

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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2015
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</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>	1b Three-digit plan number (PN) ▶ <u>005</u> 1c Effective date of plan <u>05/01/1990</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FOSTER WHEELER INC.</u> <u>53 FRONTAGE RD</u> <u>PO BOX 9000</u> <u>HAMPTON, NJ 08827</u>	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>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2016</u>	<u>TOM NOHL</u>
	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)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 3098
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) 1834
a(2) Total number of active participants at the end of the plan year	6a(2) 0
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 0
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
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)
---------------	--

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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	125226	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:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>THE FOSTER WHEELER INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>005</u>
C Plan or DFE 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	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST V

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>23-2186884-011</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
---------------------------------------	-------------------------------	--

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <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.	OMB No. 1210-0110 <div style="font-size: 1.5em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>		
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	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	2265	0
	(2) Participant contributions	1b(2)	2989	0
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	3154484	0
	(9) Value of interest in common/collective trusts.....	1c(9)	34551262	0
	(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	0
	(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	405514168	0

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	405514168	0
---	-----------	-----------	---

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)	11014869	
(B) Participants	2a(1)(B)	21135062	
(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)		32149931
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)	118743	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		118743
(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)	15969733	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		15969733
(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)		-422009
(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)		-16645851
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		31170547

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	55053690	
(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)		55053690
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	120326	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		120326
j Total expenses. Add all expense amounts in column (b) and enter total	2j		55174016

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-24003469
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		381510699

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:

	Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒		
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	N/A	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			
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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: 0

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)
AMEC 401(K) PLAN	58-1704913	002

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

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 2015 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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
-----------------	-------------------

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

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

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Part VII	IRS Compliance Questions
-----------------	---------------------------------

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

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, 2015 and 2014, and the related statement of changes in net assets available for benefits for the final year ended December 31, 2015, 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 4, 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 held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the final year ended December 31, 2015, 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 to the financial statements, the Plan was legally merged into the Amec Foster Wheeler 401(k) Plan effective December 31, 2015. As of the merger date, the assets held under the Plan and trust were transferred to the Amec Foster Wheeler 401(k) Plan; and this Plan and trust ceased to exist.

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

The form and content of the information included in the financial statements, 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
October 11, 2016

EISNERAMPER
LLP

Foster Wheeler Inc.
401(k) Plan
Financial Statements
December 31, 2015 and 2014

Foster Wheeler Inc.
401(k) Plan
Index
December 31, 2015 and 2014

	Page(s)
Independent Auditors' Report	1 - 2
Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014	3
Statement of Changes in Net Assets Available for Benefits for the Final Year Ended December 31, 2015..	4
Notes to Financial Statements.....	5 - 12

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, 2015 and 2014, and the related statement of changes in net assets available for benefits for the final year ended December 31, 2015, 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 4, 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 held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the final year ended December 31, 2015, 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 to the financial statements, the Plan was legally merged into the Amec Foster Wheeler 401(k) Plan effective December 31, 2015. As of the merger date, the assets held under the Plan and trust were transferred to the Amec Foster Wheeler 401(k) Plan; and this Plan and trust ceased to exist.

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

The form and content of the information included in the financial statements, 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
October 11, 2016

EISNERAMPER
LLP

Foster Wheeler Inc.
401(k) Plan
Statements of Net Assets Available for Benefits
As of December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Investments, at fair value	\$ -	\$ 401,325,392
Notes receivable from participants	-	3,154,484
Contributions receivable:		
Participant	-	2,989
Employer	-	2,265
Total contributions receivable	<u>-</u>	<u>5,254</u>
Net assets available for benefits	<u>\$ -</u>	<u>\$ 404,485,130</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 Final Year Ended December 31, 2015

Additions to/(deductions from) net assets attributed to:

Investment income/(loss):

Interest income	\$ 607,029
Dividend income	15,969,733
Net realized/unrealized depreciation in the value of investments	(16,645,851)
Total investment loss	<u>(69,089)</u>

Interest on notes receivable	118,743
------------------------------	---------

Contributions:

