Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan
- ☐ a DFE (specify) ____

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

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

D Check box if filing under:
- ☒ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
OWL COMPANIES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1966

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)
OWL COMPANIES

2465 CAMPUS DRIVE
IRVINE, CA 92612

2b Employer Identification Number (EIN)
95-1073804

2c Plan Sponsor's telephone number
949-797-2024

2d Business code (see instructions)
541600

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	THERESA KHOLOMA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	THERESA KHOLOMA
	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**	2319
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)**	2083
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	2885
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	257
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	3142
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	8
f	Total. Add lines **6d** and **6e**.	**6f**	3150
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	688
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	15
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 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **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
OWL COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OWL COMPANIES

D Employer Identification Number (EIN)
95-1073804

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

T ROWE PRICE

52-2264646

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

ALLIANZ NFJ

33-0457728

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

AMERICAN FUNDS

95-1411037

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

JOHN HANCOCK

04-3483032

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

DODGE & COX

94-1441976

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

LORD ABBETT

13-5620131

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

OPPENHEIMER

13-2527171

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

VANGUARD

23-1945930

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

METROPOLITAN WEST

95-4597302

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 49 50 60 63 62 64	SERVICE PROVIDER	33220	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

BFSG, INC 401K

20-8532658

(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 52	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	52608	Yes [ ] No [X]

(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
BFSG, INC 401K	27 52	52608
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WELLS FARGO BANK, N.A. 94-1347393	19 BASIS POINTS	

(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
OWL COMPANIES 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
OWL COMPANIES

D Employer Identification Number (EIN)
95-1073804

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: STABLE RETURN FUND N60

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)
52-2251407-001	C	3411403

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

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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
OWL COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OWL COMPANIES

D Employer Identification Number (EIN)
95-1073804

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	525713	596065
(9) Value of interest in common/collective trusts	1c(9)	3116599	3411403
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	25726006	23704957
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	29368318	27712425
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	29368318	27712425

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)	529694	
	(B) Participants	2a(1)(B)	1266520	
	(C) Others (including rollovers)	2a(1)(C)	26512	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1822726
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	28514	
	(F) Other	2b(1)(F)	2	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		28516
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	342516	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		342516
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	58	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		58
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		58637
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1819144
c Other income	2c		2063
d Total income. Add all **income** amounts in column (b) and enter total	2d		4073660
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5606229	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		5606229
f Corrective distributions (see instructions)	2f		5113
g Certain deemed distributions of participant loans (see instructions)	2g		-533
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	118744	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		118744
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5729553
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-1655893
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ 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: KIECKHAFER, SCHIFFER & COMPANY LLP **(2)** EIN: 33-0688321

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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

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

Part V Trust Information

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

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

A Name of plan
OWL COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OWL COMPANIES

D Employer Identification Number (EIN)
95-1073804

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 41-6257133

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 _____/_____/_____.

OWL COMPANIES 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2016 AND 2015
WITH INDEPENDENT AUDITOR'S REPORT

KS&Co
Kieckhafer Schiffer & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

OWL COMPANIES 401(K) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2016 AND 2015

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Supplemental Schedule

Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2016 15

All other supplemental 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 are omitted because of the absence of conditions under which they are required.

KS&Co
Kieckhafer Schiffer & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

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Independent Auditor's Report

Retirement Plan Committee
Owl Companies 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Owl Companies 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 Wells Fargo Bank, N.A., the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of December 31, 2016 and 2015 and for the years then ended, that the information provided to the Plan Administrator by the custodian 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 this supplemental schedule.

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 custodian, 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.

Kieckhafer Schiffer & Company LLP

Kieckhafer, Schiffer & Company, LLP

October 10, 2017
Irvine, California

OWL COMPANIES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS:		
Investments (at fair value):		
Mutual funds	$ 23,704,957	$ 25,726,006
Common collective trust	3,411,403	3,116,599
Total investments (at fair value)	27,116,360	28,842,605
Notes receivable from participants	596,065	525,713
Total assets	27,712,425	29,368,318
LIABILITIES:		
Excess contributions payable	-	5,113
NET ASSETS AVAILABLE FOR BENEFITS	$ 27,712,425	$ 29,363,205

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
ADDITIONS:		
INVESTMENT INCOME:		
Net appreciation in fair value of investments	$ 1,877,781	$ 14,736
Dividends	342,516	337,765
Other income	2,123	2,752
Total investment income	2,222,420	355,253
INTEREST RECEIVED ON NOTES FROM PARTICIPANTS	28,514	30,518
CONTRIBUTIONS:		
Employer	529,694	529,343
Participant	1,266,520	1,365,898
Rollover	26,512	55,685
Total contributions	1,822,726	1,950,926
Total additions	4,073,660	2,336,697
DEDUCTIONS:		
Benefits paid to participants	5,605,696	3,059,942
Administrative expenses	118,744	123,340
Total deductions	5,724,440	3,183,282
Net decrease	(1,650,780)	(846,585)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of the year	29,363,205	30,209,790
End of the year	$ 27,712,425	$ 29,363,205

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

1. Description of Plan

The following description of the Owl Companies 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

a. General

The Plan is a defined contribution plan originally established January 1, 1966 by Owl Companies and its participating affiliates (collectively the "Company," "Employer", "Plan Sponsor" or "Plan Administrator"), as defined in the Plan document, under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

b. Administration

The Plan Administrator is responsible for the day-to-day administration and operation of the Plan. The Company delegates its duties under the Plan to its Retirement Plan Committee (the "Committee"). The Committee is appointed by the Company's board of directors and is responsible for monitoring the Plan's investments. Wells Fargo Bank, N.A. (the "Custodian" and "Recordkeeper") is the custodian of the Plan's assets and also maintains the individual participant account balances. The Custodian has the power to administer the Plan and apply all of its provisions on behalf of the Plan Sponsor and the Committee. The Plan Sponsor has the discretion to appoint or remove any trustee or agent of the Plan.

