Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

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); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
MCKOOL SMITH 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1991

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)
MCKOOL SMITH, A PROFESSIONAL CORPORATION

300 CRESCENT COURT, SUITE 1500
DALLAS, TX 75201

2b Employer Identification Number (EIN) 75-2388013

2c Plan Sponsor's telephone number 214-978-4000

2d Business code (see instructions) 541110

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.	08/15/2017	STEVE BASSINGER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	448
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)**	380
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	372
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	100
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	472
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	472
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	408
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
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:
2A 2E 2F 2H 2J 2R 2T 2K

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4B

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	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.**	**2015** **This Form is Open to Public Inspection.**

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

A Name of plan
MCKOOL SMITH 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MCKOOL SMITH, A PROFESSIONAL CORPORATION

D Employer Identification Number (EIN)
75-2388013

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

NEWPORT GROUP, INC.

27-2037969

(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?
12 15 37 50 60 64	NONE	8805	Yes [X] No [ ]	Yes [ ] No [X]	32547	Yes [ ] No [X]

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
12 19 21 25 65	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	9642	Yes [ ] No [X]

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

NEWPORT TRUST COMPANY

27-4411131

(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?
19 59	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	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
NEWPORT GROUP, INC.	15 60	9832

(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.
CHARLES SCHWAB & CO., INC 94-1737782	REVENUE SHARING USED TO OFFSET PLAN EXPENSES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NEWPORT GROUP, INC.	15 60	22716

(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.
NEWPORT TRUST COMPANY 27-4411131	REVENUE SHARING USED TO OFFSET PLAN EXPENSES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	12 19 21 25 65	9642

(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.
NEWPORT GROUP, INC. 27-2037969	TRUST TRADE CUSTODIAN PARTNER FEES FOR THE PLAN YEAR

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
NEWPORT TRUST COMPANY	19 59	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.
WELLS FARGO FUNDS 41-0449260	RANGE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NEWPORT TRUST COMPANY	19 59	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.
VICTORY 34-6542451	RANGE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NEWPORT TRUST COMPANY	19 59	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.
TCW 95-2749628	RANGE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

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
NEWPORT TRUST COMPANY	19 59	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.
OPPENHEIMER FUNDS 13-2527171	RATE OF 0.00-0.02% OF AVG DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NEWPORT TRUST COMPANY	19 59	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.
NATIXIS FUNDS 04-3200027	RANGE OF 0.00 - 0.02% OF AVERAGE DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NEWPORT TRUST COMPANY	19 59	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.
MORGAN STANLEY 36-3145972	RANGE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

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
NEWPORT TRUST COMPANY	19 59	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.
HARTFORD MUTUAL FUNDS 13-3317783	RANGE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NEWPORT TRUST COMPANY	19 59	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.
FRANKLIN TEMPLETON INVESTMENTS 94-3167260	RANGE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NEWPORT TRUST COMPANY	19 59	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.
FIDELITY INVESTMENTS 06-1194217	RANGE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

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
NEWPORT TRUST COMPANY	19 59	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.
FEDERATED 25-1111467	RATE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NEWPORT TRUST COMPANY	19 59	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.
COLUMBIA 93-0577450	RANGE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NEWPORT TRUST COMPANY	19 59	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.
AMERICAN FUNDS 95-1411037	RANGE OF 0.00 - 0.02% OF AVG DAILY BALANCE OF ASSETS

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

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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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

A Name of plan
MCKOOL SMITH 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MCKOOL SMITH, A PROFESSIONAL CORPORATION

D Employer Identification Number (EIN)
75-2388013

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	7574076	7452609
(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)	1010654	888551
(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)	47703294	48892091
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	2966435	3857110

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	59254459	61090361
	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	59254459	61090361

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)	2440298	
	(B) Participants	2a(1)(B)	3357377	
	(C) Others (including rollovers)	2a(1)(C)	384095	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6181770
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	10589	
	(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)	36493	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		47082
	(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)	2353828	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2353828
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		-697799
c Other income	2c		-154147
d Total income. Add all **income** amounts in column (b) and enter total	2d		7730734
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5883594	
(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)		5883594
f Corrective distributions (see instructions)	2f		1721
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)	8805	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	712	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		9517
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5894832
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1835902
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) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: TEAGUE MARQUESS & ASSOCIATES (2) EIN: 45-4083690

