

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>THE FOSTER WHEELER INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>005</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>005</u>	1c Effective date of plan <u>05/01/1990</u>	
1b Three-digit plan number (PN) ▶	<u>005</u>				
1c Effective date of plan <u>05/01/1990</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FOSTER WHEELER INC.</u> <u>53 FRONTAGE RD</u> <u>PO BOX 9000</u> <u>HAMPTON, NJ 08827</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>22-3800664</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>908-730-4000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541330</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>22-3800664</u>	2c Plan Sponsor's telephone number <u>908-730-4000</u>	2d Business code (see instructions) <u>541330</u>	
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2c Plan Sponsor's telephone number <u>908-730-4000</u>					
2d Business code (see instructions) <u>541330</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/06/2015	LISA WOOD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor RETIREMENT PLANS COMMITTEE OF FOSTER WHEELER INC. LISA WOOD 53 FRONTAGE RD PO BOX 9000 HAMPTON, NJ 08827		3b Administrator's EIN 22-2114042
		3c Administrator's telephone number 908-713-2801
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 2768
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a(1) Total number of active participants at the beginning of the plan year		6a(1) 1564
a(2) Total number of active participants at the end of the plan year		6a(2) 1834
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 1259
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 3093
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 5
f Total. Add lines 6d and 6e		6f 3098
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 3071
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 127
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan THE FOSTER WHEELER INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 FOSTER WHEELER INC.	D Employer Identification Number (EIN) 22-3800664	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation THE VANGUARD GROUP, INC. 23-1945930

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

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

THE VANGUARD GROUP, INC

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 26 37 52	NONE	114135	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan THE FOSTER WHEELER INC. 401(K) PLAN		B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 FOSTER WHEELER INC.		D Employer Identification Number (EIN) 22-3800664

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a	Total noninterest-bearing cash	1a	
b	Receivables (less allowance for doubtful accounts):		
	(1) Employer contributions.....	1b(1)	2265
	(2) Participant contributions.....	1b(2)	2989
	(3) Other.....	1b(3)	
c	General investments:		
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0
	(2) U.S. Government securities	1c(2)	
	(3) Corporate debt instruments (other than employer securities):		
	(A) Preferred	1c(3)(A)	
	(B) All other	1c(3)(B)	
	(4) Corporate stocks (other than employer securities):		
	(A) Preferred	1c(4)(A)	
	(B) Common.....	1c(4)(B)	
	(5) Partnership/joint venture interests	1c(5)	
	(6) Real estate (other than employer real property).....	1c(6)	
	(7) Loans (other than to participants)	1c(7)	
	(8) Participant loans.....	1c(8)	3154484
	(9) Value of interest in common/collective trusts	1c(9)	34551262
	(10) Value of interest in pooled separate accounts	1c(10)	
	(11) Value of interest in master trust investment accounts	1c(11)	
	(12) Value of interest in 103-12 investment entities.....	1c(12)	
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	367803168
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	
	(15) Other.....	1c(15)	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	354585451	405514168

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	354585451	405514168
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	11745021	
(B) Participants	2a(1)(B)	21628751	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		33373772
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	127211	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		127211
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	16915844	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		16915844
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		738950
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		10854074
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		62009851

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	44899510	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		44899510
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		17389
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	107885	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		107885
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		45024784

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		16985067
l Transfers of assets:			
(1) To this plan.....	2l(1)		33974288
(2) From this plan.....	2l(2)		30638

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: EISNERAMPER LLP

(2) EIN: 13-1639826

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
VEOLIA ENVIRONMENTAL SERVICES NORTH AMERICA CORP 401K REIREMENT PLAN	36-4394814	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>THE FOSTER WHEELER INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FOSTER WHEELER INC.</u>	D Employer Identification Number (EIN) <u>22-3800664</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
of the Foster Wheeler Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Foster Wheeler Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note 6, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As further discussed in Note 1 of the financial statements, Plan assets from two acquired companies transferred into the Foster Wheeler Inc. 401(k) Plan in January 2014 and August 2014.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2014, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

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

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

EisnerAmper LLP

Iselin, New Jersey
September 14, 2015



FOSTER WHEELER INC. 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2014 and 2013

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
of the Foster Wheeler Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Foster Wheeler Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note 6, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013, and for the year ended December 31, 2014, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As further discussed in Note 1 of the financial statements, Plan assets from two acquired companies transferred into the Foster Wheeler Inc. 401(k) Plan in January 2014 and August 2014.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2014, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