c. Eligibility

The Plan covers all employees of the Company and Career Systems Development Corporation ("CSD"), a subsidiary of the Company, (collectively referred to as the "Companies") who are age 18 or older, excluding leased employees, reclassified employees, employees covered by a collective bargaining agreement, and part-time, temporary, or seasonal employees whose regularly scheduled services are less than 1,000 hours of service during the computation period.

d. Participant Contributions

Participants may contribute to the Plan up to 50% of eligible compensation through elective, pre-tax, and Roth salary deferrals, subject to IRC limits of $18,000 for the years ended December 31, 2016 and 2015. Contributions of highly-compensated employees are limited to 5% of compensation each pay period. Upon reaching the age of 50, participants may make additional catch-up contributions limited to $6,000 for the years ended December 31, 2016 and 2015.

Participants may also make rollover contributions from other qualified defined plans and certain individual retirement accounts.

e. Employer Contributions

The Company makes employer matching contributions to eligible participants who have been employed by the Company for at least one year. The Company matches 50% of the participant's elective deferral up to the first 6% of eligible compensation, excluding catch-up contributions. Matching contributions totaled $414,434 and $452,654 for the years ended December 31, 2016 and 2015, respectively.

CSD makes qualified non-elective contributions ("QNECs") to employees covered by, or at sites, subject to the McNamara O'Hara Service Contract Act, the Walsh Healy Public Contracts Act, or the Davis Bacon Act ("prevailing wage contracts") based on the compensation paid under such contract. Participants entitled to these "prevailing wage contributions" are not eligible for employer matching contributions. Prevailing wage contributions totaled $115,260 and $76,689 for the years ended December 31, 2016 and 2015, respectively.

All contributions are invested in the participants' accounts according to their specified investment allocations as of the date of the contribution.

f. Participant Accounts

Individual accounts are maintained for each participant to reflect the participant's contributions, employer contributions, allocations of Plan earnings (losses), and administrative expenses. Allocations are done daily using a weighted-average of participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

g. Vesting

Participants are always 100% vested in their contributions, catch-up contributions, rollover contributions, qualified non-elective contributions, and the earnings thereon. Participants vest in matching contributions and the earnings thereon as follows:

Years of Service	Vested Percentage
Less than 1	0%
1	20%
2	40%
3	70%
4	80%
5 or more	100%

Participants become 100% vested in their accounts if they are employed with the Companies and reach normal retirement age, become totally disabled, die, or if the Plan terminates.

h. Forfeitures

Participants who terminate employment forfeit the non-vested portion of their matching and discretionary non-elective contributions and earnings thereon. As of December 31, 2016 and 2015, forfeited non-vested accounts totaled $6,616 and $15,641, respectively. Forfeitures may be used to pay for Plan administrative expenses or to offset employer contributions. For the year ended December 31, 2016, $22,182 of forfeitures were used to offset matching contributions. For the year ended December 31, 2015 no forfeitures were used to pay for Plan administrative expenses or to offset employer contributions.

i. Notes Receivable from Participants

Participants may borrow from their accounts the lesser of a) $50,000, reduced by their highest outstanding note balance during the prior year, or b) 50% of their vested account balance, subject to a $1,000 minimum. Notes are secured by the vested balance in the participant's account.

Note payments are made through payroll deductions over periods up to five years, unless the note is used to acquire a primary residence, in which case the loan term may not exceed 15 years. New notes bear interest at the prime rate plus 2% per annum, fixed at inception of the note. As of December 31, 2016, notes mature through 2025 and bear interest at rates ranging from 5.25% to 5.50%, which are commensurate with local prevailing rates as determined by the Plan Administrator at the time of the note.

j. Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant or beneficiary may elect to receive an amount equal to the participant's vested account balance in a lump-sum payment, installment payments over the participant's or beneficiary's assumed life expectancy, roll the amount to an individual retirement account or other eligible transferee plan, or delay payment until the beginning date of required minimum distributions, depending on the value of the account. In addition, the Plan permits in-service distributions for participants who are age 59 ½ or older. Distributions paid prior to the participant attaining age 59 ½ and not rolled into another retirement account are subject to federal income tax of 20% and a federal excise tax of 10%.

Vested account balances less than $5,000, but more than $1,000 may be distributed as a lump-sum cash payment or in the form of a direct rollover to an individual retirement account or eligible retirement plan at the consent of the participant or beneficiary. Vested account balances less than $1,000 are distributed in a single lump-sum cash payment to the participant or beneficiary.

k. Hardship Withdrawals

Upon certain conditions, participants, while still employed by the Companies, are permitted to withdraw, in a single lump sum, a portion of their vested account balances as a result of an immediate and heavy financial need. These conditions include the payment of tax-deductible medical expenses, post-secondary education tuition for immediate family members, funeral or burial costs of immediate family members, natural disaster clean-up on the participant's primary residence, the purchase of the participant's primary residence, or to prevent eviction or foreclosure from the participant's primary residence. A participant's right to make elective salary deferrals to the Plan will be suspended for six months after the receipt of a hardship withdrawal.

l. Administrative Expenses

The Company pays certain administrative fees of the Plan, including legal, trustee and audit fees. Direct expenses paid by the Plan were $118,744 and $123,340 for the years ended December 31, 2016 and 2015, respectively. Certain expenses are included in the transaction prices of investments bought and sold and are not separately quantifiable. The Plan charges certain loan and distribution fees to the impacted participants.