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	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	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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			2000000
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 Did the plan trust incur unrelated business taxable income?	4o				
p Were in-service distributions made during the plan year?	4p				

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

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 11/01/2015 and ending 10/31/2016

A Name of plan
MCKOOL SMITH 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MCKOOL SMITH, A PROFESSIONAL CORPORATION

D Employer Identification Number (EIN)
75-2388013

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** 0

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): 42-1558009 75-3182674

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: 0.0% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A

22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

MCKOOL SMITH 401(K) SAVINGS PLAN

FINANCIAL STATEMENTS WITH

INDEPENDENT AUDITOR'S REPORT

AND SUPPLEMENTAL SCHEDULE

October 31, 2016 and 2015

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TEAGUE MARQUESS & ASSOCIATES
A Professional Corporation

Certified Public Accountants & Management Consultants

INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor
McKool Smith 401(k) Savings Plan
Dallas, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of McKool Smith 401(k) Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of October 31, 2016 and 2015, 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 conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Sponsor instructed us not to perform, and we did not perform, any auditing procedures with respect to the 2016 and 2015 information summarized in Note C, D and E, which was certified by Newport Trust Company (Trustee of the Plan), except for comparing the information with the related information included in the 2016 and 2015 financial statements and supplemental schedule. We have been informed by the Plan's Administrator that the Trustee of the Plan holds the Plan's investment assets and executes investment transactions. The Plan's Administrator has obtained a certification from the Trustee of the Plan as of and for the years ended October 31, 2016 and 2015, that the information provided to the Plan's Administrator by the Trustee of the Plan is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of October 31, 2016, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of these financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With Department of Labor's Rules and Regulations

The form and content of the information included in the 2016 and 2015 financial statements and the 2016 supplemental schedule, other than that derived from the information certified by the Trustee of the Plan, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Dallas, Texas
August 3, 2017

McKool Smith 401(k) Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	October 31, 2016	October 31, 2015
ASSETS:		
Investments at fair value:		
Participant-directed investments in mutual funds (Note C and D)	$ 56,344,700	$ 55,277,370
Participant-self directed brokerage account investments in common and preferred stocks, bonds and mutual funds (Note C and D)	3,857,110	2,966,435
	60,201,810	58,243,805
Receivables:		
Contributions:		
Sponsor	2,267,842	2,440,298
Notes receivable from Participants (Note E)	888,552	1,010,654
	3,156,394	3,450,952
NET ASSETS AVAILABLE FOR BENEFITS (Note F)	$ 63,358,204	$ 61,694,757

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

McKool Smith 401(k) Savings Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended October 31, 2016	Year Ended October 31, 2015
ADDITIONS TO NET ASSETS:		
Investment income:		
Net appreciation in fair value of mutual fund investments (Note C)	$ 1,656,030	$ 1,156,467
Net (depreciation) appreciation in fair value of self-directed investments in common and preferred stocks, bonds and mutual funds (Note C)	(154,147)	102,958
Interest and dividend income	47,082	38,527
Net investment gain	1,548,965	1,297,952
Contributions:		
Participants	3,357,377	3,426,526
Sponsor	2,267,842	2,440,358
Rollover	384,095	247,620
	6,009,314	6,114,504
Total additions	7,558,279	7,412,456
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants	(5,883,594)	(2,803,358)
Corrective distributions	(1,721)	-
Administrative expenses	(9,517)	(8,846)
Total deductions	(5,894,832)	(2,812,204)
Increase in net assets available for benefits	1,663,447	4,600,252
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	61,694,757	57,094,505
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 63,358,204	$ 61,694,757

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

NOTE A - PLAN DESCRIPTION

The following description of the McKool Smith 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, a defined contribution plan of McKool Smith, A Professional Corporation (the Sponsor), was established as of November 1, 1991. On October 31, 2003, McKool Smith Money Purchase Plan was merged with the Plan. The Plan covers all employees of the Sponsor who have completed one consecutive month of employment service and have reached age 19. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and the Retirement Equity Act of 1984 (REACT).