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

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

EisnerAmper LLP

Iselin, New Jersey
September 14, 2015

Foster Wheeler Inc.
401(k) Plan
Statements of Net Assets Available for Benefits
As of December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Investments, at fair value		
Participant directed investments	\$ 402,354,430	\$ 351,600,924
Total investments	402,354,430	351,600,924
Notes receivable from participants	3,154,484	2,976,273
Contributions receivable		
Participant	2,989	4,327
Employer	2,265	3,927
Total contributions receivable	5,254	8,254
Net assets reflecting investments, at fair value	405,514,168	354,585,451
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(1,029,038)	(866,699)
Net assets available for benefits	<u>\$ 404,485,130</u>	<u>\$ 353,718,752</u>

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

Foster Wheeler Inc.
401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2014

Additions to net assets attributed to

Investment income:

Interest income	\$ 576,611
Dividend income	16,915,844
Net realized/unrealized appreciation in the value of investments (see note 4)	10,854,074
Total investment income	<u>28,346,529</u>

Interest on notes receivable	127,211
------------------------------	---------

Contributions:

Participant	21,628,751
Employer	11,745,021
Total contributions	<u>33,373,772</u>

Total additions	<u>61,847,512</u>
-----------------	-------------------

Deductions from net assets attributed to

Benefits paid to participants	44,916,899
Administrative expenses, net	107,885
Total deductions	<u>45,024,784</u>

Net increase prior to transfers	16,822,728
---------------------------------	------------

Asset transfers from/to related plans

Asset transfers from related plans	33,974,288
Asset transfers to related plans	(30,638)
Net asset transfers	<u>33,943,650</u>

Net increase	<u>50,766,378</u>
---------------------	-------------------

Net assets available for benefits

Beginning of year	<u>353,718,752</u>
End of year	<u><u>\$ 404,485,130</u></u>

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

Foster Wheeler Inc.

401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the Foster Wheeler Inc. 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all eligible employees of Foster Wheeler Inc. (the “Company”). In February 2014, Foster Wheeler AG, the parent of the Company, entered into a definitive agreement to be acquired by Amec plc. In November 2014, a tender offer was completed and the combined company was renamed Amec Foster Wheeler. Amec Foster Wheeler completed the acquisition of Foster Wheeler AG in January 2015 by effecting a squeeze-out merger under Swiss law whereby any remaining holders of Shares were compensated on the same terms as the tender offer. Foster Wheeler AG has been merged into a wholly-owned subsidiary of Amec Foster Wheeler.

The Plan was established on May 1, 1990 and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Employees are eligible to participate in the Plan if they were full-time salaried employees, part-time employees, temporary employees classified by the Company as a “project hire”, or a member of certain collective bargaining units as of March 31, 1990. Full-time employees hired after March 31, 1990 are eligible on the first of the month following 30 days employment. Project hires and regular part-time employees whose customary rate of employment is more than 1,000 hours of service during the plan year may participate in the Plan on the first day of the month following completion of 90 days of service. If an employee’s customary rate of employment is for less than 1,000 hours of service during the plan year or if an employee is otherwise excluded from eligibility as a result of a part-time or temporary classification which imposes an indirect service requirement, then the employee shall be eligible to participate after completing one year of eligibility service.

Eligible employees are automatically enrolled in the Plan with a default participant deferral of 6% of pretax compensation, unless they elect not to participate. If enrolled in the Plan, there is an automatic 1% annual increase in deferral percentage effective April 1 of each year until the deferral percentage reaches 10%, unless the participant makes an election not to increase the deferral percentage, elects a different deferral percentage rate and/or elects a different automatic increase date. Such waiver or election must be made before the April 1 of reference. Such automatic increase shall continue until the participant’s elective contribution percentage rate has reached ten percent, or such other percentage as specified by the participant.

Contributions

The maximum allowable participant contribution is 25% of pretax compensation, not to exceed the limits set by the Internal Revenue Service. The Company matches 100% of the first 6% (when measured as a portion of the Participant’s compensation on each pay date) of each qualifying participant’s elective contribution. Post-tax Roth contributions, including Roth catch-up contributions, are permitted. Participants who are at least age 50 or older during a plan year may make an additional catch-up contribution on a before tax basis. Employee contributions are made by means of payroll deductions and are remitted to Vanguard Fiduciary Trust Company (the “Trustee”) each pay period. Company contributions are remitted at the same time.

Foster Wheeler Inc.