Participant	21,135,062
Employer	11,014,869
Total contributions	<u>32,149,931</u>

Benefits paid to participants	(55,053,690)
-------------------------------	--------------

Administrative expenses, net	<u>(120,326)</u>
------------------------------	------------------

Net decrease prior to transfers	<u>(22,974,431)</u>
---------------------------------	---------------------

Asset transfer to related plan	<u>(381,510,699)</u>
---------------------------------------	----------------------

Net decrease	<u>(404,485,130)</u>
---------------------	----------------------

Net assets available for benefits

Beginning of year	<u>404,485,130</u>
-------------------	--------------------

End of year	<u><u>\$ -</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 Foster Wheeler Inc. 401(k) Plan (the “Plan”) was a defined contribution plan covering all eligible employees of Foster Wheeler Inc. and related companies (the “Company”). The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

Merger of the Plan into the Amec Foster Wheeler 401(k) Plan

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.

Effective at 11:59 p.m. on December 31, 2015 (the “Merger Date”), all of the assets and equivalent account balance liabilities for the participants in the Plan were merged into the Amec Foster Wheeler 401(k) Plan. On the Merger Date, assets equal to the aggregate Plan participant balances, as adjusted through the Merger Date, were merged in kind into the trust that funds the Amec Foster Wheeler 401(k) Plan. Any promissory notes evidencing loans from the Plan participants were also transferred to the trust that funds the Amec Foster Wheeler 401(k) Plan. Employee and company contributions totaling \$716,524 from the payroll period ending December 31, 2015 were not deposited into the trust that funds the Plan since the Plan’s assets were merged into the Amec Foster Wheeler 401(k) Plan on December 31, 2015. These funds were deposited into the trust that funds the Amec Foster Wheeler 401(k) Plan in January 2016. However, these funds have been reflected in the contributions and asset transfer to related plan figures in the accompanying Statement of Changes in Net Assets Available for Benefits for the final year ended December 31, 2015.

After the Merger Date, all rights of participants in the Plan are governed entirely by and subject to the terms of the Amec Foster Wheeler 401(k) Plan, as amended, which is the surviving plan. All elections, waivers, consents, designations, directions, prior distribution elections, qualified domestic relations orders, and other exercises of rights and privileges under the Plan are applicable to the Amec Foster Wheeler 401(k) Plan.

General

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 were 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 were eligible on the first of the month following 30 days employment. Project hires and regular part-time employees whose customary rate of employment was more than 1,000 hours of service during the plan year were able to participate in the Plan on the first day of the month

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

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

following completion of 90 days of service. If an employee's customary rate of employment was for less than 1,000 hours of service during the plan year or if an employee was otherwise excluded from eligibility as a result of a part-time or temporary classification which imposes an indirect service requirement, then the employee was eligible to participate after completing one year of eligibility service.

Eligible employees were automatically enrolled in the Plan with a default participant deferral of 6% of pretax compensation, unless they elected not to participate. If enrolled in the Plan, there was an automatic 1% annual increase in deferral percentage effective April 1 of each year until the deferral percentage reached 10%, unless the participant made an election not to increase the deferral percentage, elected a different deferral percentage rate and/or elected a different automatic increase date. Such waiver or election had to be made before the April 1 of reference. Such automatic increase continued until the participant's elective contribution percentage rate had reached ten percent, or such other percentage as specified by the participant.

Contributions

The maximum allowable participant contribution was 25% of pretax compensation, not to exceed the limits set by the Internal Revenue Service. The Company matched 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, were permitted. Participants who were at least age 50 or older during a plan year may could make an additional catch-up contribution on a before tax basis. Employee contributions were made by means of payroll deductions and were remitted to Vanguard Fiduciary Trust Company (the "Trustee") each pay period. Company contributions were remitted at the same time.

Vesting

Participants were fully vested in their contributions at all times and became 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 died or became totally and permanently disabled prior to becoming fully vested, the participant's account would have become fully vested.

Distributions, Withdrawals and Transfers

The Plan allowed 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 were only permitted in the event of an immediate and severe financial requirement of the participant. Distributions related to retirement, death or termination, were distributed in a lump sum.