2. Summary of Significant Accounting Policies

a. Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") as set forth by the Financial Accounting Standards Board (the "FASB").

b. Recently Issued Pronouncements

In May 2015, the FASB issued ASU No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share* (or Its Equivalent) (Topic 820) ("ASU 2015-07"). ASU 2015-07 amended Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*, to remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendment also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. ASU 2015-07 is effective for reporting periods beginning after December 15, 2016. Upon adoption, the Company must apply the new guidance retrospectively to all prior periods presented in the financial statements. The Plan's management does not expect the adoption of ASU 2015-07 will have a material impact on the financial statements.

c. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the amounts of net assets available for benefits, changes therein, the accompanying notes and the supplemental schedule. Actual results could differ from those estimates.

d. Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The common collective trust fund with underlying investments in investment contracts is valued at the net asset value ("NAV") of the underlying investments. See Note 5 for discussion of fair value measurements.

Net appreciation in fair value of investments consists of the net change in unrealized gains or losses during the year and the realized gain or loss on investments sold during the year.

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

e. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. If an active participant fails to make payments for more than 90 days after they are due, the note will be in default. Under certain circumstances, as indicated in the Plan document, a note that is in default may be treated as a taxable distribution from the Plan and will be included in the statements of changes in net assets available for benefits as a benefit payment.

f. Payment of Benefits

Benefits are recorded when paid.

g. Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRC are recorded as a liability with a corresponding reduction to participant's contributions. The Plan distributed the 2015 excess contributions to the applicable participants on May 26, 2016. For the year ended December 31, 2016, the liability for excess contributions payable to participants was $5,113.

h. Subsequent Events

The Plan Administrator has evaluated subsequent events through October 10, 2017, the date the financial statements were made available for issuance.

3. Information Certified by Asset Custodian (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following information included in the financial statements and supplemental schedule was provided and certified by the Custodian, as of December 31, 2016 and 2015 and for the years then ended, as complete and accurate:

- Investments, at fair value
- Investment income
- Interest on notes receivable from participants
- Investments, Note 4
- Schedule of assets (held at end of year)

4. Investments

All Plan investments are participant-directed and held by the Custodian as of December 31, 2016 and 2015. Participants can direct their accounts among various mutual funds and a common collective trust.

The Wells Fargo Stable Return Fund N60 ("Fund N60"), is a common collective trust fund that invests all of its assets in the Wells Fargo Stable Return Fund G ("Fund G"). The value of Fund N60 is based on the underlying unit value reported by Fund G (together, the "Funds"). Fund G invests in fully benefit-responsive investment contracts.

Fund G invests in investment contracts, including traditional guaranteed investment contracts (GIC's) and security-backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics to a traditional investment contract and is comprised of (1) a fixed income security or portfolio of fixed-income securities and (2) a contract value guarantee (wrapper) provided by a third party. Wrappers provide contract value payments for certain participant-initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity. Fund G carries its investments at contract value in accordance with GAAP. Fund G also invests in the Wells Fargo/Black Rock Short Term Investment Fund S, which invests in highly liquid assets, and uses the investment for daily liquidity needs.

GIC's are backed by the general account of the contract issuer. Fund G deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified period. The issuer guarantees that all qualified participant withdrawals will be at contract value (principal plus accrued interest). A security-backed contract is an investment contract (also known as a synthetic GIC or a separate account GIC) issued by an insurance company or other financial institution, backed by a portfolio of bonds.

There are several risks specific to investment contracts. One of the primary risks involved is credit risk of the contract issuer. Credit risk for security-backed contracts includes risks arising from the potential inability of the issuer to meet the terms of the contract wrapper and the potential default of the underlying fixed-income securities. A second risk is that liquidity is limited because of the unique characteristics of investment contracts and the absence of an actively traded secondary market. Interest rate risk is also present because rates may be fixed with these products.

GIC's generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Security-backed contracts generally are evergreen contracts that contain termination provisions, allowing Fund G or the contract issuer to terminate with notice, at any time at fair value, and providing for automatic termination of the contract if the contract value or the fair value of the underlying portfolio equals zero. The issuer is obligated to pay the excess contract value when the fair value of the underlying portfolio equals zero.

Security-backed contracts that permit the issuer to terminate at fair value generally provide that Fund G may elect to convert such termination to an amortization election. In addition, if Fund G defaults in its obligations under the contract (including the issuer's determination that the agreement constitutes a nonexempt prohibited transaction as defined under ERISA, and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and Fund G will receive the fair value as of the date of termination.

GIC's and security-backed contracts also generally provide for withdrawals associated with certain events that are not in the ordinary course of Fund G operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events that may trigger a market value adjustment; however, such events may include all or a portion of: (i) material amendments to Fund G structure or administration; (ii) changes to the participating plans' competing investment options including the elimination of equity

wash provisions; (iii) complete or partial termination of Fund G, including a merger with another fund; (iv) the failure of Fund G to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; (v) the redemption of all or a portion of the interest in Fund G held by a participating plan at the direction of the participating plan sponsor, including withdrawals due to certain corporate actions; (vi) any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to Fund G or participating plans; or (vii) the delivery of any communication to plan participants designed to influence a participant not to invest in Fund G.

At this time, Fund G does not believe that the occurrence of any such market value event, which would limit Fund G's ability to transact with participants at contract value, is probable.

5. Fair Value Measurements

a. Fair Value Hierarchy

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2 – inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and 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.

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

The following is a description of the valuation methodologies used for the Plan's investments at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds: Valued at quoted market prices which are available on active markets.

Common Collective Trust: The Plan invests in a stable value common collective trust. The common collective trust is valued at the NAV of the underlying investments. Participant transactions can occur daily. See discussion on Note 4.

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

	Investments at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds:	$ 23,704,957	$ -	$ -	$ 23,704,957
Common collective trust	-	3,411,403	-	3,411,403
Total investments	$ 23,704,957	$ 3,411,403	$ -	$ 27,116,360

	Investments at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 25,726,006	$ -	$ -	$ 25,726,006
Common collective trust	-	3,116,599	-	3,116,599
Total investments	$ 25,726,006	$ 3,116,599	$ -	$ 28,842,605

b. Investment Calculated at Net Asset Value per Share

The Funds' principal objective is to protect principal while providing a higher rate of return than shorter-maturity investments, such as money market funds or certificates of deposit. To achieve this, the Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments.

