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.)
- [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
FAIVELEY TRANSPORT 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/25/1965

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)
GRAHAM WHITE MANUFACTURING CO.

1242 COLORADO STREET
SALEM, VA 24153

2b Employer Identification Number (EIN) 54-0651579

2c Plan Sponsor's telephone number 540-387-5600

2d Business code (see instructions) 336990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	RG CASSELL JR.
	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**	660
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)**	593
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	521
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	100
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	624
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	3
f	Total. Add lines **6d** and **6e**.	**6f**	627
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	577
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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)		**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) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **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 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	**B** Three-digit plan number (PN) ▶	
FAIVELEY TRANSPORT 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
GRAHAM WHITE MANUFACTURING CO.	54-0651579	

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

FIRST CLEARING LLC

23-2384840

(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 61	ADVISOR	32000	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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 60 64 65 71	RECORDKEEPER	11537	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIRST CLEARING LLC	61	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.
OPP DEVELOPING MKT Y - OPPENHEIMER 13-2953455	$5M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIRST CLEARING LLC	61	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.
OPPHMR INTL DIV Y - OPPENHEIMERFUN 13-2953455	$5M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AM CENT EQ GRTH INV - AMERICAN CEN 44-0619208	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AM CENT EQUITY INC - AMERICAN CENT 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
COL SM CAP IDX R5 - COLUMBIA MGT I PO BOX 8081 BOSTON, MA 02266	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
DREYFUS S&P 500 INDX - DREYFUS TRA 200 PARK AVENUE NEW YORK, NY 10166	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
JH DSCPL VAL MDCP I - JOHN HANCOCK 01-0233346	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
METWEST TOT RTN BD I - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MFS AGGR GR ALLOC R4 - MFS SERVICE 04-2865649	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MFS CONSERV ALLOC R4 - MFS SERVICE 04-2865649	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MFS GROWTH ALLOC R4 - MFS SERVICE 04-2865649	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MFS MOD ALLOC R4 - MFS SERVICE CEN 04-2865649	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
OPP DEVELOPING MKT Y - OFI GLOBAL 225 LIBERTY STREET NEW YORK, NY 10281	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
OPPHMR INTL DIV Y - OFI GLOBAL ASS 225 LIBERTY STREET NEW YORK, NY 10281	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PIF MIDCAP FUND I - PRINCIPAL SHAR 42-0127290	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
WF STABLE VALUE 52-2250946	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

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
FAIVELEY TRANSPORT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GRAHAM WHITE MANUFACTURING CO.

D Employer Identification Number (EIN)
54-0651579

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

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

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-6751924-001	C	3508401

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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
FAIVELEY TRANSPORT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAHAM WHITE MANUFACTURING CO.

D Employer Identification Number (EIN)
54-0651579

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1504306	1547805
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	333712	418817
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	542405	656734
(9) Value of interest in common/collective trusts	1c(9)	3405293	3508401
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	16649074	18257612
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	22434790	24389369
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
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	22434790	24389369

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)	500809	
	(B) Participants	2a(1)(B)	1783778	
	(C) Others (including rollovers)	2a(1)(C)	456287	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2740874
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	925	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	22620	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		23545
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	6711	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	799954	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		806665
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	77883	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	70075	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		7808
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	58670	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		58670

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		42829
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		626901
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		4307292
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2292269	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		2292269
f Corrective distributions (see instructions)	2f		15415
g Certain deemed distributions of participant loans (see instructions)	2g		1929
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	43100	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		43100
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2352713
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1954579
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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)** ☒ Disclaimer **(4)** ☐ Adverse

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

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

(1) Name: CBH **(2)** EIN: 56-0574444

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		500000
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		X	
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
FAIVELEY TRANSPORT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GRAHAM WHITE MANUFACTURING CO.

D Employer Identification Number (EIN)
54-0651579

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

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 _____/_____/_____.

FAIVELEY TRANSPORT 401(k) PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

As of and for the Period Ended April 17, 2017 and the Years Ended December 31, 2016 and 2015

And Report of Independent Auditor

Cherry Bekaert LLP
CPAs & Advisors

FAIVELEY TRANSPORT 401(k) PLAN
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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Cherry Bekaert LLP
CPAs & Advisors

Report of Independent Auditor

Plan Administrator of
Faiveley Transport 401(k) Plan
Salem, Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Faiveley Transport 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of April 17, 2017, December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the periods 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the period ended April 17, 2017, and as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2016, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, and is presented for the purpose of additional analysis and is not a required part of the 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 the supplemental schedule referred to above.

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

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

Cherry Bekaert LLP

Roanoke, Virginia
October 11, 2017

FAIVELEY TRANSPORT 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

APRIL 17, 2017 AND DECEMBER 31, 2016 AND 2015

	April 17, 2017	December 31, 2016	December 31, 2015
ASSETS			
Investments, at fair value:			
Money market fund	$ -	$ 1,339,797	$ 1,308,496
Self-directed brokerage accounts	-	626,825	529,522
Mutual funds	-	18,257,612	16,649,074
Common trust fund	-	3,508,401	3,405,293
Total Investments, at fair value	-	23,732,635	21,892,385
Receivables:			
Notes receivable from participants	-	656,734	542,405
Participants' contributions receivable	-	58,880	-
Plan Sponsor's contributions receivable	-	16,790	5,725
Total Receivables	-	732,404	548,130
Total Assets	-	24,465,039	22,440,515
LIABILITIES			
Plan Sponsor's contributions payable	-	-	15,424
Total liabilities	-	-	15,424
Net Assets Available for Benefits	$ -	$ 24,465,039	$ 22,425,091