Notes Receivable from Participants

Plan participants were allowed to 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 could only have one loan outstanding from the Plan at any time. These loans were carried at their unpaid principal

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

Foster Wheeler Inc.

401(k) Plan

Notes to Financial Statements

balance plus any accrued but unpaid interest, and their terms ranged up to five years for general purpose loans and up to 15 years for primary residence loans.

These loans were 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 was approved. The interest rates for outstanding loans immediately prior the Merger Date ranged from 3.25% to 10.0%. Principal and interest amounts were paid ratably through payroll deductions. Delinquent notes receivable from participants were reclassified as distributions based upon the terms of the Plan document.

Forfeitures

In the event a Plan participant's employment with the Company was terminated, the nonvested portion of the account was forfeited and invested in the Vanguard Prime Money Market Fund. Forfeitures and related earnings were used to reduce future employer contributions or to pay Plan administrative expenses. During 2015, employer contributions were reduced by \$826,383 from forfeited non-vested accounts. Unused forfeitures totaling \$169,319 as of the Merger Date were transferred to the trust that funds the Amec Foster Wheeler 401(k) Plan. Unused forfeitures were \$148,108 at December 31, 2014.

Participant Accounts

Each participant's account was 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 were based on participant earnings and account balances, as defined. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account. Participants could have elected 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.

Investment Valuation and Income Recognition

The Plan's investments were 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 3 for discussion of fair value measurement.)

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

Foster Wheeler Inc.

401(k) Plan

Notes to Financial Statements

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

Net realized/unrealized 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 were recorded when paid.

Expenses of the Plan

The value of each participant's account was net of Trustee management fees. For 2015, 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 was responsible for all other costs related to the Plan.

Mutual Fund Fees

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

Subsequent Events

The Company evaluated subsequent events through October 11, 2016, which is the date the financial statements were available to be issued.

Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("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 elected to adopt ASU 2015-12 as of and for the year ended December 31, 2015. The amendment has been applied retrospectively to all periods presented.

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

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

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

The following is a description of the valuation methodologies used for investment assets measured at fair value.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan were open-ended mutual funds that were registered with the Securities and Exchange Commission. These funds were required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan were 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 was used as a practical expedient to estimate the fair value. The NAV was based on the fair value of the underlying investments held by the Trust less its liabilities. This practical expedient would not have been used if it was determined to be probable that the Trust

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

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

would sell the investment for an amount different than the reported NAV. Participant transactions (such as purchases and sales) could have occurred daily.

The Trust provided for the collective investment of assets of tax-exempt pension and profit-sharing plans, primarily in a pool of investment contracts that were issued by insurance companies and commercial banks and in contracts that were backed by bond trusts that were selected by the Trustee. The issuers' ability to meet these obligations could have been 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 could have surrendered units in the Trust in exchange for their full accumulated book value plus an amount of accrued income. Requests for withdrawal had to 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 was 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, could have charged a transaction fee for redemptions if it deemed the redemption to be disruptive of efficient portfolio management or was likely to impose inordinately high costs on other Participating Trusts.

If the Plan surrendered one or more units in the Trust for reasons or circumstances other than those described above, the Plan would have received the unit value plus an amount of accrued income as of the valuation date designated for withdrawal, provided that a written request for withdrawal was 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 could have produced a fair value calculation that was not indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believed its valuation methods were appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could have resulted in a different fair value measurement at the reporting date.

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:

	Investment Assets at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 367,803,168			\$ 367,803,168
Collective trust fund measured at NAV ⁽¹⁾				33,522,224
Total assets at fair value	\$ 367,803,168	\$ -	\$ -	\$ 401,325,392

Note 1: These investments were 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

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

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

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 was monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques could have required the transfer of financial instruments from one fair value level to another. In such instances, the transfer would have been reported at the beginning of the reporting period. There were no transfers in or out of levels 1, 2 or 3.

4. 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, 2015 and 2014 and the Statement of Changes in Net Assets Available for Benefits for the final year ended December 31, 2015.