401(k) Plan

Notes to Financial Statements

Vesting

Participants are fully vested in their contributions at all times and become vested in Company contributions at a rate of 20% for one year of completed service and 100% for two years or more of completed service from date of hire.

If an active participant should die or become totally and permanently disabled prior to becoming fully vested, the participant's account will become fully vested.

Distributions, Withdrawals and Transfers

The Plan allows participants to withdraw funds from the Plan only upon retirement, termination of employment, disability, at the age of 59-1/2, death of participant, or qualified hardship. Hardship withdrawals are only permitted in the event of an immediate and severe financial requirement of the participant. Distributions related to retirement, death or termination, are distributed in a lump sum.

In January 2014, the 401(k) plan of a Foster Wheeler subsidiary, Yonkers Industries, was merged into the Foster Wheeler Inc. 401(k) Plan. Plan assets of \$8,901,977 related to the former Yonkers Industries 401(k) Plan participants were transferred into the Foster Wheeler Inc. 401(k) Plan.

The employees of Foster Wheeler Twin Cities were eligible to participate in the Foster Wheeler Inc. 401(k) Plan. In May 2014, the Foster Wheeler Twin Cities' sole contract to operate the University of Minnesota's power plant ended and was not renewed. The successor services operator, Veolia Energy Services, subsequently employed all personnel from Foster Wheeler Twin Cities. Employer matching contributions to the former Foster Wheeler Twin Cities 401(k) participants ceased by the end of May 2014. These participants were able to elect whether to roll over their 401(k) assets at their discretion, except for those with 401(k) loans who were automatically rolled over to the acquirer's 401(k) plan. Plan assets of \$30,638 relating to the former Foster Wheeler Twin Cities 401(k) participants were transferred out of the Foster Wheeler Inc. 401(k) Plan.

In August 2014, the account balances and notes receivable from participants of transferred employees resulting from Foster Wheeler's acquisition of Siemens Environmental Systems and Services were transferred from the Siemens 401(k) Savings Plan to the Foster Wheeler Inc. 401(k) Plan. Plan assets of \$25,072,311 related to the former Siemens 401(k) participants were transferred into the Foster Wheeler Inc. 401(k) Plan.

Notes Receivable from Participants

Plan participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of: (i) \$50,000 less the highest outstanding loan balance in the last 12 months; or (ii) 40% of the participant's vested account balance. Participants may only have one loan outstanding from the Plan at any time. These loans are carried at their unpaid principal balance plus any accrued but unpaid interest, and their terms range up to five years for general purpose loans and up to 15 years for primary residence loans.

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These loans are collateralized by the balance in the participant's account and bear interest at 1% above the prime rate on the last day of the preceding calendar quarter in which the loan is approved. The interest rates for outstanding loans as of both December 31, 2014 range from 3.25% to 10.0%. Principal and interest amounts are paid ratably through payroll deductions. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Forfeitures

In the event a Plan participant's employment with the Company is terminated, the nonvested portion of the account is forfeited and invested in the Vanguard Prime Money Market Fund. Forfeitures and related earnings can be used to reduce future employer contributions or to pay Plan administrative expenses. During 2014, employer contributions were reduced by \$444,712 from forfeited non-vested accounts. Unused forfeitures were \$148,108 and \$137,384 at December 31, 2014 and 2013, respectively.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings, and charged with an allocation of administrative expenses, including Trustee management fees. These allocations are based on participant earnings and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants can elect to have their accounts invested in any of the Plan's investment options.

2. Summary of Significant Accounting Policies

Basis of Presentation

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and when applicable, disclosures of contingent assets and liabilities. Actual results could differ from those estimates. Changes in estimates are reflected in the periods in which they become known.

Fully Benefit-Responsive Investment Contracts

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust fund, the Vanguard Retirement Savings Trust V. The Statements of Net Assets Available for Benefits presents the fair value of the investment in the collective trust fund as well as the adjustment of the fully benefit-responsive collective trust fund from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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Notes to Financial Statements

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. (See Note 5 for discussion of fair value measurement.)

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned on the accrual basis.

Net appreciation/(depreciation) in the value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefit Payments

Benefit payments are recorded when paid.

Expenses of the Plan

The value of each participant's account is net of Trustee management fees. For 2014, Plan expenses included loan fees and managed account fees which were paid by the participating employees who elected loans and chose to utilize Vanguard's investment management services. The Company is responsible for all other costs related to the Plan.