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

FAIVELEY TRANSPORT 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

PERIOD ENDED APRIL 17, 2017 AND YEARS ENDED DECEMBER 31, 2016 AND 2015

	April 17, 2017	December 31, 2016	December 31, 2015
Additions to net assets attributed to:			
Investment Income:			
Net appreciation (depreciation) in fair value investments, including realized gains and losses	$ 969,338	$ 735,071	$ (979,838)
Interest and dividends	30,337	808,317	981,609
Net Investment Income	999,675	1,543,388	1,771
Interest income on notes receivable from participants	6,025	23,031	18,372
Contributions:			
Participants	-	1,842,658	1,793,479
Rollovers	-	456,287	83,846
Plan Sponsor, net of forfeitures	-	527,298	502,945
Total Contributions	-	2,826,243	2,380,270
Total Additions	1,005,700	4,392,662	2,400,413
Deductions from net assets attributed to:			
Distributions paid to participants	1,429,301	2,309,614	1,060,564
Administrative expenses	13,038	43,100	40,748
Total Deductions	1,442,339	2,352,714	1,101,312
Net increase (decrease) before transfers out of the Plan	(436,639)	2,039,948	1,299,101
Net transfers out of the Plan	(24,028,400)	-	-
Net increase (decrease)	(24,465,039)	2,039,948	1,299,101
Net assets available for benefits, beginning of year	24,465,039	22,425,091	21,125,990
Net assets available for benefits, end of year	$ -	$ 24,465,039	$ 22,425,091

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

Note 1—Description of Plan

The following description of Faiveley Transport 401(k) Plan (the "Plan"), is provided for general information purposes only. The Plan was established after the merging of the Ellcon National, Inc. 401(k) Savings Plan and the Graham-White Manufacturing, Co. 401(k) Profit Sharing Plan. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan covering substantially all employees of Faiveley Transport (the "Plan Sponsor"). Employees who are at least 21 years of age become eligible on the first day of the month after completing 2 months of employment. Participants may participate in the Plan's non-elective and matching contributions after service of 6 months and 2 months, respectively. Prior to October 1, 2014, an employee had to obtain 6 months of service prior to becoming eligible to participant in the Plan. The Plan was formally amended and restated effective February 26, 2015. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Effective December 31, 2016, the Plan was amended to freeze participation in and contributions under the Plan. Effective April 16, 2017, the Plan was amended to include a Plan of liquidation and merger for the merger and transfer of Plan assets.

Participant Contributions – Participants may contribute up to 100% of their eligible compensation on a pre-tax or after-tax basis as defined by the Plan up to the statutory maximum amount of contributions allowed by the Internal Revenue Service ("IRS"). The statutory maximum amount of contributions allowed was $18,000 for the period ended April 17, 2017 and for the years ended December 31, 2016 and 2015. The Plan allows for catch-up contributions for participants over the age of 50 up to limits imposed by law, $6,000 for the period ended April 17, 2017 and for the years ended December 31, 2016 and 2015. Participants may contribute amounts representing distributions from other qualified benefit plans. These contributions, if any, are classified as rollover contributions in the statements of changes in net assets available for benefits.

Plan Sponsor Contributions – The Plan Sponsor makes matching contributions of 40%, up to 6% of eligible compensation. The Plan Sponsor may also make a discretionary profit sharing contribution to those employed on the last day of the period and who have completed at least 1,000 hours of service. There were no discretionary profit sharing contributions made during 2017, 2016 or 2015.

Effective October 3, 2014, the Plan was amended so both newly hired and current employees, excluding non-participants from the pre-existing Ellcon National, Inc. 401(k) Savings Plan, became subject to automatic enrollment into the Plan at a 6% enrollment rate, unless the participant affirmatively elects otherwise. From September 1, 2013 through September 30, 2014, newly hired participants were subject to a 3% enrollment rate. Employees who were not participating in the Ellcon National, Inc. 401(k) Savings Plan at the time of the merger are not subject to the automatic enrollment. All participants who have automatic enrollment contributions made on his or her behalf shall be subject to an annual increase of 1% (not to exceed 10%). Participants may opt out of these annual increases.

Participant Accounts – Each participant's account is credited with the participant's contributions, the Plan Sponsor's matching contributions, an allocation of the Plan Sponsor's discretionary contributions, and Plan earnings and charged with withdrawals and an allocation of Plan losses and administrative expenses. The matching contributions are allocated based upon participants' contributions to the Plan. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The Plan Sponsor's discretionary profit sharing contribution, if any, is allocated based upon participants' eligible compensation.

Note 1—Description of Plan (continued)

Vesting – Participants are 100% vested in their own rollover contributions, pre-tax contributions, matching Plan Sponsor contributions, and any earnings thereon. A participant is automatically fully vested in Plan Sponsor discretionary profit sharing contributions made under the Plan, if any, at age 65, upon early retirement at 59½ with 5 years of service, death, or disability. The following table shows vesting for Plan Sponsor discretionary profit sharing contributions.

Years of Service	Vesting Percent
1	0%
2	20%
3	40%
4	60%
5	80%
6+	100%

Notes Receivable from Participants – Participants may borrow from their accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 reduced by provisions concerning outstanding loans or 50% of the participant's vested interest in his or her account balances. Borrowings are treated as a transfer between the investment funds and notes receivable from participants. Terms range from one to five years. A borrowing is secured by the balance in the participant's account and bears interest at the prevailing interest rates, as defined in the Plan. For the period ended April 17, 2017 and years ended December 31, 2016 and 2015, the interest rate for all loans was 4.25%. Principal and interest are paid ratably through monthly payroll deductions.

Forfeitures – At April 17, 2017 and December 31, 2016 and 2015, forfeited non-vested accounts totaled $-0-, $485, and $5,596, respectively. For the period ended April 17, 2017 and years ended December 31, 2016 and 2015, $-0-, $5,534, and $5,949 were used to reduce Plan Sponsor contributions, respectively.

Investment Options – Participants may direct the investment of their account into various options offered by the Plan. In addition, the Plan offers a self-directed brokerage investment option, where participants can invest in stocks, bonds, treasury securities, certificates of deposit, unit investment trusts, foreign securities, and mutual funds that are otherwise not offered in the Plan. The minimum investment in the self-directed brokerage account is $2,500.

