Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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.)
- ☒ 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
EXCO RESOURCES, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1999

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)
EXCO RESOURCES, INC

12377 MERIT DRIVE, SUITE 1700
DALLAS, TX 75251

2b Employer Identification Number (EIN) 74-1492779

2c Plan Sponsor's telephone number 214-368-2084

2d Business code (see instructions) 211110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/06/2017	KIM AYMOND
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/06/2017	KIM AYMOND
	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

EXCO RESOURCES, INC

12377 MERIT DRIVE, SUITE 1700
DALLAS, TX 75251

3b Administrator's EIN: 74-1492779

3c Administrator's telephone number: 214-368-2084

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**	665
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)**	318
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	183
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	294
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	479
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	479
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	479
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
EXCO RESOURCES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXCO RESOURCES, INC

D Employer Identification Number (EIN)
74-1492779

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	41475	479	01/01/2016	12/31/2016

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	14642143
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	18723688
c	Additions: (1) Contributions deposited during the year	7c(1)	377525		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	307607		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	3043794		
	▶ LOAN REPAYMENTS, TRANSFERS IN MISCELLANEOUS IN FORFEITURE CREDITS				
	(6) Total additions			7c(6)	3728926
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	22452614
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	7203274		
	(2) Administration charge made by carrier	7e(2)	15		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	607182		
	▶ LOAN INITIATIONS, TRANSFERS OUT MISCELLANEOUS OUT FORFEITURES DEBITS				
	(5) Total deductions			7e(5)	7810471
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	14642143

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
EXCO RESOURCES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXCO RESOURCES, INC

D Employer Identification Number (EIN)
74-1492779

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

LOCKTON INVESTMENT ADVISORS, LLC

20-8874282

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	50761	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WHITLEY PENN LLP

75-2393478

(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?
10	NONE	17467	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 50	NONE	100	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	10.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2016 TO 12/31/2016 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	22.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2016 TO 12/31/2016 PRU QMA SM CAP VALUE Z

(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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
EXCO RESOURCES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXCO RESOURCES, INC

D Employer Identification Number (EIN)
74-1492779

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	75403	0
(2) Participant contributions	1b(2)	75403	34081
(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)	1074272	432368
(9) Value of interest in common/collective trusts	1c(9)		
(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)	58029367	45269888
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	18723688	14642143
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	561137	268300
	(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	78539270	60646780
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	78539270	60646780

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)		
	(B) Participants	2a(1)(B)	2036613	
	(C) Others (including rollovers)	2a(1)(C)	153	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2036766
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)	25887	
	(F) Other	2b(1)(F)	307607	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		333494
	(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)	630732	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		630732
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	156721	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1237678	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-1080957
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	944385	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		944385

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		3302479
c Other income	2c		60762
d Total income. Add all **income** amounts in column (b) and enter total	2d		6227661
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	24049057	
(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)		24049057
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)	71094	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		71094
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		24120151
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-17892490
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] 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 [X] No

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

(1) Name: WHITLEY PENN LLP **(2)** EIN: 75-2393478

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

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

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 sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
EXCO RESOURCES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXCO RESOURCES, INC

D Employer Identification Number (EIN)
74-1492779

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** 26461

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): 22-1211670

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 of 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? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

EXCO RESOURCES, INC. 401(K) PLAN

Financial Statements and Supplemental Schedule

December 31, 2016 and 2015

EXCO RESOURCES, INC. 401(K) PLAN

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Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015	2
Statements of Changes in Net Assets Available for Benefits for the Years ended December 31, 2016 and 2015	3
Notes to Financial Statements	4
Supplemental Schedule:	
Schedule H, Line 4i - Schedule of Assets (Held at Year End) December 31, 2016	11

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REPORT OF INDEPENDENT AUDITORS

To the 401(k) Investment Committee of the
EXCO Resources, Inc. 401(k) Plan

We have audited the accompanying financial statements of the EXCO Resources, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Whitley Penn LLP

Dallas, Texas
June 22, 2017

EXCO RESOURCES, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS		
Investments, at fair value:		
EXCO Resources, Inc. common stock	$ 268,300	$ 561,137
Mutual funds of registered investment companies	45,269,888	58,029,367
Total investments at fair value	45,538,188	58,590,504
Guaranteed Income Fund, at contract value	14,642,143	18,723,688
Total investments	60,180,331	77,314,192
Receivables:		
Notes receivable from participants	432,368	1,074,272
Employer contributions	—	75,403
Participant contributions	34,081	75,403
Total receivables	466,449	1,225,078
Net assets available for benefits	$ 60,646,780	$ 78,539,270

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

EXCO RESOURCES, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
Additions to (reductions from) net assets available for plan benefits attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 3,165,907	$ (3,191,259)
Interest and dividends	938,339	1,304,387
Interest on notes receivable from participants	25,887	60,189
Other income	60,762	69,682
Total investment income (loss)	4,190,895	(1,757,001)
Contributions:		
Employer, net of forfeitures	—	4,822,536
Participant	2,036,613	5,160,441
Rollover	153	19,396
Total contributions	2,036,766	10,002,373
Total investment income (loss) and contributions	6,227,661	8,245,372
Deductions from net assets attributed to:		
Benefits paid to participants	24,049,057	16,390,762
Other deductions and expenses	71,094	62,703
Total deductions	24,120,151	16,453,465
Decrease in net assets available for benefit	(17,892,490)	(8,208,093)
Net assets available for benefits:		
Beginning of year	78,539,270	86,747,363
End of year	$ 60,646,780	$ 78,539,270

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

1 - Description of the Plan

Plan Description

The EXCO Resources, Inc. 401(k) Plan (the "Plan"), formerly known as EXCO Resources, Inc. Employee Savings Trust, is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was established on January 1, 1999, and restated on August 29, 2012. The Plan is sponsored by EXCO Resources, Inc. (the "Company" or "Plan Sponsor"). Prudential Bank and Trust Company, FSB is the Trustee (the "Trustee" or "Prudential") of the Plan and Prudential Retirement Insurance and Annuity Company (the "Administrator") is the record-keeper for the Plan. The following descriptions provide only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Participant Accounts and Eligibility

Employees become eligible for participation at the age of 18 and upon completing 30 days of eligible service, as defined by the Plan document. Subject to certain limitations on annual contributions, each participant's account is credited with employee salary deferrals, Company matching and discretionary contributions, if any, and an allocation of Plan earnings and administrative expenses related to loan and distribution fees, if applicable.

Contributions

Each year, a participant may elect to contribute a portion of his or her pretax compensation up to 50%, subject to certain maximum limitations imposed by the Internal Revenue Code ("IRC") ($18,000 for the calendar years ended both 2016 and 2015). Employees who are eligible to make elective deferrals under the Plan and who have attained the age of 50 before the close of the plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC ($6,000 for the calendar years ended both 2016 and 2015). Rollover contributions representing distributions from other qualified defined benefit or contribution plans are permitted and may be made prior to meeting the eligibility requirements for participation in the Plan.

In 2015, the Plan Sponsor matched 100% of all employee contributions. The Plan Sponsor suspended its matching program effective January 1, 2016, in response to depressed oil and natural gas prices, which have negatively impacted its business and operations. The Plan Sponsor reinstated its matching program effective January 1, 2017 in which it will match 100% of employee contributions up to a maximum of 3% of each employee's pay.