The following table provides information regarding redemption of investments where the NAV has been used to measure fair value as of December 31, 2016 and 2015:

	Fair Value		Redemption Frequency	Redemption Notice Period
	2016	2015		
Common collective trust	$3,411,403	$3,116,599	Daily	1 Day

6. Party-in-Interest Transactions

A party-in-interest is defined as a fiduciary or employee of the Plan, any person who provides service to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or a relative of such persons mentioned.

Certain Plan investments are managed by Wells Fargo Bank, N.A., the Custodian of the Plan. Therefore, any investment transaction executed with Wells Fargo Bank, N.A. qualifies as a party-in-interest transaction.

In addition, the Companies are parties-in-interest to the Plan. However, there were no transactions with the Companies other than the funding of contributions to the Plan and the payment of certain administrative expenses.

7. Plan Termination

Although they have not expressed any intent to do so, the Companies have the right under the Plan to discontinue employer contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their matching and discretionary non-elective contributions and the earnings thereon.

8. Tax Status

The Plan utilizes the Wells Fargo Bank, N.A. Defined Contribution Volume Submitter Plan and Trust Plan Document ("Wells Fargo Prototype Plan Document") and received an opinion letter from the IRS dated March 31, 2014 stating that the Wells Fargo Prototype Plan Document is in compliance with the applicable requirements of the IRC. Therefore, management believes that the Plan is qualified and the related trust is tax exempt as of December 31, 2016 and 2015, and for the years then ended.

Assuming it meets certain initial and ongoing requirements, the Plan is generally exempt from federal and state income taxes. However, 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. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, 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 routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. Risks and Uncertainties

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

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as reported on the Plan's financial statements to the Form 5500 as of December 31, 2015:

	2015
Net assets available for benefits reported on the financial statements	$ 29,363,205
Return of excess contributions	5,113
Net assets available for benefits reported on Form 5500	$ 29,368,318

The following is a reconciliation of changes in net decrease per the financial statements to the net decrease per the Plan's Form 5500 for the years ended December 31, 2016 and 2015:

	2016	2015
Net decrease in net assets available for benefits reported on the financial statements	$ (1,650,780)	$ (846,585)
Return of excess contributions	(5,113)	5,113
Net decrease per the Plan's Form 5500	$ (1,655,893)	$ (841,472)

OWL COMPANIES 401(K) PLAN
(PLAN #001, SPONSOR EIN #95-1073804)
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual Funds:			
	Allianz Global Investors	NFJ Small-Cap Value Fund	**	$ 486,967
	American Funds	EuroPacific Growth Fund	**	808,054
	American Funds	New Perspective Fund	**	799,794
	American Funds	Balanced Fund	**	9,789,647
	American Funds	Growth Fund of America	**	1,503,336
	American Funds	Investment Company of America	**	1,257,098
	American Funds	Washington Mutual Investors Fund	**	1,488,476
	Dodge & Cox	Dodge & Cox Income	**	270,247
	Franklin Templeton Investments	Small-Mid Cap Growth Fund	**	870,621
	Franklin Templeton Investments	Global Bond Fund	**	122,438
	John Hancock	Disciplined Mid-Cap Fund	**	758,384
	Lord Abbett	Short Duration Income Fund	**	316,774
	Metropolitan West	Total Return Bond Fund	**	1,478,978
	Oppenheimer Funds	Developing Markets Fund	**	211,884
	T. Rowe Price	Dividend Growth Advisor Class	**	3,159,947
	Vanguard	Explorer Fund	**	382,312
	Total Mutual Funds			23,704,957
	Common Collective Trust:			
*	Wells Fargo Bank, N.A.	Stable Return Fund N60	**	3,411,403
*	Participant Loans	Interest rates at 5.25% - 5.50%, maturing through 2025	$ -	596,065
				$ 27,712,425

* Party-in-interest to the Plan

** The cost of participant-directed investments is not required to be disclosed

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2016 AND 2015
WITH INDEPENDENT AUDITOR'S REPORT

KS&Co
Kieckhafer Schiffer & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

OWL COMPANIES 401(K) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2016 AND 2015

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Supplemental Schedule

Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year)
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All other supplemental 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 are omitted because of the absence of conditions under which they are required.

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Kieckhafer Schiffer & Company LLP
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Independent Auditor's Report

Retirement Plan Committee
Owl Companies 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Owl Companies 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 Wells Fargo Bank, N.A., the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of December 31, 2016 and 2015 and for the years then ended, that the information provided to the Plan Administrator by the custodian 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 this supplemental schedule.

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 custodian, 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.

Kieckhafer Schiffer & Company LLP

Kieckhafer, Schiffer & Company, LLP

October 10, 2017
Irvine, California

OWL COMPANIES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS:		
Investments (at fair value):		
Mutual funds	$ 23,704,957	$ 25,726,006
Common collective trust	3,411,403	3,116,599
Total investments (at fair value)	27,116,360	28,842,605
Notes receivable from participants	596,065	525,713
Total assets	27,712,425	29,368,318
LIABILITIES:		
Excess contributions payable	-	5,113
NET ASSETS AVAILABLE FOR BENEFITS	$ 27,712,425	$ 29,363,205

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
ADDITIONS:		
INVESTMENT INCOME:		
Net appreciation in fair value of investments	$ 1,877,781	$ 14,736
Dividends	342,516	337,765
Other income	2,123	2,752
Total investment income	2,222,420	355,253
INTEREST RECEIVED ON NOTES FROM PARTICIPANTS	28,514	30,518
CONTRIBUTIONS:		
Employer	529,694	529,343
Participant	1,266,520	1,365,898
Rollover	26,512	55,685
Total contributions	1,822,726	1,950,926
Total additions	4,073,660	2,336,697
DEDUCTIONS:		
Benefits paid to participants	5,605,696	3,059,942
Administrative expenses	118,744	123,340
Total deductions	5,724,440	3,183,282
Net decrease	(1,650,780)	(846,585)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of the year	29,363,205	30,209,790
End of the year	$ 27,712,425	$ 29,363,205