Benefit Payments – Distributions can be made due to retirement, death, disability, or termination of employment and are subject to the applicable provisions of the Plan agreement. Up to 100% of the participant's vested account balance can be paid in a lump-sum, direct rollover to another qualified plan, or installments to the participant or their beneficiaries.

Upon showing of "financial hardship" and approval from the Plan Sponsor, a participant may withdraw part or all of their voluntary contributions, and certain amounts transferred to this Plan from another plan of the Plan Sponsor, if applicable. If a withdrawal is made, the participant is ineligible to contribute to the Plan for a period of six months following the distribution.

Upon attainment of age 55, participants shall be entitled to receive a distribution of their entire account balance, including the vested portion of Plan Sponsor matching and discretionary profit sharing contributions.

Note 1—Description of Plan (continued)

Administrative Expenses – Certain expenses of maintaining the Plan, primarily consisting of investment management fees, are paid by the Plan, unless otherwise paid by the Plan Sponsor. Expenses that are paid by the Plan Sponsor are excluded from these financial statements. Transactional fees related to the administration of notes receivable from participants and distributions are charged directly to the participant's account and are included in administrative expenses.

Note 2—Summary of significant accounting policies

Method of Accounting – The Plan's financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates – The preparation of financial statements in conformity with GAAP requires the Plan's administrator to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value. Cash equivalents are valued at face value, which approximate fair value. Units of self-directed brokerage accounts are stated at quoted prices. Mutual funds are stated at quoted market prices. Common trust funds are valued at quoted prices which represent the net asset value of shares held by the Plan at year-end.

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

Payment of Benefits – Benefits are recorded when distributed to participants.

Note 3—Certified financial information

Fidelity Management Trust Company, the Plan's trustee, holds the Plan's investment assets and executes transactions therein. Investments, notes receivable from participants, investment income, and interest income from participants' notes receivable included in the accompanying financial statements and supplemental schedule is based on information certified by the trustee as complete and accurate and has not been examined by independent auditors of the Plan.

Note 4—Common trust fund

The Plan invests in a common trust fund with Wells Fargo Bank, N.A. ("Wells Fargo"). The fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. The account is credited with earnings on the underlying investments and charged for participants' withdrawals and administrative fees. The Plan is permitted to redeem investment units at Net Asset Value ("NAV") for participant-directed transactions on the measurement date. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Note 5—Fair value measurements

Financial Accounting Standards Board Accounting Standards Codification 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes valuation inputs into three levels as described below:

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at April 17, 2017 and December 31, 2016 and 2015.

Self-Directed Brokerage Accounts – Valued at the daily closing price reported in the active market in which the individual securities are traded.

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

Common Trust Fund – Valued at NAV based on estimated fair value of the underlying assets. The investment is valued using NAV provided by the administrator of the fund. The NAV is based on subtracting the fund's total liabilities from total assets and dividing by the number of shares outstanding, see Note 4.

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.

Note 5—Fair value measurements (continued)

The following table sets forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016.

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 1,308,496	$ -	$ -	$ 1,308,496
Self-directed brokerage accounts	529,522	-	-	529,522
Mutual funds	16,649,074	-	-	16,649,074
Total assets in fair value hierarchy	$ 18,487,092	$ -	$ -	18,487,092
Common trust fund measured at NAV[(a)]				3,405,293
Investments at fair value				$ 21,892,385

The following table sets forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015.

	Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 1,339,797	$ -	$ -	$ 1,339,797
Self-directed brokerage accounts	626,825	-	-	626,825
Mutual funds	18,257,612	-	-	18,257,612
Total assets in fair value hierarchy	$ 20,224,234	$ -	$ -	20,224,234
Common trust fund measured at NAV[(a)]				3,508,401
Investments at fair value				$ 23,732,635

(a) In accordance with Subtopic 820-10, certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts present in the statements of net assets available for benefits.

Note 5—Fair value measurements (continued)

Investments Measured Using NAV per Share Practical Expedient – The following table summarizes investments measured for which fair value is measured using the NAV per share practical expedient as of December 31:

	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
December 31, 2016				
Common/collective trusts	$ 3,508,401	n/a	Daily	n/a
December 31, 2015				
Common/collective trusts	$ 3,405,293	n/a	Daily	n/a

The Plan holds an investment in a common collective trust with Wells Fargo, the Stable Value Fund Class M, to maintain a portion of the Plan contributions in guaranteed investment contracts and synthetic guaranteed investment contracts and other stable value products. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at net asset value. The redemption and subscription frequencies are daily. As of December 31, 2016 and 2015, the fund has no redemption notice periods or unfunded commitments.

Note 6—Party-in-interest transactions

The Plan invests in various investments managed by Fidelity Investments, a company affiliated with the Plan's trustee, and therefore these transactions qualify as party-in-interest transactions.

The Plan Sponsor pays the trustee and asset management fees to Fidelity Management Trust Company. In addition, notes receivable from participants are considered to be party-in-interest transactions because they are transacted with Plan participants.

Note 7—Plan merger

Due to the merger of Faiveley Transport with Wabtec Corporation effective November 30, 2016, the Plan was amended to freeze participation in and contributions under the Plan as of December 31, 2016. As of January 1, 2017, employees of Faiveley Transport who otherwise meet requirements of an Eligible Employee were eligible to participant in the Wabtec Savings Plan. As of January 1, 2017, employees of Amsted Rail – Faiveley who otherwise meet requirements of and Eligible Employee were eligible to participant in the Amsted Industries Employees' Capital Accumulation Plan. Effective as of January 1, 2017, Plan assets were to be transferred as soon as administratively practicable thereafter to the Wabtec Savings Plan and the Amsted Industries Employee's Capital Accumulation Plan and administered in accordance with the generally acceptable terms of the Plan. During the period January 1, 2017 to April 17, 2017, all participant accounts were liquidated and transferred.