Employees are automatically enrolled in the Plan with a contribution of 3% of compensation, unless otherwise directed. Additionally, unless the participant specifically elects otherwise, the automatic deferrals will be increased by 1% of compensation each year of the anniversary of enrollment date, to a maximum deferral rate of 6%. Automatic enrollment deferrals are defaulted into a moderate risk tolerance fund based on the participant's age.

Vesting

Participants vest in their Company matching contributions, if any, plus actual earnings thereon based on the following schedule:

One-year anniversary of hire	25%
Two-year anniversary of hire	50%
Three-year anniversary of hire	75%
Four-year anniversary of hire	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to 50% of their vested account balance, not to exceed $50,000. Note terms may not exceed a period of five years or, in the case of a loan to acquire or construct the primary residence of a participant, may not exceed a period of 10 years. Prior to 2009, a note to acquire or construct the primary residence was allowed a repayment period used by commercial lenders for similar loans. The notes receivable from participants are secured by the balance in the participant's account and bear interest at the prime rate plus 1.00%, as defined by the Participant Loan Policy. Repayments are made through payroll deductions and are reinvested in the participant accounts according to individual investment elections. At December 31, 2016, maturity dates on existing notes receivable from participants ranged from April 2017 through March 2026 and had an interest rate of 4.25%.

Effective January 1, 2015, new loans are allowed for hardship situations only. These include: (1) uninsured medical expenses incurred by the participant, their spouse or dependents; (2) purchase or construction (excluding mortgage payments) of a principal residence of the participant; (3) post-secondary tuition expenses incurred by the participant, their spouse or dependents; (4) preventing eviction of the participant from his or her principal residence or foreclosure upon the mortgage of the participant's principal residence; (5) funeral or burial expenses for the participant's deceased parent, participant's spouse, children or dependents; or (6) expenses to repair damage to the participant's principal residence that would qualify for the casualty income tax deduction. Additionally, participants may not have more than one loan outstanding from the Plan at any given time.

Investment Options

The Plan provides for contributions to be invested by the Trustee among a variety of mutual fund options and a guaranteed income fund, in accordance with participant investment elections and the provisions of the trust agreement. Effective January 1, 2015, the EXCO Resources, Inc. common stock is no longer offered as an investment option within the Plan. Participants with existing holdings of the EXCO Resources, Inc. common stock are able to maintain their holdings until such time as they are reallocated within the Plan by the participant or taken as a distribution by the participant, but will not be able to increase their holdings after the effective date.

Participants may direct their contributions and account balances to the Guaranteed Income fund, as further discussed in "Note 4 - Guaranteed Income Fund", along with a variety of mutual funds of registered investment companies.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of such termination of the Plan, the net assets of the Plan would be distributed among the participants in accordance with ERISA.

Partial Plan Termination

The Company determined the reductions in its workforce during 2015 and early 2016 resulted in a partial termination of the Plan. Accordingly, affected participants were granted 100% vesting of account balances.

Benefit Payments

Participants withdrawing amounts from their account during the year for reasons of disability, retirement, death (withdrawn by participant's estate), or termination are entitled to their vested account balance. For vested account balances greater than $5,000, participants may elect a distribution in the form of rollovers, lump sums, installment payments, or partial withdrawals. Upon termination, vested account balances less than $5,000 may be automatically distributed to the applicable terminated participant. In-service distributions are permitted for participants who have either reached age 59 1/2 or who qualify for a hardship distribution.

Forfeitures

The Plan allows for the forfeited balances of terminated participants' non-vested accounts to be utilized to reduce employer contributions or pay Plan expenses. During the year ended December 31, 2015, forfeited balances were used to reduce employer contributions by $456,869. At December 31, 2016 and 2015, unallocated forfeiture balances were $264,971 and $52,156, respectively. The forfeiture balance will be utilized to reduce employer contributions in 2017.

Administrative Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. Other administrative expenses are paid by the Plan, including investment expenses relating to the purchase or sale of directed investment options, which are paid for directly by participant accounts.

2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, changes therein, and associated disclosures. Accordingly, actual results may vary from the estimates used in preparing the accompanying financial statements.

Investment Valuation and Income Recognition

The Plan's investments are recorded at fair value (except for fully benefit-responsive investment contracts, which are recorded at contract 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 - Fair Value Measurements" for discussion of fair value measurements. Contract value is the relevant measure attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. See "Note 4 - Guaranteed Income Fund" for discussion of the fully benefit-responsive investment contract.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net realized gains or losses on investments are the difference between the proceeds received upon the sale of investments and the market value of investments as of the end of the preceding year or the average cost of those assets if acquired during the current year. Unrealized appreciation or depreciation of investments represents the increase or decrease in market value during the year.

Payment of Benefits

Benefits are recorded when paid.

Risks and Uncertainties

These investments are subject to market or credit risks customarily associated with debt and equity investments. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income is recorded on an accrual basis. Related fees are recorded as investment expenses and are expensed when incurred. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document; accordingly, no allowance for credit losses is necessary.

Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965), *I. Fully Benefit-Responsive Investment Contracts, II. Plan Investment Disclosures, III. Measurement Date Practical Expedient* ("ASU 2015-12"). The FASB issued ASU 2015-12 to reduce complexity in employee benefit plan accounting.

Part I of ASU 2015-12 requires fully benefit-responsive investment contracts to be measured, presented and disclosed at contract value. Contract value is the relevant measure for those contracts because that is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Part II of ASU 2015-12 requires that investments (both participant-directed and nonparticipant-directed) of employee benefit plans be grouped only by general type, such as the following: registered investment companies, government securities, common-collective trusts, pooled separate accounts, short-term securities, corporate bonds, common stock, mortgages, real estate and self-directed brokerage accounts. Plans will be required to disclose the net appreciation or depreciation in fair value of investments in aggregate, but will no longer be required to be disaggregated and disclosed by general type. In addition, identifying and disclosing investments representing 5% or more of net assets available for benefits is no longer required per Part II of ASU 2015-12.

Part III of ASU 2015-12 provides a practical expedient to permit plans to measure investments and investment related accounts (for example, a liability for a pending trade with a broker) as of a month-end that is closest to the plan's fiscal year end, when the fiscal period does not coincide with a month-end. If a plan applies the practical expedient and a contribution, distribution, and/or significant event occurs between the alternative measurement date and the plan's fiscal year end, the plan should disclose the amount of the contribution, distribution, and/or significant event.

ASU 2015-12 is effective for fiscal years beginning after December 15, 2015, and early application is permitted. We adopted ASU 2015-12 in 2015 and applied the guidance in Part I and Part II of ASU 2015-12 retrospectively to all periods presented. Part III of ASU 2015-12 does not currently apply to our Plan as we do not have any investments and investment related accounts that do not coincide with the Plan's fiscal year end.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40): *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* ("ASU 2014-15'). ASU 2014-15 provides guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and sets rules for how this information should be disclosed in the financial statements. ASU 2014-15 is effective for annual periods ending after December 15, 2016. Management has performed this assessment and believes the Plan will continue as a going concern for at least one year from the date of these financial statements.

3 - Fair Value Measurements

The Plan discloses fair value measurements in accordance with the FASB Accounting Standards Codification ("ASC") Topic 820 which establishes a hierarchal disclosure framework that prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

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 Observable inputs other than quoted prices within Level 1 for similar assets and liabilities. These include quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data. If the asset or liability has a specified or contractual term, the 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 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.