Mutual Fund Fees

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees, which are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These sales charges are annual fees deducted to pay for marketing and distribution costs of the funds and are deducted prior to the allocation of investment earnings activity and, thus, not separately identifiable as an expense.

Subsequent Events

In connection with the acquisition of Foster Wheeler AG, Amec Foster Wheeler expects to merge the Plan into another defined contribution plan of Amec Foster Wheeler. Additionally, there are numerous plan design changes that are currently being contemplated. The merger and/or any plan design changes would not be effective prior to 2016.

The Company evaluated subsequent events through September 14, 2015, which is the date the financial statements were available to be issued.

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2015-07 ("ASU 2015-07"), *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, an amendment to Fair Value Measurement Topic 820. ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. ASU 2015-07 is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. Early adoption is permitted. The Plan elected to adopt ASU 2015-07 as of and for the year ended December 31, 2014. Accordingly, investments measured using the net asset value per share practical expedient have not been categorized within the fair value hierarchy. The amendment has been applied retrospectively to all periods presented.

Foster Wheeler Inc.

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Notes to Financial Statements

In July 2015, the FASB issued Accounting Standards Update No. 2015-12 (“ASU 2015-12”), (*Part I*) *Fully Benefit-Responsive Investment Contracts*, (*Part II*) *Plan Investment Disclosures*, and (*Part III*) *Measurement Date Practical Expedient*, amendments to *Plan Accounting: Defined Benefit Pension Plans (Topic 960)*, *Defined Contribution Pension Plans (Topic 962)*, and *Health and Welfare Benefit Plans (Topic 965)*. ASU 2015-12 (i) designates contract value as the only required measure for fully benefit-responsive investment contracts, (ii) simplifies investment disclosure requirements, and (iii) allows an employee benefit plan with a fiscal year end that does not coincide with the end of a calendar month to measure its investments using the month end closest to its fiscal year end. The amendments are effective for fiscal years beginning after December 15, 2015. Earlier application is permitted. The Plan has not early adopted ASU 2015-12.

3. Risks and Uncertainties

The Plan provides for various investment options in a variety of funds. Investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants’ account balances and the amounts reported in the Statement of Net Assets Available for Benefits. Users of these financial statements should be aware that the financial markets’ volatility may significantly impact the subsequent valuation of the Plan’s investments. Accordingly, the valuation of investments at December 31, 2014 may not necessarily be indicative of amounts that could be realized in a current market exchange.

4. Investments

The following table represents the value of individual investments of the Plan at December 31, 2014 and 2013 that are greater than 5% of the Plan’s net assets:

	2014	2013
* Vanguard Retirement Savings Trust V (contract value)	\$ 33,522,224	\$ 31,100,114
Vanguard Windsor II Fund	52,360,931	48,923,589
Vanguard Wellington Fund	57,407,528	53,948,107
Vanguard Morgan Growth Fund	20,472,661	18,703,406
Vanguard 500 Index Fund	48,460,889	40,257,219
Vanguard International Growth Fund	23,789,075	22,771,867
Vanguard Target Retirement 2020	20,309,309	**

* Fair value was \$34,551,262 and \$31,966,813, respectively.

** Represents less than 5% of the Plan's net assets.

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During 2014, the Plan's participant-directed investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in fair value as follows: All amounts are maintained with mutual funds.

	2014
Mutual funds	\$ 10,854,074
Net appreciation in fair value	\$ 10,854,074

5. Fair Value Measurements

FASB's Accounting Standards Codification ("ASC 820"), *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Foster Wheeler Inc.
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Notes to Financial Statements

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

Collective Trust Fund: Valued at NAV of units of a bank collective trust (the "Trust"). The NAV as provided by the trustee is used as a practical expedient to estimate the fair value. The NAV is based on the fair value of the underlying investments held by the Trust less its liabilities. This practical expedient is not used when it is determined to be probable that the Trust will sell the investment for an amount different than the reported NAV. Participant transactions (such as purchases and sales) may occur daily.

The Trust provides for the collective investment of assets of tax-exempt pension and profit-sharing plans, primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by bond trusts that are selected by the Trustee. The issuers' ability to meet these obligations may be affected by economic developments in their respective companies and industries.