5. Tax Status

The Plan obtained its latest determination letter on July 6, 2016, 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 administrator and the Plan's tax counsel believe that the Plan was designed and was 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, 2015, there were 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.

6. Related Party and Party In Interest Transactions

Certain Plan investments were 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 were \$120,326 for the year ended December 31, 2015.

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

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

7. 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 the Form 5500:

Net assets available for benefits per the financial statements	\$ 404,485,130
NAV practical expedient to fair value adjustment	<u>1,029,038</u>
Net assets available for benefits per Form 5500	<u>\$ 405,514,168</u>

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements for the final year ended December 31, 2015 to the Form 5500:

Net decrease in net assets available for benefits per the financial statements	\$ (404,485,130)
NAV practical expedient to fair value adjustment	(1,029,038)
Asset transfers from this plan	<u>381,510,699</u>
Net loss per the Form 5500	<u>\$ (24,003,469)</u>

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

Foster Wheeler Inc.
401(k) Plan
Financial Statements
December 31, 2015 and 2014

Foster Wheeler Inc.
401(k) Plan
Index
December 31, 2015 and 2014

	Page(s)
Independent Auditors' Report	1 - 2
Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2015 and 2014	3
Statement of Changes in Net Assets Available for Benefits for the Final Year Ended December 31, 2015..	4
Notes to Financial Statements.....	5 - 12

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, 2015 and 2014, and the related statement of changes in net assets available for benefits for the final year ended December 31, 2015, 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 4, 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 held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the final year ended December 31, 2015, 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 to the financial statements, the Plan was legally merged into the Amec Foster Wheeler 401(k) Plan effective December 31, 2015. As of the merger date, the assets held under the Plan and trust were transferred to the Amec Foster Wheeler 401(k) Plan; and this Plan and trust ceased to exist.

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

The form and content of the information included in the financial statements, 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
October 11, 2016

EISNERAMPER
LLP

Foster Wheeler Inc.
401(k) Plan
Statements of Net Assets Available for Benefits
As of December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Investments, at fair value	\$ -	\$ 401,325,392
Notes receivable from participants	-	3,154,484
Contributions receivable:		
Participant	-	2,989
Employer	-	2,265
Total contributions receivable	<u>-</u>	<u>5,254</u>
Net assets available for benefits	<u><u>\$ -</u></u>	<u><u>\$ 404,485,130</u></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 Final Year Ended December 31, 2015

Additions to/(deductions from) net assets attributed to:

Investment income/(loss):

Interest income	\$ 607,029
Dividend income	15,969,733
Net realized/unrealized depreciation in the value of investments	(16,645,851)
Total investment loss	<u>(69,089)</u>

Interest on notes receivable	118,743
------------------------------	---------

Contributions:

Participant	21,135,062
Employer	11,014,869
Total contributions	<u>32,149,931</u>

Benefits paid to participants	(55,053,690)
-------------------------------	--------------

Administrative expenses, net	<u>(120,326)</u>
------------------------------	------------------

Net decrease prior to transfers	<u>(22,974,431)</u>
---------------------------------	---------------------

Asset transfer to related plan	<u>(381,510,699)</u>
---------------------------------------	----------------------

Net decrease	<u>(404,485,130)</u>
---------------------	----------------------

Net assets available for benefits

Beginning of year	<u>404,485,130</u>
-------------------	--------------------

End of year	<u><u>\$ -</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 Foster Wheeler Inc. 401(k) Plan (the “Plan”) was a defined contribution plan covering all eligible employees of Foster Wheeler Inc. and related companies (the “Company”). The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

Merger of the Plan into the Amec Foster Wheeler 401(k) Plan

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.