In establishing a fair value hierarchy for the Plan's investments, in accordance with FASB ASC Topic 820, the following value methodologies were used for each type of investment:

Mutual funds of registered investment companies: Valued at the daily closing prices as reported by the fund. Daily closing prices are based on the net asset value ("NAV") of the fund.

EXCO Resources, Inc. common stock: Valued at the daily closing price as reported on the active market on which shares of EXCO Resources, Inc. common stock are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values.

Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

	Assets at Fair Value as of December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 45,269,888	$ —	$ —	$ 45,269,888
EXCO Resources, Inc. common stock	268,300	—	—	268,300
Total investments	$ 45,538,188	$ —	$ —	$ 45,538,188

	Assets at Fair Value as of December 31, 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 58,029,367	$ —	$ —	$ 58,029,367
EXCO Resources, Inc. common stock	561,137	—	—	561,137
Total investments	$ 58,590,504	$ —	$ —	$ 58,590,504

4 - Guaranteed Income Fund

During 2016 and 2015, the Plan invested in a Guaranteed Income Fund ("GIF") with Prudential. The GIF is a fully benefit-responsive contract and is valued at contract value. Accordingly, the contract meets all of the following criteria:

a. The investment contract is affected directly between the GIF and the issuer and prohibits the GIF from assigning or selling the contract or its proceeds to another party without the consent of the issuer.

b. The contract issuer is obligated to (i) repay principal and interest, or (ii) prospective crediting rate adjustments with an assurance the crediting rate will not be less than zero.

c. The terms of the contract require all permitted participant-initiated transactions with the GIF to occur at contract value with no conditions, limits, or restrictions. Permitted participant-initiated transactions are those transactions allowed by the underlying defined-contribution plan, such as withdrawals for benefits, loans, or transfers to other funds within the Plan.

d. An event that limits the ability of the GIF to transact at contract value with the issuer (for example, premature termination of the contracts by the GIF, plant closings, layoffs, plan termination, bankruptcy, mergers, and early retirement incentives) and that also limits the ability of the GIF to transact at contract value with the participants in the GIF must be probable of not occurring.

e. The GIF itself must allow participants reasonable access to their funds.

The estimated contract value of the GIF as of December 31, 2016 and 2015, was $14,642,143 and $18,723,688, respectively.

Contract value is the relevant measure attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The concept of a value other than contract value does not apply to this contract even upon a discontinuance in which case contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

There are no events that limit the ability of the Plan to transact at contract value with the issuer. There are also no events and circumstances that would allow the issuer to terminate the fully benefit-responsive investment contract with the Plan and settle at an amount different from contract value.

5 - Tax Status

The Company has adopted the Prudential Insurance Company of America Prototype Non-Standardized Profit Sharing Plan, which was most recently approved by the Internal Revenue Service ("IRS") on April 29, 2014, for use by employers as a qualified plan. The Plan is qualified under Section 401(a) of the IRC and is exempt from federal income taxation. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Company believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan continues to be qualified and the related trust is tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor ("DOL") or IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6 - Transactions with Parties-in-Interest

The Plan investments also include shares of mutual funds and a guaranteed income fund managed by Prudential. Prudential acted in its capacity as a Trustee to the Plan during the year; therefore, these investments qualify as party-in-interest investments, but are exempt from the prohibited transaction rules. Transactions in the Company's common stock qualified as parties-in-interest transactions, which were also exempt from the prohibited transaction rules. Effective January 1, 2015, the common stock of the Company is no longer offered as an investment option within the Plan. Additionally, the Plan holds notes receivable from participants which constitute party-in-interest transactions, and which are also exempt.

During 2016, the Plan had no purchases of the Company's common stock and had sales of the Company's common stock of $156,721. During 2015, the Plan had no purchases of the Company's common stock and had sales of the Company's common stock of $291,697. In addition, during 2016, the Plan had purchases and sales of funds managed by Prudential of $7,352,045 and $12,428,748, respectively. During 2015, the Plan had purchases and sales of funds managed by Prudential of $15,532,725 and $10,905,154, respectively.

7 - Reconciliation of Financial Statements to Form 5500

There are no reconciling items between the net assets reported in the audited financial statements and the Schedule H of the Form 5500 for the years ended December 31, 2016 or 2015.

8 – Subsequent Events

In accordance with FASB ASC 855, "Subsequent Events," the Company has evaluated events of transactions occurring after December 31, 2016, the Statement of Net Assets Available for Benefits date, through June 22, 2017, the date the financial statements were issued, and determined no such events or transactions which would impact our financial statement for the year ended December 31, 2016.

SUPPLEMENTAL SCHEDULE
EXCO RESOURCES, INC. 401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
EMPLOYER ID NUMBER: 74-1492779, PLAN NUMBER 001
DECEMBER 31, 2016

(a)	(b) Identity of Issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	Mutual funds of registered investment companies:		
*	Prudential Investments LLC	Prudential Jennison Mid Cap Growth Fund Class Q	$ 2,090,444
	John Hancock Advisers, LLC	John Hancock Disciplined Value Fund R4	6,169,479
*	Prudential Investments LLC	Prudential QMA Stock Index I	1,436,468
	Victory Capital Management Inc.	Victory Sycamore Established Value Fund I	1,988,605
*	Prudential Investments LLC	Prudential QMA Small-Cap Value Z	2,185,359
	Franklin Advisers, Inc.	Franklin Growth Advantage Fund	6,765,488
	Vanguard Group, Inc.	Vanguard Mid Cap Index Fund	737,214
	Vanguard Group, Inc.	Vanguard Small Cap Index Fund	488,138
	Capital Research and Management Company	American Funds EuroPacific Growth Fund R4	6,150,993
	OFI Global Asset Management	Oppenheimer Developing Markets Fund Y	2,199,244
	OFI Global Asset Management	Oppenheimer International Small-Mid Company Y	489,428
*	Prudential Investments LLC	Prudential Global Real Estate Fund Class Q	1,894,529
	T. Rowe Price Associates, Inc.	T. Rowe Price New Era Fund	1,756,967
	Pioneer Investment Management Inc	Pioneer Strategic Income Fund Y	278,379
*	Prudential Investments LLC	Prudential Total Return Bond Q	2,827,627
	JP Morgan Investment Advisors Inc.	JP Morgan Government Bond Fund A	2,625,924
	Pacific Investment Management Co LLC	PIMCO Foreign Bond Fund	2,130,692
	Harris Associates L.P.	Oakmark Equity and Income Fund	988,495
	Janus Capital Management LLC	Janus Triton Fund T	2,066,415
	Total mutual funds of registered investment companies		45,269,888
	Guaranteed income fund:		
*	Prudential Retirement Insurance and Annuity Co.	Guaranteed Income Fund	14,642,143
	Plan Sponsor stock:		
*	EXCO Resources, Inc.	EXCO Resources, Inc. common stock	268,300
	Notes receivable from participants:		
*	Participant loans	Notes receivable from participants, interest rates are 4.25% with maturities of April 2017 through March 2026	432,368
		Total assets held for investment purposes	$ 60,612,699

* Party-in-interest

Note: Category (d) cost of the investments is excluded from this schedule as all investments are participant directed.