The Plan was amended effective October 1, 2011 to (1) reduce the eligibility age to 19 from 21 years of age and (2) to address specific issues related to employees hired in September 2011 from another law firm. The amendment related to these employees hired in September 2011 waived the service requirement for salary deferrals to enter the Plan and for participation in the Firm's profit sharing contribution as of October 1, 2011. Additionally, the years of service with their predecessor firm carry forward to the Plan.

The Plan was amended effective November 12, 2015 to address its loan program. The amendment related to participant loans of participants terminating employment. Prior to the amendment, upon termination, the entire outstanding balance of the participant's loan, including interest, would be immediately due and payable in full. Post amendment, the participant may continue to repay their loan by making repayments to the Plan Sponsor.

The financial statements and notes are representations of the Sponsor, who is responsible for their integrity and objectivity. The financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America, consistently applied, and the Plan agreement. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Contributions

Eligible employees, as defined, may have the Sponsor make pre-tax contributions to the Plan in accordance with Section 401 of the Internal Revenue Code. Under the Plan, participants may elect to reduce their compensation and contribute to the Plan up to 50% of their total annual compensation, as defined, with a maximum of $18,000 ($24,000 if the employee is age fifty or older) for the calendar years 2016 and 2015. The Sponsor's contributions are allocated pro-rata based on compensation, as defined, among participants in each respective allocation group. The amount contributed to the Plan, and the allocation of that amount among each particular allocation group, is determined each year by the Sponsor. A participant's allocation group is determined as of the last day of the Plan year.

NOTE A - PLAN DESCRIPTION - CONTINUED

The Sponsor may contribute an amount, to be determined by the Sponsor, for each participant eligible to share in the allocation of a profit sharing contribution for a Plan year. The profit sharing Sponsor contribution percentage ranged between 4% to 7.95% and 4% to 8.1% of eligible participants' compensation, as defined, for fiscal years 2016 and 2015, respectively.

Participant Accounts

Each participant's account is credited with an allocation of contributions and Plan earnings. Any forfeitures from nonvested accounts are used to reduce future Sponsor contributions. The Plan had forfeitures of nonvested account balances of approximately $42,700 and $37,500 for the years ended October 31, 2016 and 2015, respectively.

Vesting

The vesting schedules are contingent on the type of contribution. The employee's elective deferral is immediately fully vested. The Sponsor's contribution vests over five years at a rate of 20% per year. A participant must complete 1,000 hours of service during a year to qualify for a year of vesting service.

Payment of Benefits

Upon termination of service, vested benefits less than $5,000 will be paid in a lump sum based on the participant's vested balance. Other benefits are paid at the participants' direction.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of McKool Smith 401(k) Savings Plan is presented to assist in understanding the Plan's financial statements. The financial statements and notes are representations of the Sponsor, who is responsible for their integrity and objectivity.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and have been consistently applied.

Investment Valuation and Income Recognition

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

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

NOTE B - SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Investment Valuation and Income Recognition – continued

Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

Risk and Uncertainties

The Plan's investments include funds which invest in various types of investment securities and in various companies within various markets. Investment securities are exposed to several risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the Plan's financial statements and supplemental schedule of assets (held for investment purposes).

Concentration of Credit Risk

At October 31, 2016 and 2015, the Plan's investments consist primarily of investments in cash equivalents, corporate obligations and equities through mutual funds, as well as investments in individual common stocks, preferred stocks and bonds.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. If not collected, delinquent participant notes are reclassified as deemed distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Tax Status

The Plan is exempt from federal income taxes under Section 501 of the Internal Revenue Code.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

NOTE C – INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets:

	October 31, 2016	October 31, 2015
Vanguard 500 Index Admiral Fund	$ 10,972,095	$ 11,145,106
TWC Total Return Bond Class I Fund	8,353,702	8,214,848
Morgan Stanley Institutional Trust Cap Growth Fund	7,847,120	7,510,769
Schwab Retirement Advantage Money Fund	7,452,609	7,574,076
Fidelity Spartan International Index Fund	5,782,876	5,810,079
Vanguard Small Cap Index Fund	3,948,785	3,647,140
Self Directed Brokerage Accounts	3,857,110	2,966,435*
Fidelity Mid Cap Fund	3,784,543	4,003,363

*For comparison purposes only.