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

1. Description of Plan

The following description of the Owl Companies 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

a. General

The Plan is a defined contribution plan originally established January 1, 1966 by Owl Companies and its participating affiliates (collectively the "Company," "Employer", "Plan Sponsor" or "Plan Administrator"), as defined in the Plan document, under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

b. Administration

The Plan Administrator is responsible for the day-to-day administration and operation of the Plan. The Company delegates its duties under the Plan to its Retirement Plan Committee (the "Committee"). The Committee is appointed by the Company's board of directors and is responsible for monitoring the Plan's investments. Wells Fargo Bank, N.A. (the "Custodian" and "Recordkeeper") is the custodian of the Plan's assets and also maintains the individual participant account balances. The Custodian has the power to administer the Plan and apply all of its provisions on behalf of the Plan Sponsor and the Committee. The Plan Sponsor has the discretion to appoint or remove any trustee or agent of the Plan.

c. Eligibility

The Plan covers all employees of the Company and Career Systems Development Corporation ("CSD"), a subsidiary of the Company, (collectively referred to as the "Companies") who are age 18 or older, excluding leased employees, reclassified employees, employees covered by a collective bargaining agreement, and part-time, temporary, or seasonal employees whose regularly scheduled services are less than 1,000 hours of service during the computation period.

d. Participant Contributions

Participants may contribute to the Plan up to 50% of eligible compensation through elective, pre-tax, and Roth salary deferrals, subject to IRC limits of $18,000 for the years ended December 31, 2016 and 2015. Contributions of highly-compensated employees are limited to 5% of compensation each pay period. Upon reaching the age of 50, participants may make additional catch-up contributions limited to $6,000 for the years ended December 31, 2016 and 2015.

Participants may also make rollover contributions from other qualified defined plans and certain individual retirement accounts.

e. Employer Contributions

The Company makes employer matching contributions to eligible participants who have been employed by the Company for at least one year. The Company matches 50% of the participant's elective deferral up to the first 6% of eligible compensation, excluding catch-up contributions. Matching contributions totaled $414,434 and $452,654 for the years ended December 31, 2016 and 2015, respectively.

CSD makes qualified non-elective contributions ("QNECs") to employees covered by, or at sites, subject to the McNamara O'Hara Service Contract Act, the Walsh Healy Public Contracts Act, or the Davis Bacon Act ("prevailing wage contracts") based on the compensation paid under such contract. Participants entitled to these "prevailing wage contributions" are not eligible for employer matching contributions. Prevailing wage contributions totaled $115,260 and $76,689 for the years ended December 31, 2016 and 2015, respectively.

All contributions are invested in the participants' accounts according to their specified investment allocations as of the date of the contribution.

f. Participant Accounts

Individual accounts are maintained for each participant to reflect the participant's contributions, employer contributions, allocations of Plan earnings (losses), and administrative expenses. Allocations are done daily using a weighted-average of participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

g. Vesting

Participants are always 100% vested in their contributions, catch-up contributions, rollover contributions, qualified non-elective contributions, and the earnings thereon. Participants vest in matching contributions and the earnings thereon as follows:

Years of Service	Vested Percentage
Less than 1	0%
1	20%
2	40%
3	70%
4	80%
5 or more	100%

Participants become 100% vested in their accounts if they are employed with the Companies and reach normal retirement age, become totally disabled, die, or if the Plan terminates.

h. Forfeitures

Participants who terminate employment forfeit the non-vested portion of their matching and discretionary non-elective contributions and earnings thereon. As of December 31, 2016 and 2015, forfeited non-vested accounts totaled $6,616 and $15,641, respectively. Forfeitures may be used to pay for Plan administrative expenses or to offset employer contributions. For the year ended December 31, 2016, $22,182 of forfeitures were used to offset matching contributions. For the year ended December 31, 2015 no forfeitures were used to pay for Plan administrative expenses or to offset employer contributions.

i. Notes Receivable from Participants

Participants may borrow from their accounts the lesser of a) $50,000, reduced by their highest outstanding note balance during the prior year, or b) 50% of their vested account balance, subject to a $1,000 minimum. Notes are secured by the vested balance in the participant's account.

Note payments are made through payroll deductions over periods up to five years, unless the note is used to acquire a primary residence, in which case the loan term may not exceed 15 years. New notes bear interest at the prime rate plus 2% per annum, fixed at inception of the note. As of December 31, 2016, notes mature through 2025 and bear interest at rates ranging from 5.25% to 5.50%, which are commensurate with local prevailing rates as determined by the Plan Administrator at the time of the note.

j. Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant or beneficiary may elect to receive an amount equal to the participant's vested account balance in a lump-sum payment, installment payments over the participant's or beneficiary's assumed life expectancy, roll the amount to an individual retirement account or other eligible transferee plan, or delay payment until the beginning date of required minimum distributions, depending on the value of the account. In addition, the Plan permits in-service distributions for participants who are age 59 ½ or older. Distributions paid prior to the participant attaining age 59 ½ and not rolled into another retirement account are subject to federal income tax of 20% and a federal excise tax of 10%.