EXCO RESOURCES, INC. 401(K) PLAN

Financial Statements and Supplemental Schedule

December 31, 2016 and 2015

EXCO RESOURCES, INC. 401(K) PLAN

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REPORT OF INDEPENDENT AUDITORS

To the 401(k) Investment Committee of the
EXCO Resources, Inc. 401(k) Plan

We have audited the accompanying financial statements of the EXCO Resources, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Whitley Penn LLP

Dallas, Texas
June 22, 2017

EXCO RESOURCES, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS		
Investments, at fair value:		
EXCO Resources, Inc. common stock	$ 268,300	$ 561,137
Mutual funds of registered investment companies	45,269,888	58,029,367
Total investments at fair value	45,538,188	58,590,504
Guaranteed Income Fund, at contract value	14,642,143	18,723,688
Total investments	60,180,331	77,314,192
Receivables:		
Notes receivable from participants	432,368	1,074,272
Employer contributions	—	75,403
Participant contributions	34,081	75,403
Total receivables	466,449	1,225,078
Net assets available for benefits	$ 60,646,780	$ 78,539,270

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

EXCO RESOURCES, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
Additions to (reductions from) net assets available for plan benefits attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 3,165,907	$ (3,191,259)
Interest and dividends	938,339	1,304,387
Interest on notes receivable from participants	25,887	60,189
Other income	60,762	69,682
Total investment income (loss)	4,190,895	(1,757,001)
Contributions:		
Employer, net of forfeitures	—	4,822,536
Participant	2,036,613	5,160,441
Rollover	153	19,396
Total contributions	2,036,766	10,002,373
Total investment income (loss) and contributions	6,227,661	8,245,372
Deductions from net assets attributed to:		
Benefits paid to participants	24,049,057	16,390,762
Other deductions and expenses	71,094	62,703
Total deductions	24,120,151	16,453,465
Decrease in net assets available for benefit	(17,892,490)	(8,208,093)
Net assets available for benefits:		
Beginning of year	78,539,270	86,747,363
End of year	$ 60,646,780	$ 78,539,270

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

1 - Description of the Plan

Plan Description

The EXCO Resources, Inc. 401(k) Plan (the "Plan"), formerly known as EXCO Resources, Inc. Employee Savings Trust, is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was established on January 1, 1999, and restated on August 29, 2012. The Plan is sponsored by EXCO Resources, Inc. (the "Company" or "Plan Sponsor"). Prudential Bank and Trust Company, FSB is the Trustee (the "Trustee" or "Prudential") of the Plan and Prudential Retirement Insurance and Annuity Company (the "Administrator") is the record-keeper for the Plan. The following descriptions provide only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Participant Accounts and Eligibility

Employees become eligible for participation at the age of 18 and upon completing 30 days of eligible service, as defined by the Plan document. Subject to certain limitations on annual contributions, each participant's account is credited with employee salary deferrals, Company matching and discretionary contributions, if any, and an allocation of Plan earnings and administrative expenses related to loan and distribution fees, if applicable.

Contributions

Each year, a participant may elect to contribute a portion of his or her pretax compensation up to 50%, subject to certain maximum limitations imposed by the Internal Revenue Code ("IRC") ($18,000 for the calendar years ended both 2016 and 2015). Employees who are eligible to make elective deferrals under the Plan and who have attained the age of 50 before the close of the plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC ($6,000 for the calendar years ended both 2016 and 2015). Rollover contributions representing distributions from other qualified defined benefit or contribution plans are permitted and may be made prior to meeting the eligibility requirements for participation in the Plan.

In 2015, the Plan Sponsor matched 100% of all employee contributions. The Plan Sponsor suspended its matching program effective January 1, 2016, in response to depressed oil and natural gas prices, which have negatively impacted its business and operations. The Plan Sponsor reinstated its matching program effective January 1, 2017 in which it will match 100% of employee contributions up to a maximum of 3% of each employee's pay.

Employees are automatically enrolled in the Plan with a contribution of 3% of compensation, unless otherwise directed. Additionally, unless the participant specifically elects otherwise, the automatic deferrals will be increased by 1% of compensation each year of the anniversary of enrollment date, to a maximum deferral rate of 6%. Automatic enrollment deferrals are defaulted into a moderate risk tolerance fund based on the participant's age.

Vesting

Participants vest in their Company matching contributions, if any, plus actual earnings thereon based on the following schedule:

One-year anniversary of hire	25%
Two-year anniversary of hire	50%
Three-year anniversary of hire	75%
Four-year anniversary of hire	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to 50% of their vested account balance, not to exceed $50,000. Note terms may not exceed a period of five years or, in the case of a loan to acquire or construct the primary residence of a participant, may not exceed a period of 10 years. Prior to 2009, a note to acquire or construct the primary residence was allowed a repayment period used by commercial lenders for similar loans. The notes receivable from participants are secured by the balance in the participant's account and bear interest at the prime rate plus 1.00%, as defined by the Participant Loan Policy. Repayments are made through payroll deductions and are reinvested in the participant accounts according to individual investment elections. At December 31, 2016, maturity dates on existing notes receivable from participants ranged from April 2017 through March 2026 and had an interest rate of 4.25%.

Effective January 1, 2015, new loans are allowed for hardship situations only. These include: (1) uninsured medical expenses incurred by the participant, their spouse or dependents; (2) purchase or construction (excluding mortgage payments) of a principal residence of the participant; (3) post-secondary tuition expenses incurred by the participant, their spouse or dependents; (4) preventing eviction of the participant from his or her principal residence or foreclosure upon the mortgage of the participant's principal residence; (5) funeral or burial expenses for the participant's deceased parent, participant's spouse, children or dependents; or (6) expenses to repair damage to the participant's principal residence that would qualify for the casualty income tax deduction. Additionally, participants may not have more than one loan outstanding from the Plan at any given time.

Investment Options

The Plan provides for contributions to be invested by the Trustee among a variety of mutual fund options and a guaranteed income fund, in accordance with participant investment elections and the provisions of the trust agreement. Effective January 1, 2015, the EXCO Resources, Inc. common stock is no longer offered as an investment option within the Plan. Participants with existing holdings of the EXCO Resources, Inc. common stock are able to maintain their holdings until such time as they are reallocated within the Plan by the participant or taken as a distribution by the participant, but will not be able to increase their holdings after the effective date.

Participants may direct their contributions and account balances to the Guaranteed Income fund, as further discussed in "Note 4 - Guaranteed Income Fund", along with a variety of mutual funds of registered investment companies.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of such termination of the Plan, the net assets of the Plan would be distributed among the participants in accordance with ERISA.

Partial Plan Termination

The Company determined the reductions in its workforce during 2015 and early 2016 resulted in a partial termination of the Plan. Accordingly, affected participants were granted 100% vesting of account balances.

Benefit Payments

Participants withdrawing amounts from their account during the year for reasons of disability, retirement, death (withdrawn by participant's estate), or termination are entitled to their vested account balance. For vested account balances greater than $5,000, participants may elect a distribution in the form of rollovers, lump sums, installment payments, or partial withdrawals. Upon termination, vested account balances less than $5,000 may be automatically distributed to the applicable terminated participant. In-service distributions are permitted for participants who have either reached age 59 1/2 or who qualify for a hardship distribution.

Forfeitures

The Plan allows for the forfeited balances of terminated participants' non-vested accounts to be utilized to reduce employer contributions or pay Plan expenses. During the year ended December 31, 2015, forfeited balances were used to reduce employer contributions by $456,869. At December 31, 2016 and 2015, unallocated forfeiture balances were $264,971 and $52,156, respectively. The forfeiture balance will be utilized to reduce employer contributions in 2017.