Note 8—Income tax status

The Internal Revenue Services ("IRS") has issued an opinion letter dated March 31, 2014, stating the prototype plan document used by the Plan was designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan's administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

GAAP requires Plan management 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. Plan management has analyzed the tax positions taken by the Plan, and has concluded as of April 17, 2017 and December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 9—Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 10—Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits and total investment income as reported in the financial statements to the Form 5500 as of and for the period ended April 17, 2017 and as of and for the years ended December 31, 2016 and 2015:

	April 17, 2017	December 31, 2016	December 31, 2015
Net assets available for benefits as reported in the financial statements	$ -	$ 24,465,039	$ 22,425,091
Plan Sponsor's contributions receivable	-	(16,790)	(5,725)
Participants' contributions receivable	-	(58,880)	-
Excess contributions payable	-	-	15,424
Net assets available for benefits as reported on Schedule H of Form 5500	$ -	$ 24,389,369	$ 22,434,790

Note 10—Reconciliation of financial statements to Form 5500 (continued)

	April 17, 2017	December 31, 2016	December 31, 2015
Net increase as reported in the financial statements	$ (24,465,039)	$ 2,039,948	$ 1,299,101
Adjustment of stable value fund reported at fair value on Form 5500	-	-	(41,582)
Decrease (increase) in participants' contributions receivable	58,880	(58,880)	27,809
Decrease (increase) in Plan Sponsor's contributions receivable	16,790	(11,065)	7,354
Increase (decrease) in excess contributions payable	-	(15,424)	14,929
Net income as reported on Schedule H of Form 5500	$ (24,389,369)	$ 1,954,579	$ 1,307,611

Note 11—Subsequent events

The Plan's management has reviewed all subsequent events through October 11, 2017, the date the financial statements were issued, to determine whether any event required either recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULE

FAIVELEY TRANSPORT 401(k) PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, PART IV, LINE 4i
EIN: 54-0651579 PLAN: 001

DECEMBER 31, 2016

(a) Identity of Party Involved	(b) Identity of Issue	(c) Description of Investment	(e) Fair Value
	CASH AND CASH EQUIVALENTS		
*	Fidelity Retirement Money Market		$ 1,339,797
	Total cash and cash equivalents		1,339,797
	SELF-DIRECTED BROKERAGE ACCOUNT		
*	Fidelity Cash Reserves	Cash	208,007
	Advance Auto Parts, Inc.	Common Stock	5,086
	Agnico Eagle Mines LTD	Common Stock	8,400
	Altria Group Inc.	Common Stock	6,762
	Apple Computer Inc.	Common Stock	147,171
	Barrick Gold Corp	Common Stock	9,269
	Bristol Myers Squibb	Common Stock	5,844
	Canadian National Railway Company	Common Stock	7,458
	Caterpillar Inc.	Common Stock	24,607
	Cemex	Common Stock	2,489
	Central Fund of Canada	Common Stock	11,290
	Clean Energy Fuels Corp	Common Stock	2,860
	ConocoPhillips	Common Stock	5,014
	CVS Corporation	Common Stock	1,613
	Delta Air Lines Inc.	Common Stock	8,443
	Flaherty Crumine/Claymore	Common Stock	1,292
	Freeport McMoran Copper & Gold	Common Stock	1,319
	General Electric Co.	Common Stock	3,572
	Ishares Silver TR	Common Stock	6,800
	Johnson & Johnson	Common Stock	13,398
	Kinross Gold Corp	Common Stock	1,555
	Netflix.Com Inc.	Common Stock	21,665
	New Gold Inc.	Common Stock	438
	Newmont Mining Corp	Common Stock	3,407
	Norfolk Southern Corp.	Common Stock	12,209
	Peabody Energy Corp.	Common Stock	20
	Phillip Morris Intl Inc.	Common Stock	9,149
	Phillips 66	Common Stock	4,321
	Resolute Energy Corp	Common Stock	12,357
	Rex Energy Corp	Common Stock	141
	Silver Standard Res Inc.	Common Stock	803
	Silver Wheaton Corp.	Common Stock	814
	SPDR Gold TR Gold SHS	Common Stock	16,442

FAIVELEY TRANSPORT 401(k) PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
FORM 5500, SCHEDULE H, PART IV, LINE 4i
EIN: 54-0651579 PLAN: 001

DECEMBER 31, 2016

(a) Identity of Party Involved	(b) Identity of Issue	(c) Description of Investment	(e) Fair Value
	Sportsman Warehouse Holdings, Inc.	Common Stock	$ 939
	Sturm Ruger & Co, Inc.	Common Stock	2,937
	The Walt Disney Company	Common Stock	7,504
	Under Armour, Inc.	Common Stock	2,237
	Union Pacific Corporation	Common Stock	2,167
	Vaneck Vectors ETF TR	Common Stock	8,809
	Vaneck Vectors ETF TR JR	Common Stock	3,986
	Wabtec	Common Stock	31,658
	Walter Industries, Inc.	Common Stock	321
	Westport Innovations Inc.	Common Stock	1,130
	Yamana Gold Inc.	Common Stock	1,124
	Total self-directed brokerage account		626,825
	MUTUAL FUNDS:		
	American Century	Equity Growth Fund Investor	999,486
	American Century	Equity Income Fund Investor	888,868
	Columbia	Small Cap Index R5	430,260
	Dreyfus	S&P 500 Index	452,683
*	Fidelity Advisor	Freedom 2005 I	53
*	Fidelity Advisor	Freedom 2010 I	395,557
*	Fidelity Advisor	Freedom 2020 I	2,812,566
*	Fidelity Advisor	Freedom 2025 I	1,238,126
*	Fidelity Advisor	Freedom 2030 I	1,980,504
*	Fidelity Advisor	Freedom 2040 I	1,612,930
*	Fidelity Advisor	New Insights I	1,288,574
*	Fidelity Advisor	Total Bond Instl.	419,895
*	Fidelity Advisor	Freedom 2015 I	578,314
*	Fidelity Advisor	Freedom 2035 I	699,647
*	Fidelity Advisor	Freedom 2045 I	425,618
*	Fidelity Advisor	Freedom 2050 I	383,366
*	Fidelity Advisor	Freedom 2055 I	198,139
*	Fidelity Advisor	Freedom Income I	126,781
	John Hancock Funds	Disciplined Value Mid-Cap Fund	879,420
	Massachusetts Financial Services Company	Aggressive Growth Allocation R4	54,312
	Massachusetts Financial Services Company	Conservative Allocation R4	3,855
	Massachusetts Financial Services Company	Growth Allocation R4	183,639
	Massachusetts Financial Services Company	Moderate Allocation R4	26,377
	Metwest	Total Return Bond I	908,503