Effective at 11:59 p.m. on December 31, 2015 (the “Merger Date”), all of the assets and equivalent account balance liabilities for the participants in the Plan were merged into the Amec Foster Wheeler 401(k) Plan. On the Merger Date, assets equal to the aggregate Plan participant balances, as adjusted through the Merger Date, were merged in kind into the trust that funds the Amec Foster Wheeler 401(k) Plan. Any promissory notes evidencing loans from the Plan participants were also transferred to the trust that funds the Amec Foster Wheeler 401(k) Plan. Employee and company contributions totaling \$716,524 from the payroll period ending December 31, 2015 were not deposited into the trust that funds the Plan since the Plan’s assets were merged into the Amec Foster Wheeler 401(k) Plan on December 31, 2015. These funds were deposited into the trust that funds the Amec Foster Wheeler 401(k) Plan in January 2016. However, these funds have been reflected in the contributions and asset transfer to related plan figures in the accompanying Statement of Changes in Net Assets Available for Benefits for the final year ended December 31, 2015.

After the Merger Date, all rights of participants in the Plan are governed entirely by and subject to the terms of the Amec Foster Wheeler 401(k) Plan, as amended, which is the surviving plan. All elections, waivers, consents, designations, directions, prior distribution elections, qualified domestic relations orders, and other exercises of rights and privileges under the Plan are applicable to the Amec Foster Wheeler 401(k) Plan.

General

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 were 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 were eligible on the first of the month following 30 days employment. Project hires and regular part-time employees whose customary rate of employment was more than 1,000 hours of service during the plan year were able to participate in the Plan on the first day of the month

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

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

following completion of 90 days of service. If an employee's customary rate of employment was for less than 1,000 hours of service during the plan year or if an employee was otherwise excluded from eligibility as a result of a part-time or temporary classification which imposes an indirect service requirement, then the employee was eligible to participate after completing one year of eligibility service.

Eligible employees were automatically enrolled in the Plan with a default participant deferral of 6% of pretax compensation, unless they elected not to participate. If enrolled in the Plan, there was an automatic 1% annual increase in deferral percentage effective April 1 of each year until the deferral percentage reached 10%, unless the participant made an election not to increase the deferral percentage, elected a different deferral percentage rate and/or elected a different automatic increase date. Such waiver or election had to be made before the April 1 of reference. Such automatic increase continued until the participant's elective contribution percentage rate had reached ten percent, or such other percentage as specified by the participant.

Contributions

The maximum allowable participant contribution was 25% of pretax compensation, not to exceed the limits set by the Internal Revenue Service. The Company matched 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, were permitted. Participants who were at least age 50 or older during a plan year may could make an additional catch-up contribution on a before tax basis. Employee contributions were made by means of payroll deductions and were remitted to Vanguard Fiduciary Trust Company (the "Trustee") each pay period. Company contributions were remitted at the same time.

Vesting

Participants were fully vested in their contributions at all times and became 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 died or became totally and permanently disabled prior to becoming fully vested, the participant's account would have become fully vested.

Distributions, Withdrawals and Transfers

The Plan allowed 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 were only permitted in the event of an immediate and severe financial requirement of the participant. Distributions related to retirement, death or termination, were distributed in a lump sum.

Notes Receivable from Participants

Plan participants were allowed to 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 could only have one loan outstanding from the Plan at any time. These loans were carried at their unpaid principal

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

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

balance plus any accrued but unpaid interest, and their terms ranged up to five years for general purpose loans and up to 15 years for primary residence loans.

These loans were 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 was approved. The interest rates for outstanding loans immediately prior the Merger Date ranged from 3.25% to 10.0%. Principal and interest amounts were paid ratably through payroll deductions. Delinquent notes receivable from participants were reclassified as distributions based upon the terms of the Plan document.

Forfeitures

In the event a Plan participant's employment with the Company was terminated, the nonvested portion of the account was forfeited and invested in the Vanguard Prime Money Market Fund. Forfeitures and related earnings were used to reduce future employer contributions or to pay Plan administrative expenses. During 2015, employer contributions were reduced by \$826,383 from forfeited non-vested accounts. Unused forfeitures totaling \$169,319 as of the Merger Date were transferred to the trust that funds the Amec Foster Wheeler 401(k) Plan. Unused forfeitures were \$148,108 at December 31, 2014.

Participant Accounts

Each participant's account was 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 were based on participant earnings and account balances, as defined. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account. Participants could have elected 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.

Investment Valuation and Income Recognition

The Plan's investments were 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 3 for discussion of fair value measurement.)