Administrative Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. Other administrative expenses are paid by the Plan, including investment expenses relating to the purchase or sale of directed investment options, which are paid for directly by participant accounts.

2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, changes therein, and associated disclosures. Accordingly, actual results may vary from the estimates used in preparing the accompanying financial statements.

Investment Valuation and Income Recognition

The Plan's investments are recorded at fair value (except for fully benefit-responsive investment contracts, which are recorded at contract 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 - Fair Value Measurements" for discussion of fair value measurements. Contract value is the relevant measure attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. See "Note 4 - Guaranteed Income Fund" for discussion of the fully benefit-responsive investment contract.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net realized gains or losses on investments are the difference between the proceeds received upon the sale of investments and the market value of investments as of the end of the preceding year or the average cost of those assets if acquired during the current year. Unrealized appreciation or depreciation of investments represents the increase or decrease in market value during the year.

Payment of Benefits

Benefits are recorded when paid.

Risks and Uncertainties

These investments are subject to market or credit risks customarily associated with debt and equity investments. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income is recorded on an accrual basis. Related fees are recorded as investment expenses and are expensed when incurred. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document; accordingly, no allowance for credit losses is necessary.

Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965), *I. Fully Benefit-Responsive Investment Contracts, II. Plan Investment Disclosures, III. Measurement Date Practical Expedient* ("ASU 2015-12"). The FASB issued ASU 2015-12 to reduce complexity in employee benefit plan accounting.

Part I of ASU 2015-12 requires fully benefit-responsive investment contracts to be measured, presented and disclosed at contract value. Contract value is the relevant measure for those contracts because that is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Part II of ASU 2015-12 requires that investments (both participant-directed and nonparticipant-directed) of employee benefit plans be grouped only by general type, such as the following: registered investment companies, government securities, common-collective trusts, pooled separate accounts, short-term securities, corporate bonds, common stock, mortgages, real estate and self-directed brokerage accounts. Plans will be required to disclose the net appreciation or depreciation in fair value of investments in aggregate, but will no longer be required to be disaggregated and disclosed by general type. In addition, identifying and disclosing investments representing 5% or more of net assets available for benefits is no longer required per Part II of ASU 2015-12.

Part III of ASU 2015-12 provides a practical expedient to permit plans to measure investments and investment related accounts (for example, a liability for a pending trade with a broker) as of a month-end that is closest to the plan's fiscal year end, when the fiscal period does not coincide with a month-end. If a plan applies the practical expedient and a contribution, distribution, and/or significant event occurs between the alternative measurement date and the plan's fiscal year end, the plan should disclose the amount of the contribution, distribution, and/or significant event.

ASU 2015-12 is effective for fiscal years beginning after December 15, 2015, and early application is permitted. We adopted ASU 2015-12 in 2015 and applied the guidance in Part I and Part II of ASU 2015-12 retrospectively to all periods presented. Part III of ASU 2015-12 does not currently apply to our Plan as we do not have any investments and investment related accounts that do not coincide with the Plan's fiscal year end.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40): *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* ("ASU 2014-15'). ASU 2014-15 provides guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and sets rules for how this information should be disclosed in the financial statements. ASU 2014-15 is effective for annual periods ending after December 15, 2016. Management has performed this assessment and believes the Plan will continue as a going concern for at least one year from the date of these financial statements.

3 - Fair Value Measurements

The Plan discloses fair value measurements in accordance with the FASB Accounting Standards Codification ("ASC") Topic 820 which establishes a hierarchal disclosure framework that prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

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 Observable inputs other than quoted prices within Level 1 for similar assets and liabilities. These include quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data. If the asset or liability has a specified or contractual term, the 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 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.

In establishing a fair value hierarchy for the Plan's investments, in accordance with FASB ASC Topic 820, the following value methodologies were used for each type of investment:

Mutual funds of registered investment companies: Valued at the daily closing prices as reported by the fund. Daily closing prices are based on the net asset value ("NAV") of the fund.

EXCO Resources, Inc. common stock: Valued at the daily closing price as reported on the active market on which shares of EXCO Resources, Inc. common stock are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values.

Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

	Assets at Fair Value as of December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 45,269,888	$ —	$ —	$ 45,269,888
EXCO Resources, Inc. common stock	268,300	—	—	268,300
Total investments	$ 45,538,188	$ —	$ —	$ 45,538,188

	Assets at Fair Value as of December 31, 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 58,029,367	$ —	$ —	$ 58,029,367
EXCO Resources, Inc. common stock	561,137	—	—	561,137
Total investments	$ 58,590,504	$ —	$ —	$ 58,590,504

4 - Guaranteed Income Fund

During 2016 and 2015, the Plan invested in a Guaranteed Income Fund ("GIF") with Prudential. The GIF is a fully benefit-responsive contract and is valued at contract value. Accordingly, the contract meets all of the following criteria:

a. The investment contract is affected directly between the GIF and the issuer and prohibits the GIF from assigning or selling the contract or its proceeds to another party without the consent of the issuer.

b. The contract issuer is obligated to (i) repay principal and interest, or (ii) prospective crediting rate adjustments with an assurance the crediting rate will not be less than zero.

c. The terms of the contract require all permitted participant-initiated transactions with the GIF to occur at contract value with no conditions, limits, or restrictions. Permitted participant-initiated transactions are those transactions allowed by the underlying defined-contribution plan, such as withdrawals for benefits, loans, or transfers to other funds within the Plan.

d. An event that limits the ability of the GIF to transact at contract value with the issuer (for example, premature termination of the contracts by the GIF, plant closings, layoffs, plan termination, bankruptcy, mergers, and early retirement incentives) and that also limits the ability of the GIF to transact at contract value with the participants in the GIF must be probable of not occurring.

e. The GIF itself must allow participants reasonable access to their funds.

The estimated contract value of the GIF as of December 31, 2016 and 2015, was $14,642,143 and $18,723,688, respectively.

Contract value is the relevant measure attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The concept of a value other than contract value does not apply to this contract even upon a discontinuance in which case contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

There are no events that limit the ability of the Plan to transact at contract value with the issuer. There are also no events and circumstances that would allow the issuer to terminate the fully benefit-responsive investment contract with the Plan and settle at an amount different from contract value.

5 - Tax Status

The Company has adopted the Prudential Insurance Company of America Prototype Non-Standardized Profit Sharing Plan, which was most recently approved by the Internal Revenue Service ("IRS") on April 29, 2014, for use by employers as a qualified plan. The Plan is qualified under Section 401(a) of the IRC and is exempt from federal income taxation. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Company believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan continues to be qualified and the related trust is tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor ("DOL") or IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6 - Transactions with Parties-in-Interest

The Plan investments also include shares of mutual funds and a guaranteed income fund managed by Prudential. Prudential acted in its capacity as a Trustee to the Plan during the year; therefore, these investments qualify as party-in-interest investments, but are exempt from the prohibited transaction rules. Transactions in the Company's common stock qualified as parties-in-interest transactions, which were also exempt from the prohibited transaction rules. Effective January 1, 2015, the common stock of the Company is no longer offered as an investment option within the Plan. Additionally, the Plan holds notes receivable from participants which constitute party-in-interest transactions, and which are also exempt.