Vested account balances less than $5,000, but more than $1,000 may be distributed as a lump-sum cash payment or in the form of a direct rollover to an individual retirement account or eligible retirement plan at the consent of the participant or beneficiary. Vested account balances less than $1,000 are distributed in a single lump-sum cash payment to the participant or beneficiary.

k. Hardship Withdrawals

Upon certain conditions, participants, while still employed by the Companies, are permitted to withdraw, in a single lump sum, a portion of their vested account balances as a result of an immediate and heavy financial need. These conditions include the payment of tax-deductible medical expenses, post-secondary education tuition for immediate family members, funeral or burial costs of immediate family members, natural disaster clean-up on the participant's primary residence, the purchase of the participant's primary residence, or to prevent eviction or foreclosure from the participant's primary residence. A participant's right to make elective salary deferrals to the Plan will be suspended for six months after the receipt of a hardship withdrawal.

l. Administrative Expenses

The Company pays certain administrative fees of the Plan, including legal, trustee and audit fees. Direct expenses paid by the Plan were $118,744 and $123,340 for the years ended December 31, 2016 and 2015, respectively. Certain expenses are included in the transaction prices of investments bought and sold and are not separately quantifiable. The Plan charges certain loan and distribution fees to the impacted participants.

2. Summary of Significant Accounting Policies

a. Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") as set forth by the Financial Accounting Standards Board (the "FASB").

b. Recently Issued Pronouncements

In May 2015, the FASB issued ASU No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share* (or Its Equivalent) (Topic 820) ("ASU 2015-07"). ASU 2015-07 amended Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*, to remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendment also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. ASU 2015-07 is effective for reporting periods beginning after December 15, 2016. Upon adoption, the Company must apply the new guidance retrospectively to all prior periods presented in the financial statements. The Plan's management does not expect the adoption of ASU 2015-07 will have a material impact on the financial statements.

c. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the amounts of net assets available for benefits, changes therein, the accompanying notes and the supplemental schedule. Actual results could differ from those estimates.

d. Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The common collective trust fund with underlying investments in investment contracts is valued at the net asset value ("NAV") of the underlying investments. See Note 5 for discussion of fair value measurements.

Net appreciation in fair value of investments consists of the net change in unrealized gains or losses during the year and the realized gain or loss on investments sold during the year.

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

e. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. If an active participant fails to make payments for more than 90 days after they are due, the note will be in default. Under certain circumstances, as indicated in the Plan document, a note that is in default may be treated as a taxable distribution from the Plan and will be included in the statements of changes in net assets available for benefits as a benefit payment.

f. Payment of Benefits

Benefits are recorded when paid.

g. Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRC are recorded as a liability with a corresponding reduction to participant's contributions. The Plan distributed the 2015 excess contributions to the applicable participants on May 26, 2016. For the year ended December 31, 2016, the liability for excess contributions payable to participants was $5,113.

h. Subsequent Events

The Plan Administrator has evaluated subsequent events through October 10, 2017, the date the financial statements were made available for issuance.

3. Information Certified by Asset Custodian (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following information included in the financial statements and supplemental schedule was provided and certified by the Custodian, as of December 31, 2016 and 2015 and for the years then ended, as complete and accurate:

- Investments, at fair value
- Investment income
- Interest on notes receivable from participants
- Investments, Note 4
- Schedule of assets (held at end of year)

4. Investments

All Plan investments are participant-directed and held by the Custodian as of December 31, 2016 and 2015. Participants can direct their accounts among various mutual funds and a common collective trust.

The Wells Fargo Stable Return Fund N60 ("Fund N60"), is a common collective trust fund that invests all of its assets in the Wells Fargo Stable Return Fund G ("Fund G"). The value of Fund N60 is based on the underlying unit value reported by Fund G (together, the "Funds"). Fund G invests in fully benefit-responsive investment contracts.

Fund G invests in investment contracts, including traditional guaranteed investment contracts (GIC's) and security-backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics to a traditional investment contract and is comprised of (1) a fixed income security or portfolio of fixed-income securities and (2) a contract value guarantee (wrapper) provided by a third party. Wrappers provide contract value payments for certain participant-initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity. Fund G carries its investments at contract value in accordance with GAAP. Fund G also invests in the Wells Fargo/Black Rock Short Term Investment Fund S, which invests in highly liquid assets, and uses the investment for daily liquidity needs.

GIC's are backed by the general account of the contract issuer. Fund G deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified period. The issuer guarantees that all qualified participant withdrawals will be at contract value (principal plus accrued interest). A security-backed contract is an investment contract (also known as a synthetic GIC or a separate account GIC) issued by an insurance company or other financial institution, backed by a portfolio of bonds.

There are several risks specific to investment contracts. One of the primary risks involved is credit risk of the contract issuer. Credit risk for security-backed contracts includes risks arising from the potential inability of the issuer to meet the terms of the contract wrapper and the potential default of the underlying fixed-income securities. A second risk is that liquidity is limited because of the unique characteristics of investment contracts and the absence of an actively traded secondary market. Interest rate risk is also present because rates may be fixed with these products.

GIC's generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Security-backed contracts generally are evergreen contracts that contain termination provisions, allowing Fund G or the contract issuer to terminate with notice, at any time at fair value, and providing for automatic termination of the contract if the contract value or the fair value of the underlying portfolio equals zero. The issuer is obligated to pay the excess contract value when the fair value of the underlying portfolio equals zero.

Security-backed contracts that permit the issuer to terminate at fair value generally provide that Fund G may elect to convert such termination to an amortization election. In addition, if Fund G defaults in its obligations under the contract (including the issuer's determination that the agreement constitutes a nonexempt prohibited transaction as defined under ERISA, and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and Fund G will receive the fair value as of the date of termination.

GIC's and security-backed contracts also generally provide for withdrawals associated with certain events that are not in the ordinary course of Fund G operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events that may trigger a market value adjustment; however, such events may include all or a portion of: (i) material amendments to Fund G structure or administration; (ii) changes to the participating plans' competing investment options including the elimination of equity

wash provisions; (iii) complete or partial termination of Fund G, including a merger with another fund; (iv) the failure of Fund G to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; (v) the redemption of all or a portion of the interest in Fund G held by a participating plan at the direction of the participating plan sponsor, including withdrawals due to certain corporate actions; (vi) any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to Fund G or participating plans; or (vii) the delivery of any communication to plan participants designed to influence a participant not to invest in Fund G.