During the years ended October 31, 2016 and 2015, the Plan's investments in mutual funds and individual common and preferred stocks and bonds (including investments bought, sold and held during the year) appreciated by $1,501,883 and $1,259,425, respectively.

NOTE D – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy under FASB ASC 820, and used by the Plan, are described as follows:

- Level 1 inputs are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 inputs include the following:
  - Quoted prices for similar assets or liabilities in active markets
  - Quoted prices for identical or similar assets or liabilities in inactive markets
  - Inputs other than quoted prices that are observable for the asset or liability
  - Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means
  - If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 inputs are unobservable and significant to the fair value measurement.

NOTE D – FAIR VALUE MEASUREMENTS - CONTINUED

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

The Plan's description for assets measured at fair value are:

- *Mutual funds*. Valued at the net asset value of shares as determined by the fund manager held by the Plan at year-end.
- *Common and preferred stocks and bonds*. Valued at the closing price reported on the active market on which the individual securities are traded.

There have been no changes in the methodologies used at October 31, 2016 and 2015.

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

NOTE D – FAIR VALUE MEASUREMENTS – CONTINUED

A summary of inputs used to value the Plan investments as of October 31, 2016 is as follows:

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Large Blend	$ 10,972,095	$ -	$ -	$ 10,972,095
Bond	10,221,569	-	-	10,221,569
Large Growth	8,144,969	-	-	8,144,969
Money Market	7,452,609	-	-	7,452,609
International Blend	6,727,626	-	-	6,727,626
Small Blend	3,948,785	-	-	3,948,785
Mid-Cap Growth	3,784,543	-	-	3,784,543
Large Value	1,364,913	-	-	1,364,913
Mid-Cap Blend	1,338,135	-	-	1,338,135
Specialty	647,924	-	-	647,924
Mid-Cap Value	517,755	-	-	517,755
International Growth	454,536	-	-	454,536
Small Growth	319,458	-	-	319,458
Small Value	264,772	-	-	264,772
Real Estate	185,010	-	-	185,010
Total	56,344,699	-	-	56,344,
Self-directed				
Common stocks	982,359	-	-	982,359
Cash and money market funds	923,192	-	-	923,192
Other	804,250	-	-	804,250
Mutual funds	637,579	-	-	637,579
Unit investment trusts (preferred stocks and bonds)	509,731	-	-	509,731
Total	3,857,111	-	-	3,857,111
Total investments at fair value	$60,201,810	$ -	$ -	$60,201,810

NOTE D – FAIR VALUE MEASUREMENTS – CONTINUED

A summary of inputs used to value the Plan investments as of October 31, 2015 is as follows:

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Large Blend	$ 11,145,106	$ -	$ -	$ 11,145,106
Large Growth	9,514,261	-	-	9,514,261
Bond	9,054,780	-	-	9,054,780
International Blend	7,423,837	-	-	7,423,837
Money Market	7,574,076	-	-	7,574,076
Mid-Cap Growth	4,905,960	-	-	4,905,960
Small-Cap Value	3,807,817	-	-	3,807,817
Mid-Cap Blend	802,749	-	-	802,749
Mid-Cap Value	483,005	-	-	483,005
Small-Cap Growth	242,015	-	-	242,015
Specialty	323,764	-	-	323,764
Total	55,277,370	-	-	55,277,370
Self-directed				
Common stocks	1,171,194	-	-	1,171,194
Unit investment trusts (preferred stocks and bonds)	771,077	-	-	771,077
Mutual funds	590,350	-	-	590,350
Money market funds	432,337	-	-	432,337
Other	1,477	-	-	1,477
Total	2,966,435	-	-	2,966,435
Total investments at fair value	$58,243,805	$ -	$ -	$58,243,805

NOTE E – NOTES RECEIVABLE FROM PARTICIPANTS

The Plan allows participants to borrow up to 50% of their vested participant balance, not to exceed $50,000. At October 31, 2016, notes from participants bear interest at rates between 4.25% and 5.50%, and are receivable in biweekly or monthly installments of principal and interest through July 2031. Generally, the participants repay their notes through payroll deductions. If the notes are not paid when due, the outstanding balances may be charged against the participant's account balance in the Plan.