FAIVELEY TRANSPORT 401(k) PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
FORM 5500, SCHEDULE H, PART IV, LINE 4i
EIN: 54-0651579 PLAN: 001

DECEMBER 31, 2016

(a) Identity of Party Involved	(b) Identity of Issue	(c) Description of Investment		(e) Fair Value
	Oppenheimer	International Diversified Y		$ 316,189
	Oppenheimer	Developing Market Y		76,049
	Principal	Midcap Fund Institutional		383,583
	Thornburg	International Value R6		494,318
	Total mutual funds			18,257,612
	COMMON TRUST FUND:			
	Wells Fargo	Stable Value Fund Class M		3,508,401
	NOTES RECEIVABLE FROM PARTICIPANTS:			
*	Notes receivable from participants		4.25%	656,734
				$ 24,389,369

*Party-in-interest investment

Note: Cost has been omitted for participant directed investments.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.

FAIVELEY TRANSPORT 401(k) PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

As of and for the Period Ended April 17, 2017 and the Years Ended December 31, 2016 and 2015

And Report of Independent Auditor

Cherry Bekaert LLP
CPAs & Advisors

FAIVELEY TRANSPORT 401(k) PLAN
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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Cherry Bekaert LLP
CPAs & Advisors

Report of Independent Auditor

Plan Administrator of
Faiveley Transport 401(k) Plan
Salem, Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Faiveley Transport 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of April 17, 2017, December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the periods 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the period ended April 17, 2017, and as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2016, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, and is presented for the purpose of additional analysis and is not a required part of the 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 the supplemental schedule referred to above.

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

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

Cherry Bekaert LLP

Roanoke, Virginia
October 11, 2017

FAIVELEY TRANSPORT 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

APRIL 17, 2017 AND DECEMBER 31, 2016 AND 2015

	April 17, 2017	December 31, 2016	December 31, 2015
ASSETS			
Investments, at fair value:			
Money market fund	$ -	$ 1,339,797	$ 1,308,496
Self-directed brokerage accounts	-	626,825	529,522
Mutual funds	-	18,257,612	16,649,074
Common trust fund	-	3,508,401	3,405,293
Total Investments, at fair value	-	23,732,635	21,892,385
Receivables:			
Notes receivable from participants	-	656,734	542,405
Participants' contributions receivable	-	58,880	-
Plan Sponsor's contributions receivable	-	16,790	5,725
Total Receivables	-	732,404	548,130
Total Assets	-	24,465,039	22,440,515
LIABILITIES			
Plan Sponsor's contributions payable	-	-	15,424
Total liabilities	-	-	15,424
Net Assets Available for Benefits	$ -	$ 24,465,039	$ 22,425,091

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

FAIVELEY TRANSPORT 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

PERIOD ENDED APRIL 17, 2017 AND YEARS ENDED DECEMBER 31, 2016 AND 2015

	April 17, 2017	December 31, 2016	December 31, 2015
Additions to net assets attributed to:			
Investment Income:			
Net appreciation (depreciation) in fair value investments, including realized gains and losses	$ 969,338	$ 735,071	$ (979,838)
Interest and dividends	30,337	808,317	981,609
Net Investment Income	999,675	1,543,388	1,771
Interest income on notes receivable from participants	6,025	23,031	18,372
Contributions:			
Participants	-	1,842,658	1,793,479
Rollovers	-	456,287	83,846
Plan Sponsor, net of forfeitures	-	527,298	502,945
Total Contributions	-	2,826,243	2,380,270
Total Additions	1,005,700	4,392,662	2,400,413
Deductions from net assets attributed to:			
Distributions paid to participants	1,429,301	2,309,614	1,060,564
Administrative expenses	13,038	43,100	40,748
Total Deductions	1,442,339	2,352,714	1,101,312
Net increase (decrease) before transfers out of the Plan	(436,639)	2,039,948	1,299,101
Net transfers out of the Plan	(24,028,400)	-	-
Net increase (decrease)	(24,465,039)	2,039,948	1,299,101
Net assets available for benefits, beginning of year	24,465,039	22,425,091	21,125,990
Net assets available for benefits, end of year	$ -	$ 24,465,039	$ 22,425,091

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

Note 1—Description of Plan

The following description of Faiveley Transport 401(k) Plan (the "Plan"), is provided for general information purposes only. The Plan was established after the merging of the Ellcon National, Inc. 401(k) Savings Plan and the Graham-White Manufacturing, Co. 401(k) Profit Sharing Plan. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a defined contribution plan covering substantially all employees of Faiveley Transport (the "Plan Sponsor"). Employees who are at least 21 years of age become eligible on the first day of the month after completing 2 months of employment. Participants may participate in the Plan's non-elective and matching contributions after service of 6 months and 2 months, respectively. Prior to October 1, 2014, an employee had to obtain 6 months of service prior to becoming eligible to participant in the Plan. The Plan was formally amended and restated effective February 26, 2015. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Effective December 31, 2016, the Plan was amended to freeze participation in and contributions under the Plan. Effective April 16, 2017, the Plan was amended to include a Plan of liquidation and merger for the merger and transfer of Plan assets.