During 2016, the Plan had no purchases of the Company's common stock and had sales of the Company's common stock of $156,721. During 2015, the Plan had no purchases of the Company's common stock and had sales of the Company's common stock of $291,697. In addition, during 2016, the Plan had purchases and sales of funds managed by Prudential of $7,352,045 and $12,428,748, respectively. During 2015, the Plan had purchases and sales of funds managed by Prudential of $15,532,725 and $10,905,154, respectively.

7 - Reconciliation of Financial Statements to Form 5500

There are no reconciling items between the net assets reported in the audited financial statements and the Schedule H of the Form 5500 for the years ended December 31, 2016 or 2015.

8 – Subsequent Events

In accordance with FASB ASC 855, "Subsequent Events," the Company has evaluated events of transactions occurring after December 31, 2016, the Statement of Net Assets Available for Benefits date, through June 22, 2017, the date the financial statements were issued, and determined no such events or transactions which would impact our financial statement for the year ended December 31, 2016.

SUPPLEMENTAL SCHEDULE
EXCO RESOURCES, INC. 401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
EMPLOYER ID NUMBER: 74-1492779, PLAN NUMBER 001
DECEMBER 31, 2016

(a)	(b) Identity of Issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	Mutual funds of registered investment companies:		
*	Prudential Investments LLC	Prudential Jennison Mid Cap Growth Fund Class Q	$ 2,090,444
	John Hancock Advisers, LLC	John Hancock Disciplined Value Fund R4	6,169,479
*	Prudential Investments LLC	Prudential QMA Stock Index I	1,436,468
	Victory Capital Management Inc.	Victory Sycamore Established Value Fund I	1,988,605
*	Prudential Investments LLC	Prudential QMA Small-Cap Value Z	2,185,359
	Franklin Advisers, Inc.	Franklin Growth Advantage Fund	6,765,488
	Vanguard Group, Inc.	Vanguard Mid Cap Index Fund	737,214
	Vanguard Group, Inc.	Vanguard Small Cap Index Fund	488,138
	Capital Research and Management Company	American Funds EuroPacific Growth Fund R4	6,150,993
	OFI Global Asset Management	Oppenheimer Developing Markets Fund Y	2,199,244
	OFI Global Asset Management	Oppenheimer International Small-Mid Company Y	489,428
*	Prudential Investments LLC	Prudential Global Real Estate Fund Class Q	1,894,529
	T. Rowe Price Associates, Inc.	T. Rowe Price New Era Fund	1,756,967
	Pioneer Investment Management Inc	Pioneer Strategic Income Fund Y	278,379
*	Prudential Investments LLC	Prudential Total Return Bond Q	2,827,627
	JP Morgan Investment Advisors Inc.	JP Morgan Government Bond Fund A	2,625,924
	Pacific Investment Management Co LLC	PIMCO Foreign Bond Fund	2,130,692
	Harris Associates L.P.	Oakmark Equity and Income Fund	988,495
	Janus Capital Management LLC	Janus Triton Fund T	2,066,415
	Total mutual funds of registered investment companies		45,269,888
	Guaranteed income fund:		
*	Prudential Retirement Insurance and Annuity Co.	Guaranteed Income Fund	14,642,143
	Plan Sponsor stock:		
*	EXCO Resources, Inc.	EXCO Resources, Inc. common stock	268,300
	Notes receivable from participants:		
*	Participant loans	Notes receivable from participants, interest rates are 4.25% with maturities of April 2017 through March 2026	432,368
		Total assets held for investment purposes	$ 60,612,699

* Party-in-interest

Note: Category (d) cost of the investments is excluded from this schedule as all investments are participant directed.

EXCO RESOURCES, INC. 401(K) PLAN

Financial Statements and Supplemental Schedule

December 31, 2016 and 2015

EXCO RESOURCES, INC. 401(K) PLAN

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REPORT OF INDEPENDENT AUDITORS

To the 401(k) Investment Committee of the
EXCO Resources, Inc. 401(k) Plan

We have audited the accompanying financial statements of the EXCO Resources, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Whitley Penn LLP

Dallas, Texas
June 22, 2017

EXCO RESOURCES, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS		
Investments, at fair value:		
EXCO Resources, Inc. common stock	$ 268,300	$ 561,137
Mutual funds of registered investment companies	45,269,888	58,029,367
Total investments at fair value	45,538,188	58,590,504
Guaranteed Income Fund, at contract value	14,642,143	18,723,688
Total investments	60,180,331	77,314,192
Receivables:		
Notes receivable from participants	432,368	1,074,272
Employer contributions	—	75,403
Participant contributions	34,081	75,403
Total receivables	466,449	1,225,078
Net assets available for benefits	$ 60,646,780	$ 78,539,270

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

EXCO RESOURCES, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
Additions to (reductions from) net assets available for plan benefits attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 3,165,907	$ (3,191,259)
Interest and dividends	938,339	1,304,387
Interest on notes receivable from participants	25,887	60,189
Other income	60,762	69,682
Total investment income (loss)	4,190,895	(1,757,001)
Contributions:		
Employer, net of forfeitures	—	4,822,536
Participant	2,036,613	5,160,441
Rollover	153	19,396
Total contributions	2,036,766	10,002,373
Total investment income (loss) and contributions	6,227,661	8,245,372
Deductions from net assets attributed to:		
Benefits paid to participants	24,049,057	16,390,762
Other deductions and expenses	71,094	62,703
Total deductions	24,120,151	16,453,465
Decrease in net assets available for benefit	(17,892,490)	(8,208,093)
Net assets available for benefits:		
Beginning of year	78,539,270	86,747,363
End of year	$ 60,646,780	$ 78,539,270

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

1 - Description of the Plan

Plan Description

The EXCO Resources, Inc. 401(k) Plan (the "Plan"), formerly known as EXCO Resources, Inc. Employee Savings Trust, is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was established on January 1, 1999, and restated on August 29, 2012. The Plan is sponsored by EXCO Resources, Inc. (the "Company" or "Plan Sponsor"). Prudential Bank and Trust Company, FSB is the Trustee (the "Trustee" or "Prudential") of the Plan and Prudential Retirement Insurance and Annuity Company (the "Administrator") is the record-keeper for the Plan. The following descriptions provide only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Participant Accounts and Eligibility

Employees become eligible for participation at the age of 18 and upon completing 30 days of eligible service, as defined by the Plan document. Subject to certain limitations on annual contributions, each participant's account is credited with employee salary deferrals, Company matching and discretionary contributions, if any, and an allocation of Plan earnings and administrative expenses related to loan and distribution fees, if applicable.

Contributions

Each year, a participant may elect to contribute a portion of his or her pretax compensation up to 50%, subject to certain maximum limitations imposed by the Internal Revenue Code ("IRC") ($18,000 for the calendar years ended both 2016 and 2015). Employees who are eligible to make elective deferrals under the Plan and who have attained the age of 50 before the close of the plan year are also eligible to make catch-up contributions subject to the maximum limitation imposed by the IRC ($6,000 for the calendar years ended both 2016 and 2015). Rollover contributions representing distributions from other qualified defined benefit or contribution plans are permitted and may be made prior to meeting the eligibility requirements for participation in the Plan.

In 2015, the Plan Sponsor matched 100% of all employee contributions. The Plan Sponsor suspended its matching program effective January 1, 2016, in response to depressed oil and natural gas prices, which have negatively impacted its business and operations. The Plan Sponsor reinstated its matching program effective January 1, 2017 in which it will match 100% of employee contributions up to a maximum of 3% of each employee's pay.