NOTE F - SEPARATED PARTICIPANTS WITH ACCOUNT BALANCES

Approximately $8,371,000 and $7,699,000 of net assets are allocated to accounts of persons who have withdrawn from participation in the contributions and operations of the Plan as of October 31, 2016 and 2015, respectively.

NOTE G - ADMINISTRATION OF PLAN ASSETS

The Plan's assets are held by the Trustee of the Plan. The Trustee of the Plan receives contributions, invests funds according to participants' directions and makes distributions to participants.

The Plan Sponsor has absorbed certain administrative costs of the Plan, approximating $78,000 and $88,000 for the years ended October 31, 2016 and 2015, respectively.

NOTE H - PLAN TERMINATION

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to suspend contributions, discontinue contributions or terminate the Plan. Upon termination or partial termination of the Plan, participants will become 100% vested in the Sponsor's contribution portion of their accounts.

NOTE I – RELATED PARTY TRANSACTIONS

Certain Plan investments are managed funds by the Trustee of the Plan, Newport Trust Company. As the Trustee of the Plan is the asset custodian, as defined by the Plan, these transactions qualify as exempt party-in-interest transactions.

NOTE J – TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Sponsor by a letter dated October 15, 2001, that the Plan and related trust are designated in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Generally accepted accounting principles require the Plan Sponsor to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or the Department of Labor. As of October 31, 2016 and 2015, the Plan Sponsor has not identified any uncertain tax positions for the Plan. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2012.

NOTE K – SUBSEQUENT EVENTS

Investments in mutual funds are valued daily by the fund manager at fair market value based on quoted market prices. The fair market value of investments in mutual funds (Note C) decreased approximately 9% as of July 31, 2017, compared to the fair market value as of October 31, 2016.

Subsequent events were evaluated through August 3, 2017 which is the date the financial statements were available to be issued.

NOTE L – RECONCILATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Schedule H of Form 5500:

	October 31,	
	2016	2015
Net assets available for benefits per the financial statements	$63,358,204	$61,694,757
Sponsor contribution receivable	(2,267,842)	(2,440,298)
Rounding	(1)	-
Net assets available for benefits per Schedule H of Form 5500	$61,090,361	$59,254,459

The following is a reconciliation of Sponsor contributions per the financial statements to Schedule H of Form 5500:

	Year ended October 31,	
	2016	2015
Sponsor contribution per the financial statements	$2,267,842	$2,440,358
Sponsor contribution receivable – current year	(2,267,842)	(2,440,298)
Sponsor contribution receivable – prior year	2,440,298	2,592,355
Sponsor contribution per Schedule H of Form 5500	$2,440,298	$2,592,415

The following is a reconciliation of participants' contributions per the financial statements to Schedule H of Form 5500:

	Year ended October 31,	
	2016	2015
Participants contributions per the financial statements	$3,357,377	$3,426,526
Participants contributions receivable – prior year	–	49,873
Participants contributions per Schedule H of Form 5500	$3,357,377	$3,476,399