Participant Contributions – Participants may contribute up to 100% of their eligible compensation on a pre-tax or after-tax basis as defined by the Plan up to the statutory maximum amount of contributions allowed by the Internal Revenue Service ("IRS"). The statutory maximum amount of contributions allowed was $18,000 for the period ended April 17, 2017 and for the years ended December 31, 2016 and 2015. The Plan allows for catch-up contributions for participants over the age of 50 up to limits imposed by law, $6,000 for the period ended April 17, 2017 and for the years ended December 31, 2016 and 2015. Participants may contribute amounts representing distributions from other qualified benefit plans. These contributions, if any, are classified as rollover contributions in the statements of changes in net assets available for benefits.

Plan Sponsor Contributions – The Plan Sponsor makes matching contributions of 40%, up to 6% of eligible compensation. The Plan Sponsor may also make a discretionary profit sharing contribution to those employed on the last day of the period and who have completed at least 1,000 hours of service. There were no discretionary profit sharing contributions made during 2017, 2016 or 2015.

Effective October 3, 2014, the Plan was amended so both newly hired and current employees, excluding non-participants from the pre-existing Ellcon National, Inc. 401(k) Savings Plan, became subject to automatic enrollment into the Plan at a 6% enrollment rate, unless the participant affirmatively elects otherwise. From September 1, 2013 through September 30, 2014, newly hired participants were subject to a 3% enrollment rate. Employees who were not participating in the Ellcon National, Inc. 401(k) Savings Plan at the time of the merger are not subject to the automatic enrollment. All participants who have automatic enrollment contributions made on his or her behalf shall be subject to an annual increase of 1% (not to exceed 10%). Participants may opt out of these annual increases.

Participant Accounts – Each participant's account is credited with the participant's contributions, the Plan Sponsor's matching contributions, an allocation of the Plan Sponsor's discretionary contributions, and Plan earnings and charged with withdrawals and an allocation of Plan losses and administrative expenses. The matching contributions are allocated based upon participants' contributions to the Plan. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The Plan Sponsor's discretionary profit sharing contribution, if any, is allocated based upon participants' eligible compensation.

Note 1—Description of Plan (continued)

Vesting – Participants are 100% vested in their own rollover contributions, pre-tax contributions, matching Plan Sponsor contributions, and any earnings thereon. A participant is automatically fully vested in Plan Sponsor discretionary profit sharing contributions made under the Plan, if any, at age 65, upon early retirement at 59½ with 5 years of service, death, or disability. The following table shows vesting for Plan Sponsor discretionary profit sharing contributions.

Years of Service	Vesting Percent
1	0%
2	20%
3	40%
4	60%
5	80%
6+	100%

Notes Receivable from Participants – Participants may borrow from their accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 reduced by provisions concerning outstanding loans or 50% of the participant's vested interest in his or her account balances. Borrowings are treated as a transfer between the investment funds and notes receivable from participants. Terms range from one to five years. A borrowing is secured by the balance in the participant's account and bears interest at the prevailing interest rates, as defined in the Plan. For the period ended April 17, 2017 and years ended December 31, 2016 and 2015, the interest rate for all loans was 4.25%. Principal and interest are paid ratably through monthly payroll deductions.

Forfeitures – At April 17, 2017 and December 31, 2016 and 2015, forfeited non-vested accounts totaled $-0-, $485, and $5,596, respectively. For the period ended April 17, 2017 and years ended December 31, 2016 and 2015, $-0-, $5,534, and $5,949 were used to reduce Plan Sponsor contributions, respectively.

Investment Options – Participants may direct the investment of their account into various options offered by the Plan. In addition, the Plan offers a self-directed brokerage investment option, where participants can invest in stocks, bonds, treasury securities, certificates of deposit, unit investment trusts, foreign securities, and mutual funds that are otherwise not offered in the Plan. The minimum investment in the self-directed brokerage account is $2,500.

Benefit Payments – Distributions can be made due to retirement, death, disability, or termination of employment and are subject to the applicable provisions of the Plan agreement. Up to 100% of the participant's vested account balance can be paid in a lump-sum, direct rollover to another qualified plan, or installments to the participant or their beneficiaries.

Upon showing of "financial hardship" and approval from the Plan Sponsor, a participant may withdraw part or all of their voluntary contributions, and certain amounts transferred to this Plan from another plan of the Plan Sponsor, if applicable. If a withdrawal is made, the participant is ineligible to contribute to the Plan for a period of six months following the distribution.

Upon attainment of age 55, participants shall be entitled to receive a distribution of their entire account balance, including the vested portion of Plan Sponsor matching and discretionary profit sharing contributions.

Note 1—Description of Plan (continued)

Administrative Expenses – Certain expenses of maintaining the Plan, primarily consisting of investment management fees, are paid by the Plan, unless otherwise paid by the Plan Sponsor. Expenses that are paid by the Plan Sponsor are excluded from these financial statements. Transactional fees related to the administration of notes receivable from participants and distributions are charged directly to the participant's account and are included in administrative expenses.

Note 2—Summary of significant accounting policies

Method of Accounting – The Plan's financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates – The preparation of financial statements in conformity with GAAP requires the Plan's administrator to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value. Cash equivalents are valued at face value, which approximate fair value. Units of self-directed brokerage accounts are stated at quoted prices. Mutual funds are stated at quoted market prices. Common trust funds are valued at quoted prices which represent the net asset value of shares held by the Plan at year-end.

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

Payment of Benefits – Benefits are recorded when distributed to participants.