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

Foster Wheeler Inc.

401(k) Plan

Notes to Financial Statements

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

Net realized/unrealized 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 were recorded when paid.

Expenses of the Plan

The value of each participant's account was net of Trustee management fees. For 2015, 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 was responsible for all other costs related to the Plan.

Mutual Fund Fees

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

Subsequent Events

The Company evaluated subsequent events through October 11, 2016, which is the date the financial statements were available to be issued.

Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("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 elected to adopt ASU 2015-12 as of and for the year ended December 31, 2015. The amendment has been applied retrospectively to all periods presented.

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

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

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

The following is a description of the valuation methodologies used for investment assets measured at fair value.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan were open-ended mutual funds that were registered with the Securities and Exchange Commission. These funds were required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan were 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 was used as a practical expedient to estimate the fair value. The NAV was based on the fair value of the underlying investments held by the Trust less its liabilities. This practical expedient would not have been used if it was determined to be probable that the Trust

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

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

would sell the investment for an amount different than the reported NAV. Participant transactions (such as purchases and sales) could have occurred daily.

The Trust provided for the collective investment of assets of tax-exempt pension and profit-sharing plans, primarily in a pool of investment contracts that were issued by insurance companies and commercial banks and in contracts that were backed by bond trusts that were selected by the Trustee. The issuers' ability to meet these obligations could have been 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 could have surrendered units in the Trust in exchange for their full accumulated book value plus an amount of accrued income. Requests for withdrawal had to 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 was 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, could have charged a transaction fee for redemptions if it deemed the redemption to be disruptive of efficient portfolio management or was likely to impose inordinately high costs on other Participating Trusts.

If the Plan surrendered one or more units in the Trust for reasons or circumstances other than those described above, the Plan would have received the unit value plus an amount of accrued income as of the valuation date designated for withdrawal, provided that a written request for withdrawal was 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 could have produced a fair value calculation that was not indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believed its valuation methods were appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could have resulted in a different fair value measurement at the reporting date.

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:

	Investment Assets at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 367,803,168			\$ 367,803,168
Collective trust fund measured at NAV ⁽¹⁾				33,522,224
Total assets at fair value	\$ 367,803,168	\$ -	\$ -	\$ 401,325,392

Note 1: These investments were 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

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

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

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 was monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques could have required the transfer of financial instruments from one fair value level to another. In such instances, the transfer would have been reported at the beginning of the reporting period. There were no transfers in or out of levels 1, 2 or 3.

4. 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, 2015 and 2014 and the Statement of Changes in Net Assets Available for Benefits for the final year ended December 31, 2015.

5. Tax Status

The Plan obtained its latest determination letter on July 6, 2016, 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 administrator and the Plan's tax counsel believe that the Plan was designed and was 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, 2015, there were 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.

6. Related Party and Party In Interest Transactions

Certain Plan investments were 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 were \$120,326 for the year ended December 31, 2015.

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

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

7. 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 the Form 5500:

Net assets available for benefits per the financial statements	\$ 404,485,130
NAV practical expedient to fair value adjustment	<u>1,029,038</u>
Net assets available for benefits per Form 5500	<u>\$ 405,514,168</u>

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements for the final year ended December 31, 2015 to the Form 5500:

Net decrease in net assets available for benefits per the financial statements	\$ (404,485,130)
NAV practical expedient to fair value adjustment	(1,029,038)
Asset transfers from this plan	<u>381,510,699</u>
Net loss per the Form 5500	<u>\$ (24,003,469)</u>

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

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, 2015 and 2014, and the related statement of changes in net assets available for benefits for the final year ended December 31, 2015, 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 4, 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 held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the final year ended December 31, 2015, 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 to the financial statements, the Plan was legally merged into the Amec Foster Wheeler 401(k) Plan effective December 31, 2015. As of the merger date, the assets held under the Plan and trust were transferred to the Amec Foster Wheeler 401(k) Plan; and this Plan and trust ceased to exist.

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

The form and content of the information included in the financial statements, 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
October 11, 2016

EISNERAMPER
LLP