Employees are automatically enrolled in the Plan with a contribution of 3% of compensation, unless otherwise directed. Additionally, unless the participant specifically elects otherwise, the automatic deferrals will be increased by 1% of compensation each year of the anniversary of enrollment date, to a maximum deferral rate of 6%. Automatic enrollment deferrals are defaulted into a moderate risk tolerance fund based on the participant's age.

Vesting

Participants vest in their Company matching contributions, if any, plus actual earnings thereon based on the following schedule:

One-year anniversary of hire	25%
Two-year anniversary of hire	50%
Three-year anniversary of hire	75%
Four-year anniversary of hire	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to 50% of their vested account balance, not to exceed $50,000. Note terms may not exceed a period of five years or, in the case of a loan to acquire or construct the primary residence of a participant, may not exceed a period of 10 years. Prior to 2009, a note to acquire or construct the primary residence was allowed a repayment period used by commercial lenders for similar loans. The notes receivable from participants are secured by the balance in the participant's account and bear interest at the prime rate plus 1.00%, as defined by the Participant Loan Policy. Repayments are made through payroll deductions and are reinvested in the participant accounts according to individual investment elections. At December 31, 2016, maturity dates on existing notes receivable from participants ranged from April 2017 through March 2026 and had an interest rate of 4.25%.

Effective January 1, 2015, new loans are allowed for hardship situations only. These include: (1) uninsured medical expenses incurred by the participant, their spouse or dependents; (2) purchase or construction (excluding mortgage payments) of a principal residence of the participant; (3) post-secondary tuition expenses incurred by the participant, their spouse or dependents; (4) preventing eviction of the participant from his or her principal residence or foreclosure upon the mortgage of the participant's principal residence; (5) funeral or burial expenses for the participant's deceased parent, participant's spouse, children or dependents; or (6) expenses to repair damage to the participant's principal residence that would qualify for the casualty income tax deduction. Additionally, participants may not have more than one loan outstanding from the Plan at any given time.

Investment Options

The Plan provides for contributions to be invested by the Trustee among a variety of mutual fund options and a guaranteed income fund, in accordance with participant investment elections and the provisions of the trust agreement. Effective January 1, 2015, the EXCO Resources, Inc. common stock is no longer offered as an investment option within the Plan. Participants with existing holdings of the EXCO Resources, Inc. common stock are able to maintain their holdings until such time as they are reallocated within the Plan by the participant or taken as a distribution by the participant, but will not be able to increase their holdings after the effective date.

Participants may direct their contributions and account balances to the Guaranteed Income fund, as further discussed in "Note 4 - Guaranteed Income Fund", along with a variety of mutual funds of registered investment companies.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of such termination of the Plan, the net assets of the Plan would be distributed among the participants in accordance with ERISA.

Partial Plan Termination

The Company determined the reductions in its workforce during 2015 and early 2016 resulted in a partial termination of the Plan. Accordingly, affected participants were granted 100% vesting of account balances.

Benefit Payments

Participants withdrawing amounts from their account during the year for reasons of disability, retirement, death (withdrawn by participant's estate), or termination are entitled to their vested account balance. For vested account balances greater than $5,000, participants may elect a distribution in the form of rollovers, lump sums, installment payments, or partial withdrawals. Upon termination, vested account balances less than $5,000 may be automatically distributed to the applicable terminated participant. In-service distributions are permitted for participants who have either reached age 59 1/2 or who qualify for a hardship distribution.

Forfeitures

The Plan allows for the forfeited balances of terminated participants' non-vested accounts to be utilized to reduce employer contributions or pay Plan expenses. During the year ended December 31, 2015, forfeited balances were used to reduce employer contributions by $456,869. At December 31, 2016 and 2015, unallocated forfeiture balances were $264,971 and $52,156, respectively. The forfeiture balance will be utilized to reduce employer contributions in 2017.

Administrative Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. Other administrative expenses are paid by the Plan, including investment expenses relating to the purchase or sale of directed investment options, which are paid for directly by participant accounts.

2 - Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, changes therein, and associated disclosures. Accordingly, actual results may vary from the estimates used in preparing the accompanying financial statements.

Investment Valuation and Income Recognition

The Plan's investments are recorded at fair value (except for fully benefit-responsive investment contracts, which are recorded at contract 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 - Fair Value Measurements" for discussion of fair value measurements. Contract value is the relevant measure attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. See "Note 4 - Guaranteed Income Fund" for discussion of the fully benefit-responsive investment contract.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net realized gains or losses on investments are the difference between the proceeds received upon the sale of investments and the market value of investments as of the end of the preceding year or the average cost of those assets if acquired during the current year. Unrealized appreciation or depreciation of investments represents the increase or decrease in market value during the year.

Payment of Benefits

Benefits are recorded when paid.

Risks and Uncertainties

These investments are subject to market or credit risks customarily associated with debt and equity investments. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income is recorded on an accrual basis. Related fees are recorded as investment expenses and are expensed when incurred. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document; accordingly, no allowance for credit losses is necessary.

Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965), *I. Fully Benefit-Responsive Investment Contracts, II. Plan Investment Disclosures, III. Measurement Date Practical Expedient* ("ASU 2015-12"). The FASB issued ASU 2015-12 to reduce complexity in employee benefit plan accounting.

Part I of ASU 2015-12 requires fully benefit-responsive investment contracts to be measured, presented and disclosed at contract value. Contract value is the relevant measure for those contracts because that is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Part II of ASU 2015-12 requires that investments (both participant-directed and nonparticipant-directed) of employee benefit plans be grouped only by general type, such as the following: registered investment companies, government securities, common-collective trusts, pooled separate accounts, short-term securities, corporate bonds, common stock, mortgages, real estate and self-directed brokerage accounts. Plans will be required to disclose the net appreciation or depreciation in fair value of investments in aggregate, but will no longer be required to be disaggregated and disclosed by general type. In addition, identifying and disclosing investments representing 5% or more of net assets available for benefits is no longer required per Part II of ASU 2015-12.

Part III of ASU 2015-12 provides a practical expedient to permit plans to measure investments and investment related accounts (for example, a liability for a pending trade with a broker) as of a month-end that is closest to the plan's fiscal year end, when the fiscal period does not coincide with a month-end. If a plan applies the practical expedient and a contribution, distribution, and/or significant event occurs between the alternative measurement date and the plan's fiscal year end, the plan should disclose the amount of the contribution, distribution, and/or significant event.

ASU 2015-12 is effective for fiscal years beginning after December 15, 2015, and early application is permitted. We adopted ASU 2015-12 in 2015 and applied the guidance in Part I and Part II of ASU 2015-12 retrospectively to all periods presented. Part III of ASU 2015-12 does not currently apply to our Plan as we do not have any investments and investment related accounts that do not coincide with the Plan's fiscal year end.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40): *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* ("ASU 2014-15'). ASU 2014-15 provides guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and sets rules for how this information should be disclosed in the financial statements. ASU 2014-15 is effective for annual periods ending after December 15, 2016. Management has performed this assessment and believes the Plan will continue as a going concern for at least one year from the date of these financial statements.

3 - Fair Value Measurements

The Plan discloses fair value measurements in accordance with the FASB Accounting Standards Codification ("ASC") Topic 820 which establishes a hierarchal disclosure framework that prioritizes and ranks the level of market price observability used in measuring investments at fair value. Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments measured and reported at fair value are classified and disclosed in one of the following categories:

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 Observable inputs other than quoted prices within Level 1 for similar assets and liabilities. These include quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data. If the asset or liability has a specified or contractual term, the 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 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.