SUPPLEMENTAL SCHEDULE

McKool Smith 401(k) Savings Plan

Employer Identification No. - 75-2388013 Plan No.-001

SCHEDULE H LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

October 31, 2016

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	Vanguard	500 Index Admiral Fund (55,823.431 shares)	**	$ 10,972,095
	TWC	Total Return Bond Class I Fund (808,683.675 shares)	**	8,353,702
	Morgan Stanley	Institutional Trust Cap Growth Fund (200,437.298 shares)	**	7,847,120
*	Charles Schwab	Retirement Advantage Money Fund (7,452,608.610 shares)	**	7,452,609
	Fidelity	Spartan International Index Fund (160,680.080 shares)	**	5,782,876
	Vanguard	Small Cap Index Fund (70,363.232 shares)	**	3,948,785
	Fidelity	Mid Cap Fund (112,035.013 shares)	**	3,784,543
	American	Mutual R5 Fund (37,830.183 shares)	**	1,364,913
	Vanguard	Mid Cap Index Fund (39,069.626 shares)	**	1,338,135
	Hartford	International Growth Fund (62,690.800 shares)	**	944,750
	Fidelity	Total Bond Fund (50,040.599 shares)	**	538,937
	Victory	Established Value A Fund (15,309.144 shares)	**	517,755
	Federated	Institutional High Yield Bond Fund (49,784.304 shares)	**	489,878
	Loomis Sayles	Bond Fund Administrative SHS Fund (33,535.660 shares)	**	460,780
	Oppenheimer	International Growth Fund Class Y (12,814.668 shares)	**	454,536
	Fidelity	Freedom Income Fund (38,291.971 shares)	**	439,975
	Templeton	Global Bond Class A Fund (32,609.630 shares)	**	378,272
	Wells Fargo	Advantage Small Cap Growth Administrative Fund (23,611.101 shares)	**	319,458
	Columbia	Small Cap Value II Class Z Fund (16,568.974 shares)	**	264,772
	Fidelity	Balanced Fund (9,587.306 shares)	**	207,949
	Fidelity	Capital Appreciation Fund (6,479.384 shares)	**	205,720
	Fidelity	Real Estate Fund (4,469.924 shares)	**	185,011
	Fidelity	Fidelity Fund (2,241.043 shares)	**	92,129
				56,344,700
		Common and preferred stocks and bonds (3,857,110.250 shares)	**	3,857,110
	Participant loans	Notes receivable, interest at 4.25% to 5.5%, due in bi-weekly or monthly principal and interest installments through July 2031.	**	888,552
				$ 61,090,362

* Indicates party-in-interest to the Plan.

** Investments are participant-directed, thus cost information is not applicable.

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

Name of Plan: McKool Smith 401(k) Savings Plan

►

Employer Identification Number:► 75-2388013
For plan year (beginning/ending):► 11/01/2015 - 10/31/2016 Plan number:► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	SCHWAB RETIREMENT ADVANTAGE MM	Money Market Account		7,452,609
	LOOMIS SAYLES BOND FUND	Mutual Fund		460,780
	VANGUARD 500 INDEX	Mutual Fund		10,972,095
	VANGUARD MID CAP INDEX	Mutual Fund		1,338,135
	COLUMBIA SMALL CAP VALUE II	Mutual Fund		264,772
	VANGUARD SMALL CAP INDEX	Mutual Fund		3,948,785
	WELLS FARGO ADV EM GROWTH	Mutual Fund		319,458
	TCW TOTAL RETURN BOND I	Mutual Fund		8,353,702
	MORGAN STANLEY INST CAP GROWTH	Mutual Fund		7,847,120
	FIDELITY MID CAP STOCK	Mutual Fund		3,784,543
	FIDELITY INTERNATIONAL INDEX	Mutual Fund		5,782,876
	LOAN FUND	Various Maturity Dates not more than 30 years. Various Rates		888,551
	SELF DIRECTED BROKERAGE ACCT	Other		3,857,110
	AMERICAN MUTUAL R5	Mutual Fund		1,364,913
	VICTORY SYCAMORE EST VALUE	Mutual Fund		517,755
	FIDELITY BALANCED	Mutual Fund		207,949
	FIDELITY CAPITAL APPRECIATION	Mutual Fund		205,720
	FIDELITY FREEDOM INCOME	Mutual Fund		439,975
	FIDELITY FUND	Mutual Fund		92,129
	FIDELITY REAL ESTATE	Mutual Fund		185,010
	FIDELITY TOTAL BOND	Mutual Fund		538,937
	TEMPLETON GLOBAL BOND A	Mutual Fund		378,272
	OPPENHEIMER INT'L. GROWTH	Mutual Fund		454,536
	FEDERATED INST HIGH YIELD BOND	Mutual Fund		489,878
	HARTFORD INTL OPPORTUNITIES	Mutual Fund		944,750