Note 3—Certified financial information

Fidelity Management Trust Company, the Plan's trustee, holds the Plan's investment assets and executes transactions therein. Investments, notes receivable from participants, investment income, and interest income from participants' notes receivable included in the accompanying financial statements and supplemental schedule is based on information certified by the trustee as complete and accurate and has not been examined by independent auditors of the Plan.

Note 4—Common trust fund

The Plan invests in a common trust fund with Wells Fargo Bank, N.A. ("Wells Fargo"). The fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. The account is credited with earnings on the underlying investments and charged for participants' withdrawals and administrative fees. The Plan is permitted to redeem investment units at Net Asset Value ("NAV") for participant-directed transactions on the measurement date. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Note 5—Fair value measurements

Financial Accounting Standards Board Accounting Standards Codification 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes valuation inputs into three levels as described below:

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at April 17, 2017 and December 31, 2016 and 2015.

Self-Directed Brokerage Accounts – Valued at the daily closing price reported in the active market in which the individual securities are traded.

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

Common Trust Fund – Valued at NAV based on estimated fair value of the underlying assets. The investment is valued using NAV provided by the administrator of the fund. The NAV is based on subtracting the fund's total liabilities from total assets and dividing by the number of shares outstanding, see Note 4.

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.

Note 5—Fair value measurements (continued)

The following table sets forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016.

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 1,308,496	$ -	$ -	$ 1,308,496
Self-directed brokerage accounts	529,522	-	-	529,522
Mutual funds	16,649,074	-	-	16,649,074
Total assets in fair value hierarchy	$ 18,487,092	$ -	$ -	18,487,092
Common trust fund measured at NAV[(a)]				3,405,293
Investments at fair value				$ 21,892,385

The following table sets forth, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015.

	Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 1,339,797	$ -	$ -	$ 1,339,797
Self-directed brokerage accounts	626,825	-	-	626,825
Mutual funds	18,257,612	-	-	18,257,612
Total assets in fair value hierarchy	$ 20,224,234	$ -	$ -	20,224,234
Common trust fund measured at NAV[(a)]				3,508,401
Investments at fair value				$ 23,732,635

(a) In accordance with Subtopic 820-10, certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts present in the statements of net assets available for benefits.

Note 5—Fair value measurements (continued)

Investments Measured Using NAV per Share Practical Expedient – The following table summarizes investments measured for which fair value is measured using the NAV per share practical expedient as of December 31:

	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
December 31, 2016				
Common/collective trusts	$ 3,508,401	n/a	Daily	n/a
December 31, 2015				
Common/collective trusts	$ 3,405,293	n/a	Daily	n/a

The Plan holds an investment in a common collective trust with Wells Fargo, the Stable Value Fund Class M, to maintain a portion of the Plan contributions in guaranteed investment contracts and synthetic guaranteed investment contracts and other stable value products. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at net asset value. The redemption and subscription frequencies are daily. As of December 31, 2016 and 2015, the fund has no redemption notice periods or unfunded commitments.

Note 6—Party-in-interest transactions

The Plan invests in various investments managed by Fidelity Investments, a company affiliated with the Plan's trustee, and therefore these transactions qualify as party-in-interest transactions.

The Plan Sponsor pays the trustee and asset management fees to Fidelity Management Trust Company. In addition, notes receivable from participants are considered to be party-in-interest transactions because they are transacted with Plan participants.

Note 7—Plan merger

Due to the merger of Faiveley Transport with Wabtec Corporation effective November 30, 2016, the Plan was amended to freeze participation in and contributions under the Plan as of December 31, 2016. As of January 1, 2017, employees of Faiveley Transport who otherwise meet requirements of an Eligible Employee were eligible to participant in the Wabtec Savings Plan. As of January 1, 2017, employees of Amsted Rail – Faiveley who otherwise meet requirements of and Eligible Employee were eligible to participant in the Amsted Industries Employees' Capital Accumulation Plan. Effective as of January 1, 2017, Plan assets were to be transferred as soon as administratively practicable thereafter to the Wabtec Savings Plan and the Amsted Industries Employee's Capital Accumulation Plan and administered in accordance with the generally acceptable terms of the Plan. During the period January 1, 2017 to April 17, 2017, all participant accounts were liquidated and transferred.

Note 8—Income tax status

The Internal Revenue Services ("IRS") has issued an opinion letter dated March 31, 2014, stating the prototype plan document used by the Plan was designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan's administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

GAAP requires Plan management 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. Plan management has analyzed the tax positions taken by the Plan, and has concluded as of April 17, 2017 and December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 9—Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 10—Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits and total investment income as reported in the financial statements to the Form 5500 as of and for the period ended April 17, 2017 and as of and for the years ended December 31, 2016 and 2015:

	April 17, 2017	December 31, 2016	December 31, 2015
Net assets available for benefits as reported in the financial statements	$ -	$ 24,465,039	$ 22,425,091
Plan Sponsor's contributions receivable	-	(16,790)	(5,725)
Participants' contributions receivable	-	(58,880)	-
Excess contributions payable	-	-	15,424
Net assets available for benefits as reported on Schedule H of Form 5500	$ -	$ 24,389,369	$ 22,434,790

Note 10—Reconciliation of financial statements to Form 5500 (continued)

	April 17, 2017	December 31, 2016	December 31, 2015
Net increase as reported in the financial statements	$ (24,465,039)	$ 2,039,948	$ 1,299,101
Adjustment of stable value fund reported at fair value on Form 5500	-	-	(41,582)
Decrease (increase) in participants' contributions receivable	58,880	(58,880)	27,809
Decrease (increase) in Plan Sponsor's contributions receivable	16,790	(11,065)	7,354
Increase (decrease) in excess contributions payable	-	(15,424)	14,929
Net income as reported on Schedule H of Form 5500	$ (24,389,369)	$ 1,954,579	$ 1,307,611

Note 11—Subsequent events

The Plan's management has reviewed all subsequent events through October 11, 2017, the date the financial statements were issued, to determine whether any event required either recognition or disclosure in the financial statements.