In establishing a fair value hierarchy for the Plan's investments, in accordance with FASB ASC Topic 820, the following value methodologies were used for each type of investment:

Mutual funds of registered investment companies: Valued at the daily closing prices as reported by the fund. Daily closing prices are based on the net asset value ("NAV") of the fund.

EXCO Resources, Inc. common stock: Valued at the daily closing price as reported on the active market on which shares of EXCO Resources, Inc. common stock are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values.

Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

	Assets at Fair Value as of December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 45,269,888	$ —	$ —	$ 45,269,888
EXCO Resources, Inc. common stock	268,300	—	—	268,300
Total investments	$ 45,538,188	$ —	$ —	$ 45,538,188

	Assets at Fair Value as of December 31, 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 58,029,367	$ —	$ —	$ 58,029,367
EXCO Resources, Inc. common stock	561,137	—	—	561,137
Total investments	$ 58,590,504	$ —	$ —	$ 58,590,504

4 - Guaranteed Income Fund

During 2016 and 2015, the Plan invested in a Guaranteed Income Fund ("GIF") with Prudential. The GIF is a fully benefit-responsive contract and is valued at contract value. Accordingly, the contract meets all of the following criteria:

a. The investment contract is affected directly between the GIF and the issuer and prohibits the GIF from assigning or selling the contract or its proceeds to another party without the consent of the issuer.

b. The contract issuer is obligated to (i) repay principal and interest, or (ii) prospective crediting rate adjustments with an assurance the crediting rate will not be less than zero.

c. The terms of the contract require all permitted participant-initiated transactions with the GIF to occur at contract value with no conditions, limits, or restrictions. Permitted participant-initiated transactions are those transactions allowed by the underlying defined-contribution plan, such as withdrawals for benefits, loans, or transfers to other funds within the Plan.

d. An event that limits the ability of the GIF to transact at contract value with the issuer (for example, premature termination of the contracts by the GIF, plant closings, layoffs, plan termination, bankruptcy, mergers, and early retirement incentives) and that also limits the ability of the GIF to transact at contract value with the participants in the GIF must be probable of not occurring.

e. The GIF itself must allow participants reasonable access to their funds.

The estimated contract value of the GIF as of December 31, 2016 and 2015, was $14,642,143 and $18,723,688, respectively.

Contract value is the relevant measure attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The concept of a value other than contract value does not apply to this contract even upon a discontinuance in which case contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

There are no events that limit the ability of the Plan to transact at contract value with the issuer. There are also no events and circumstances that would allow the issuer to terminate the fully benefit-responsive investment contract with the Plan and settle at an amount different from contract value.

5 - Tax Status

The Company has adopted the Prudential Insurance Company of America Prototype Non-Standardized Profit Sharing Plan, which was most recently approved by the Internal Revenue Service ("IRS") on April 29, 2014, for use by employers as a qualified plan. The Plan is qualified under Section 401(a) of the IRC and is exempt from federal income taxation. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Company believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan continues to be qualified and the related trust is tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor ("DOL") or IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6 - Transactions with Parties-in-Interest

The Plan investments also include shares of mutual funds and a guaranteed income fund managed by Prudential. Prudential acted in its capacity as a Trustee to the Plan during the year; therefore, these investments qualify as party-in-interest investments, but are exempt from the prohibited transaction rules. Transactions in the Company's common stock qualified as parties-in-interest transactions, which were also exempt from the prohibited transaction rules. Effective January 1, 2015, the common stock of the Company is no longer offered as an investment option within the Plan. Additionally, the Plan holds notes receivable from participants which constitute party-in-interest transactions, and which are also exempt.

During 2016, the Plan had no purchases of the Company's common stock and had sales of the Company's common stock of $156,721. During 2015, the Plan had no purchases of the Company's common stock and had sales of the Company's common stock of $291,697. In addition, during 2016, the Plan had purchases and sales of funds managed by Prudential of $7,352,045 and $12,428,748, respectively. During 2015, the Plan had purchases and sales of funds managed by Prudential of $15,532,725 and $10,905,154, respectively.

7 - Reconciliation of Financial Statements to Form 5500

There are no reconciling items between the net assets reported in the audited financial statements and the Schedule H of the Form 5500 for the years ended December 31, 2016 or 2015.

8 – Subsequent Events

In accordance with FASB ASC 855, "Subsequent Events," the Company has evaluated events of transactions occurring after December 31, 2016, the Statement of Net Assets Available for Benefits date, through June 22, 2017, the date the financial statements were issued, and determined no such events or transactions which would impact our financial statement for the year ended December 31, 2016.

SUPPLEMENTAL SCHEDULE
EXCO RESOURCES, INC. 401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
EMPLOYER ID NUMBER: 74-1492779, PLAN NUMBER 001
DECEMBER 31, 2016

(a)	(b) Identity of Issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	Mutual funds of registered investment companies:		
*	Prudential Investments LLC	Prudential Jennison Mid Cap Growth Fund Class Q	$ 2,090,444
	John Hancock Advisers, LLC	John Hancock Disciplined Value Fund R4	6,169,479
*	Prudential Investments LLC	Prudential QMA Stock Index I	1,436,468
	Victory Capital Management Inc.	Victory Sycamore Established Value Fund I	1,988,605
*	Prudential Investments LLC	Prudential QMA Small-Cap Value Z	2,185,359
	Franklin Advisers, Inc.	Franklin Growth Advantage Fund	6,765,488
	Vanguard Group, Inc.	Vanguard Mid Cap Index Fund	737,214
	Vanguard Group, Inc.	Vanguard Small Cap Index Fund	488,138
	Capital Research and Management Company	American Funds EuroPacific Growth Fund R4	6,150,993
	OFI Global Asset Management	Oppenheimer Developing Markets Fund Y	2,199,244
	OFI Global Asset Management	Oppenheimer International Small-Mid Company Y	489,428
*	Prudential Investments LLC	Prudential Global Real Estate Fund Class Q	1,894,529
	T. Rowe Price Associates, Inc.	T. Rowe Price New Era Fund	1,756,967
	Pioneer Investment Management Inc	Pioneer Strategic Income Fund Y	278,379
*	Prudential Investments LLC	Prudential Total Return Bond Q	2,827,627
	JP Morgan Investment Advisors Inc.	JP Morgan Government Bond Fund A	2,625,924
	Pacific Investment Management Co LLC	PIMCO Foreign Bond Fund	2,130,692
	Harris Associates L.P.	Oakmark Equity and Income Fund	988,495
	Janus Capital Management LLC	Janus Triton Fund T	2,066,415
	Total mutual funds of registered investment companies		45,269,888
	Guaranteed income fund:		
*	Prudential Retirement Insurance and Annuity Co.	Guaranteed Income Fund	14,642,143
	Plan Sponsor stock:		
*	EXCO Resources, Inc.	EXCO Resources, Inc. common stock	268,300
	Notes receivable from participants:		
*	Participant loans	Notes receivable from participants, interest rates are 4.25% with maturities of April 2017 through March 2026	432,368
		Total assets held for investment purposes	$ 60,612,699

* Party-in-interest

Note: Category (d) cost of the investments is excluded from this schedule as all investments are participant directed.