Pursuant to the declaration of trust agreement for the Vanguard Retirement Savings Trust V, restated and amended November 2011, the Plan may surrender units in the Trust in exchange for their full accumulated book value plus an amount of accrued income. Requests for withdrawal must be provided to the Trust in writing either 12 or more months prior to the designated date of withdrawal or prior to the designated date of withdrawal if the withdrawal is for funding an authorized distribution to a participating beneficiary or requesting the Plan to make an employee-directed investment exchange to non-competing investments. The Trust, at its sole discretion, may charge a transaction fee for redemptions if it deems the redemption to be disruptive of efficient portfolio management or is likely to impose inordinately high costs on other Participating Trusts.

If the Plan surrenders one or more units in the Trust for reasons or circumstances other than those described above, the Plan shall receive the unit value plus an amount of accrued income as of the valuation date designated for withdrawal, provided that a written request for withdrawal is provided to the Trustee at least 30 business days prior to the designated date of withdrawal, subject to any limitations on surrender incorporated in any of the underlying investment contracts or other fixed principal investments held by the Trust.

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

Foster Wheeler Inc.
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Notes to Financial Statements

The following table sets forth by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2014 and 2013:

Investment Assets at Fair Value as of December 31, 2014				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Money Market	\$ 16,559,938			\$ 16,559,938
Growth funds	109,183,497			109,183,497
Index funds	63,440,809			63,440,809
Balanced funds	151,536,408			151,536,408
Fixed income funds	27,082,516			27,082,516
Total mutual funds	367,803,168	-	-	367,803,168
Collective trust fund measured at NAV ⁽¹⁾				34,551,262
Total assets at fair value	\$ 367,803,168	\$ -	\$ -	\$ 402,354,430

Investment Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Money Market	\$ 15,816,470			\$ 15,816,470
Growth funds	102,727,961			102,727,961
Index funds	52,754,184			52,754,184
Balanced funds	127,816,951			127,816,951
Fixed income funds	20,518,545			20,518,545
Total mutual funds	319,634,111	-	-	319,634,111
Collective trust fund measured at NAV ⁽¹⁾				31,966,813
Total assets at fair value	\$ 319,634,111	\$ -	\$ -	\$ 351,600,924

Note 1: These investments are measured at fair value using the net asset value per share practical expedient and have not been categorized in the fair value hierarchy in accordance with the Plan's adoption of ASU 2015-07. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statements of Net Assets Available for Benefits.

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the year ended December 31, 2014, there were no transfers in or out of levels 1, 2 or 3.

6. Information Certified by the Trustee

The Plan administrator has elected the method of compliance permitted by 29CFR2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under the election, Vanguard Fiduciary Trust Company, the Trustee of the Plan, has certified the completeness and accuracy of all investments and notes receivable from participants and related activities of such assets in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013, the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2014 and the accompanying supplemental schedule of assets (held at end of year) as of December 31, 2014.

Foster Wheeler Inc.
401(k) Plan
Notes to Financial Statements

7. Tax Status

The Plan obtained its latest determination letter on May 24, 2011, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter, which expired on January 31, 2015. In January 2015, the Plan submitted an application for another determination letter and is awaiting a response from the Internal Revenue Service. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been made.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, and to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their contributions. The Plan provides that the net assets of the Plan shall be allocated among the participants and beneficiaries of the Plan in the order provided for in ERISA and its related regulations.

9. Related Party and Party In Interest Transactions

Certain Plan investments are shares of mutual funds (registered investment companies) and a collective investment trust managed by the Trustee. The Trustee is defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Loan fees and managed account fees for the investment management services paid by the Plan approximated \$107,900 for the year ended December 31, 2014.

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2014 to Form 5500:

Net assets available for benefits per the financial statements	\$ 404,485,130
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>1,029,038</u>
Net assets available for benefits per Form 5500	<u><u>\$ 405,514,168</u></u>

Foster Wheeler Inc.
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Notes to Financial Statements

The following is a reconciliation of the increase in net assets for benefits per the financial statements for the year ended December 31, 2014 to Form 5500:

Increase in net assets available for benefits per the financial statements	\$ 50,766,378
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	162,339
Net asset transfers	<u>(33,943,650)</u>
Net income per Form 5500	<u>\$ 16,985,067</u>

Foster Wheeler Inc.