SUPPLEMENTAL SCHEDULE

FAIVELEY TRANSPORT 401(k) PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, PART IV, LINE 4i
EIN: 54-0651579 PLAN: 001

DECEMBER 31, 2016

(a) Identity of Party Involved	(b) Identity of Issue	(c) Description of Investment	(e) Fair Value
	CASH AND CASH EQUIVALENTS		
*	Fidelity Retirement Money Market		$ 1,339,797
	Total cash and cash equivalents		1,339,797
	SELF-DIRECTED BROKERAGE ACCOUNT		
*	Fidelity Cash Reserves	Cash	208,007
	Advance Auto Parts, Inc.	Common Stock	5,086
	Agnico Eagle Mines LTD	Common Stock	8,400
	Altria Group Inc.	Common Stock	6,762
	Apple Computer Inc.	Common Stock	147,171
	Barrick Gold Corp	Common Stock	9,269
	Bristol Myers Squibb	Common Stock	5,844
	Canadian National Railway Company	Common Stock	7,458
	Caterpillar Inc.	Common Stock	24,607
	Cemex	Common Stock	2,489
	Central Fund of Canada	Common Stock	11,290
	Clean Energy Fuels Corp	Common Stock	2,860
	ConocoPhillips	Common Stock	5,014
	CVS Corporation	Common Stock	1,613
	Delta Air Lines Inc.	Common Stock	8,443
	Flaherty Crumine/Claymore	Common Stock	1,292
	Freeport McMoran Copper & Gold	Common Stock	1,319
	General Electric Co.	Common Stock	3,572
	Ishares Silver TR	Common Stock	6,800
	Johnson & Johnson	Common Stock	13,398
	Kinross Gold Corp	Common Stock	1,555
	Netflix.Com Inc.	Common Stock	21,665
	New Gold Inc.	Common Stock	438
	Newmont Mining Corp	Common Stock	3,407
	Norfolk Southern Corp.	Common Stock	12,209
	Peabody Energy Corp.	Common Stock	20
	Phillip Morris Intl Inc.	Common Stock	9,149
	Phillips 66	Common Stock	4,321
	Resolute Energy Corp	Common Stock	12,357
	Rex Energy Corp	Common Stock	141
	Silver Standard Res Inc.	Common Stock	803
	Silver Wheaton Corp.	Common Stock	814
	SPDR Gold TR Gold SHS	Common Stock	16,442

FAIVELEY TRANSPORT 401(k) PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
FORM 5500, SCHEDULE H, PART IV, LINE 4i
EIN: 54-0651579 PLAN: 001

DECEMBER 31, 2016

(a) Identity of Party Involved	(b) Identity of Issue	(c) Description of Investment	(e) Fair Value
	Sportsman Warehouse Holdings, Inc.	Common Stock	$ 939
	Sturm Ruger & Co, Inc.	Common Stock	2,937
	The Walt Disney Company	Common Stock	7,504
	Under Armour, Inc.	Common Stock	2,237
	Union Pacific Corporation	Common Stock	2,167
	Vaneck Vectors ETF TR	Common Stock	8,809
	Vaneck Vectors ETF TR JR	Common Stock	3,986
	Wabtec	Common Stock	31,658
	Walter Industries, Inc.	Common Stock	321
	Westport Innovations Inc.	Common Stock	1,130
	Yamana Gold Inc.	Common Stock	1,124
	Total self-directed brokerage account		626,825
	MUTUAL FUNDS:		
	American Century	Equity Growth Fund Investor	999,486
	American Century	Equity Income Fund Investor	888,868
	Columbia	Small Cap Index R5	430,260
	Dreyfus	S&P 500 Index	452,683
*	Fidelity Advisor	Freedom 2005 I	53
*	Fidelity Advisor	Freedom 2010 I	395,557
*	Fidelity Advisor	Freedom 2020 I	2,812,566
*	Fidelity Advisor	Freedom 2025 I	1,238,126
*	Fidelity Advisor	Freedom 2030 I	1,980,504
*	Fidelity Advisor	Freedom 2040 I	1,612,930
*	Fidelity Advisor	New Insights I	1,288,574
*	Fidelity Advisor	Total Bond Instl.	419,895
*	Fidelity Advisor	Freedom 2015 I	578,314
*	Fidelity Advisor	Freedom 2035 I	699,647
*	Fidelity Advisor	Freedom 2045 I	425,618
*	Fidelity Advisor	Freedom 2050 I	383,366
*	Fidelity Advisor	Freedom 2055 I	198,139
*	Fidelity Advisor	Freedom Income I	126,781
	John Hancock Funds	Disciplined Value Mid-Cap Fund	879,420
	Massachusetts Financial Services Company	Aggressive Growth Allocation R4	54,312
	Massachusetts Financial Services Company	Conservative Allocation R4	3,855
	Massachusetts Financial Services Company	Growth Allocation R4	183,639
	Massachusetts Financial Services Company	Moderate Allocation R4	26,377
	Metwest	Total Return Bond I	908,503

FAIVELEY TRANSPORT 401(k) PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
FORM 5500, SCHEDULE H, PART IV, LINE 4i
EIN: 54-0651579 PLAN: 001

DECEMBER 31, 2016

(a) Identity of Party Involved	(b) Identity of Issue	(c) Description of Investment		(e) Fair Value
	Oppenheimer	International Diversified Y		$ 316,189
	Oppenheimer	Developing Market Y		76,049
	Principal	Midcap Fund Institutional		383,583
	Thornburg	International Value R6		494,318
	Total mutual funds			18,257,612
	COMMON TRUST FUND:			
	Wells Fargo	Stable Value Fund Class M		3,508,401
	NOTES RECEIVABLE FROM PARTICIPANTS:			
*	Notes receivable from participants		4.25%	656,734
				$ 24,389,369

*Party-in-interest investment

Note: Cost has been omitted for participant directed investments.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.