proceedings that are considered to be either ordinary, routine litigation incidental to their business or not significant to the Company's consolidated financial position or liquidity. Other than as described below, the Company does not believe that there is any other pending litigation that could have a significant adverse impact on its consolidated financial position, liquidity or results of operations.

On May 17, 2017, a former employee filed a class action complaint against one of the Company's subsidiaries, Pine Ridge Vineyards alleging various wage and hour violations. On February 5, 2018, the Company settled this class action complaint at mediation for $0.4 million, which was recorded in the consolidated financial statements for the year ended December 31, 2017. The settlement does not contain any admission of liability, wrongdoing, or responsibility by any of the parties. The court granted final approval of the settlement amount and the final payments were issued in the fourth quarter of 2018.

Other

In October 2017, significant wildfires broke out in Napa, Sonoma, and surrounding counties in Northern California. Operations at two of the Company's properties, Pine Ridge Vineyards and Seghesio Family Vineyards, were temporarily impacted due to these wildfires and then resumed shortly thereafter. At the time of the wildfires, both properties had already harvested substantially all of their 2017 estate grapes. Certain inventory on hand was impacted by power losses and smoke damage which was covered under existing insurance policies. For the year ended December 31, 2018, the Company recognized $1.1 million in insurance proceeds. Proceeds of $0.6 million were offset against inventory losses and $0.5 million was included in other income, net. All of the $1.1 million received in insurance proceeds were included in Net cash provided by operating activities on the consolidated statement of cash flows.

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16. Selected Quarterly Financial Data (Unaudited)

(in thousands, except per share amounts)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
2018					
Net sales	$13,229	$17,282	$16,820	$20,435	$67,766
Gross profit	$6,355	$8,618	$7,740	$8,943	$31,656
(Loss) income from operations	$(843)	$1,739	$724	$1,493	$3,113
Net (loss) income	$(845)	$1,171	$766	$886	$1,978
Basic and fully diluted (loss) earnings per common share	$(0.04)	$0.05	$0.03	$0.04	$0.08
Number of shares used in calculation	23,997	23,972	23,851	23,769	23,897
2017					
Net sales	$14,849	$15,007	$13,505	$19,861	$63,222
Gross profit	$7,785	$7,943	$6,456	$9,781	$31,965
Income (loss) from operations	$1,250	$1,402	$(152)	$3,098	$5,598
Net income (loss)	$749	$898	$(206)	$4,741	$6,182
Basic and fully diluted (loss) earnings per common share	$0.03	$0.04	$(0.01)	$0.20	$0.26
Number of shares used in calculation	23,997	23,997	23,997	23,997	23,997
2016					
Net sales	$15,554	$15,235	$15,838	$17,994	$64,621
Gross profit	$7,655	$7,566	$7,890	$9,857	$32,968
Income from operations	$533	$1,036	$1,135	$3,535	$6,239
Net income	$231	$514	$657	$1,876	$3,278
Basic and fully diluted earnings per common share	$0.01	$0.02	$0.03	$0.08	$0.14
Number of shares used in calculation	24,256	24,155	24,085	24,004	24,124