401(k) Plan

Employer Identification No. 22-3800664, Plan No. 005

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Janus Twenty Fund	Registered Investment Company	**	\$ 12,560,830
*	Vanguard 500 Index Fund	Registered Investment Company	**	48,460,889
*	Vanguard International Growth Fund	Registered Investment Company	**	23,789,075
*	Vanguard Long-Term Investment Grade	Registered Investment Company	**	15,009,003
*	Vanguard Morgan Growth Inv	Registered Investment Company	**	20,472,661
*	Vanguard Prime Money Market Fund	Registered Investment Company	**	16,559,938
*	Vanguard Small-Cap Index Inv	Registered Investment Company	**	14,979,920
*	Vanguard Target Retirement 2010	Registered Investment Company	**	2,903,061
*	Vanguard Target Retirement 2015	Registered Investment Company	**	11,855,149
*	Vanguard Target Retirement 2020	Registered Investment Company	**	20,309,309
*	Vanguard Target Retirement 2025	Registered Investment Company	**	13,680,623
*	Vanguard Target Retirement 2030	Registered Investment Company	**	10,926,920
*	Vanguard Target Retirement 2035	Registered Investment Company	**	8,452,372
*	Vanguard Target Retirement 2040	Registered Investment Company	**	7,615,516
*	Vanguard Target Retirement 2045	Registered Investment Company	**	7,199,402
*	Vanguard Target Retirement 2050	Registered Investment Company	**	6,478,762
*	Vanguard Target Retirement 2055	Registered Investment Company	**	1,299,976
*	Vanguard Target Retirement 2060	Registered Investment Company	**	270,452
*	Vanguard Target Retirement Inc	Registered Investment Company	**	3,137,338
*	Vanguard Total Bond Market Index	Registered Investment Company	**	10,720,140
*	Vanguard Intl Bond Ix	Registered Investment Company	**	1,353,373
*	Vanguard Wellington Fund	Registered Investment Company	**	57,407,528
*	Vanguard Windsor II Fund	Registered Investment Company	**	52,360,931
*	Vanguard Retirement Savings Trust V	Common/Collective Trust	**	34,551,262
*	Notes Receivable from Participants	Rates 3.25% to 10%	-0-	3,154,484
				<u>\$ 405,508,914</u>

* Party-in-interest.

** Not applicable for participant-directed investments.

The information in the schedule has been certified to its completeness and accuracy by the Trustee.

Foster Wheeler Inc.

401(k) Plan

Employer Identification No. 22-3800664, Plan No. 005

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Janus Twenty Fund	Registered Investment Company	**	\$ 12,560,830
*	Vanguard 500 Index Fund	Registered Investment Company	**	48,460,889
*	Vanguard International Growth Fund	Registered Investment Company	**	23,789,075
*	Vanguard Long-Term Investment Grade	Registered Investment Company	**	15,009,003
*	Vanguard Morgan Growth Inv	Registered Investment Company	**	20,472,661
*	Vanguard Prime Money Market Fund	Registered Investment Company	**	16,559,938
*	Vanguard Small-Cap Index Inv	Registered Investment Company	**	14,979,920
*	Vanguard Target Retirement 2010	Registered Investment Company	**	2,903,061
*	Vanguard Target Retirement 2015	Registered Investment Company	**	11,855,149
*	Vanguard Target Retirement 2020	Registered Investment Company	**	20,309,309
*	Vanguard Target Retirement 2025	Registered Investment Company	**	13,680,623
*	Vanguard Target Retirement 2030	Registered Investment Company	**	10,926,920
*	Vanguard Target Retirement 2035	Registered Investment Company	**	8,452,372
*	Vanguard Target Retirement 2040	Registered Investment Company	**	7,615,516
*	Vanguard Target Retirement 2045	Registered Investment Company	**	7,199,402
*	Vanguard Target Retirement 2050	Registered Investment Company	**	6,478,762
*	Vanguard Target Retirement 2055	Registered Investment Company	**	1,299,976
*	Vanguard Target Retirement 2060	Registered Investment Company	**	270,452
*	Vanguard Target Retirement Inc	Registered Investment Company	**	3,137,338
*	Vanguard Total Bond Market Index	Registered Investment Company	**	10,720,140
*	Vanguard Intl Bond Ix	Registered Investment Company	**	1,353,373
*	Vanguard Wellington Fund	Registered Investment Company	**	57,407,528
*	Vanguard Windsor II Fund	Registered Investment Company	**	52,360,931
*	Vanguard Retirement Savings Trust V	Common/Collective Trust	**	34,551,262
*	Notes Receivable from Participants	Rates 3.25% to 10%	-0-	3,154,484
				<u>\$ 405,508,914</u>

* Party-in-interest.

** Not applicable for participant-directed investments.

The information in the schedule has been certified to its completeness and accuracy by the Trustee.