At this time, Fund G does not believe that the occurrence of any such market value event, which would limit Fund G's ability to transact with participants at contract value, is probable.

5. Fair Value Measurements

a. Fair Value Hierarchy

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2 – inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and 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.

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

The following is a description of the valuation methodologies used for the Plan's investments at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds: Valued at quoted market prices which are available on active markets.

Common Collective Trust: The Plan invests in a stable value common collective trust. The common collective trust is valued at the NAV of the underlying investments. Participant transactions can occur daily. See discussion on Note 4.

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

	Investments at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds:	$ 23,704,957	$ -	$ -	$ 23,704,957
Common collective trust	-	3,411,403	-	3,411,403
Total investments	$ 23,704,957	$ 3,411,403	$ -	$ 27,116,360

	Investments at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 25,726,006	$ -	$ -	$ 25,726,006
Common collective trust	-	3,116,599	-	3,116,599
Total investments	$ 25,726,006	$ 3,116,599	$ -	$ 28,842,605

b. Investment Calculated at Net Asset Value per Share

The Funds' principal objective is to protect principal while providing a higher rate of return than shorter-maturity investments, such as money market funds or certificates of deposit. To achieve this, the Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments.

The following table provides information regarding redemption of investments where the NAV has been used to measure fair value as of December 31, 2016 and 2015:

	Fair Value		Redemption Frequency	Redemption Notice Period
	2016	2015		
Common collective trust	$3,411,403	$3,116,599	Daily	1 Day

6. Party-in-Interest Transactions

A party-in-interest is defined as a fiduciary or employee of the Plan, any person who provides service to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or a relative of such persons mentioned.

Certain Plan investments are managed by Wells Fargo Bank, N.A., the Custodian of the Plan. Therefore, any investment transaction executed with Wells Fargo Bank, N.A. qualifies as a party-in-interest transaction.

In addition, the Companies are parties-in-interest to the Plan. However, there were no transactions with the Companies other than the funding of contributions to the Plan and the payment of certain administrative expenses.

7. Plan Termination

Although they have not expressed any intent to do so, the Companies have the right under the Plan to discontinue employer contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their matching and discretionary non-elective contributions and the earnings thereon.

8. Tax Status

The Plan utilizes the Wells Fargo Bank, N.A. Defined Contribution Volume Submitter Plan and Trust Plan Document ("Wells Fargo Prototype Plan Document") and received an opinion letter from the IRS dated March 31, 2014 stating that the Wells Fargo Prototype Plan Document is in compliance with the applicable requirements of the IRC. Therefore, management believes that the Plan is qualified and the related trust is tax exempt as of December 31, 2016 and 2015, and for the years then ended.

Assuming it meets certain initial and ongoing requirements, the Plan is generally exempt from federal and state income taxes. However, 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. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, 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 routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. Risks and Uncertainties

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

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as reported on the Plan's financial statements to the Form 5500 as of December 31, 2015:

	2015
Net assets available for benefits reported on the financial statements	$ 29,363,205
Return of excess contributions	5,113
Net assets available for benefits reported on Form 5500	$ 29,368,318

The following is a reconciliation of changes in net decrease per the financial statements to the net decrease per the Plan's Form 5500 for the years ended December 31, 2016 and 2015:

	2016	2015
Net decrease in net assets available for benefits reported on the financial statements	$ (1,650,780)	$ (846,585)
Return of excess contributions	(5,113)	5,113
Net decrease per the Plan's Form 5500	$ (1,655,893)	$ (841,472)

OWL COMPANIES 401(K) PLAN
(PLAN #001, SPONSOR EIN #95-1073804)
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual Funds:			
	Allianz Global Investors	NFJ Small-Cap Value Fund	**	$ 486,967
	American Funds	EuroPacific Growth Fund	**	808,054
	American Funds	New Perspective Fund	**	799,794
	American Funds	Balanced Fund	**	9,789,647
	American Funds	Growth Fund of America	**	1,503,336
	American Funds	Investment Company of America	**	1,257,098
	American Funds	Washington Mutual Investors Fund	**	1,488,476
	Dodge & Cox	Dodge & Cox Income	**	270,247
	Franklin Templeton Investments	Small-Mid Cap Growth Fund	**	870,621
	Franklin Templeton Investments	Global Bond Fund	**	122,438
	John Hancock	Disciplined Mid-Cap Fund	**	758,384
	Lord Abbett	Short Duration Income Fund	**	316,774
	Metropolitan West	Total Return Bond Fund	**	1,478,978
	Oppenheimer Funds	Developing Markets Fund	**	211,884
	T. Rowe Price	Dividend Growth Advisor Class	**	3,159,947
	Vanguard	Explorer Fund	**	382,312
	Total Mutual Funds			23,704,957
	Common Collective Trust:			
*	Wells Fargo Bank, N.A.	Stable Return Fund N60	**	3,411,403
*	Participant Loans	Interest rates at 5.25% - 5.50%, maturing through 2025	$ -	596,065
				$ 27,712,425

* Party-in-interest to the Plan

** The cost of participant-directed investments is not required to be disclosed

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2016 AND 2015
WITH INDEPENDENT AUDITOR'S REPORT

KS&Co
Kieckhafer Schiffer & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

OWL COMPANIES 401(K) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2016 AND 2015

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Supplemental Schedule

Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year)
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All other supplemental 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 are omitted because of the absence of conditions under which they are required.

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Independent Auditor's Report

Retirement Plan Committee
Owl Companies 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Owl Companies 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 Wells Fargo Bank, N.A., the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of December 31, 2016 and 2015 and for the years then ended, that the information provided to the Plan Administrator by the custodian 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 this supplemental schedule.

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 custodian, 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.

Kieckhafer Schiffer & Company LLP

Kieckhafer, Schiffer & Company, LLP

October 10, 2017
Irvine, California

OWL COMPANIES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS:		
Investments (at fair value):		
Mutual funds	$ 23,704,957	$ 25,726,006
Common collective trust	3,411,403	3,116,599
Total investments (at fair value)	27,116,360	28,842,605
Notes receivable from participants	596,065	525,713
Total assets	27,712,425	29,368,318
LIABILITIES:		
Excess contributions payable	-	5,113
NET ASSETS AVAILABLE FOR BENEFITS	$ 27,712,425	$ 29,363,205

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
ADDITIONS:		
INVESTMENT INCOME:		
Net appreciation in fair value of investments	$ 1,877,781	$ 14,736
Dividends	342,516	337,765
Other income	2,123	2,752
Total investment income	2,222,420	355,253
INTEREST RECEIVED ON NOTES FROM PARTICIPANTS	28,514	30,518
CONTRIBUTIONS:		
Employer	529,694	529,343
Participant	1,266,520	1,365,898
Rollover	26,512	55,685
Total contributions	1,822,726	1,950,926
Total additions	4,073,660	2,336,697
DEDUCTIONS:		
Benefits paid to participants	5,605,696	3,059,942
Administrative expenses	118,744	123,340
Total deductions	5,724,440	3,183,282
Net decrease	(1,650,780)	(846,585)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of the year	29,363,205	30,209,790
End of the year	$ 27,712,425	$ 29,363,205

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

1. Description of Plan

The following description of the Owl Companies 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

a. General

The Plan is a defined contribution plan originally established January 1, 1966 by Owl Companies and its participating affiliates (collectively the "Company," "Employer", "Plan Sponsor" or "Plan Administrator"), as defined in the Plan document, under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

b. Administration

The Plan Administrator is responsible for the day-to-day administration and operation of the Plan. The Company delegates its duties under the Plan to its Retirement Plan Committee (the "Committee"). The Committee is appointed by the Company's board of directors and is responsible for monitoring the Plan's investments. Wells Fargo Bank, N.A. (the "Custodian" and "Recordkeeper") is the custodian of the Plan's assets and also maintains the individual participant account balances. The Custodian has the power to administer the Plan and apply all of its provisions on behalf of the Plan Sponsor and the Committee. The Plan Sponsor has the discretion to appoint or remove any trustee or agent of the Plan.

c. Eligibility

The Plan covers all employees of the Company and Career Systems Development Corporation ("CSD"), a subsidiary of the Company, (collectively referred to as the "Companies") who are age 18 or older, excluding leased employees, reclassified employees, employees covered by a collective bargaining agreement, and part-time, temporary, or seasonal employees whose regularly scheduled services are less than 1,000 hours of service during the computation period.

d. Participant Contributions

Participants may contribute to the Plan up to 50% of eligible compensation through elective, pre-tax, and Roth salary deferrals, subject to IRC limits of $18,000 for the years ended December 31, 2016 and 2015. Contributions of highly-compensated employees are limited to 5% of compensation each pay period. Upon reaching the age of 50, participants may make additional catch-up contributions limited to $6,000 for the years ended December 31, 2016 and 2015.

Participants may also make rollover contributions from other qualified defined plans and certain individual retirement accounts.

e. Employer Contributions

The Company makes employer matching contributions to eligible participants who have been employed by the Company for at least one year. The Company matches 50% of the participant's elective deferral up to the first 6% of eligible compensation, excluding catch-up contributions. Matching contributions totaled $414,434 and $452,654 for the years ended December 31, 2016 and 2015, respectively.

CSD makes qualified non-elective contributions ("QNECs") to employees covered by, or at sites, subject to the McNamara O'Hara Service Contract Act, the Walsh Healy Public Contracts Act, or the Davis Bacon Act ("prevailing wage contracts") based on the compensation paid under such contract. Participants entitled to these "prevailing wage contributions" are not eligible for employer matching contributions. Prevailing wage contributions totaled $115,260 and $76,689 for the years ended December 31, 2016 and 2015, respectively.

All contributions are invested in the participants' accounts according to their specified investment allocations as of the date of the contribution.

f. Participant Accounts

Individual accounts are maintained for each participant to reflect the participant's contributions, employer contributions, allocations of Plan earnings (losses), and administrative expenses. Allocations are done daily using a weighted-average of participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

g. Vesting

Participants are always 100% vested in their contributions, catch-up contributions, rollover contributions, qualified non-elective contributions, and the earnings thereon. Participants vest in matching contributions and the earnings thereon as follows:

Years of Service	Vested Percentage
Less than 1	0%
1	20%
2	40%
3	70%
4	80%
5 or more	100%

Participants become 100% vested in their accounts if they are employed with the Companies and reach normal retirement age, become totally disabled, die, or if the Plan terminates.

h. Forfeitures

Participants who terminate employment forfeit the non-vested portion of their matching and discretionary non-elective contributions and earnings thereon. As of December 31, 2016 and 2015, forfeited non-vested accounts totaled $6,616 and $15,641, respectively. Forfeitures may be used to pay for Plan administrative expenses or to offset employer contributions. For the year ended December 31, 2016, $22,182 of forfeitures were used to offset matching contributions. For the year ended December 31, 2015 no forfeitures were used to pay for Plan administrative expenses or to offset employer contributions.

i. Notes Receivable from Participants

Participants may borrow from their accounts the lesser of a) $50,000, reduced by their highest outstanding note balance during the prior year, or b) 50% of their vested account balance, subject to a $1,000 minimum. Notes are secured by the vested balance in the participant's account.

Note payments are made through payroll deductions over periods up to five years, unless the note is used to acquire a primary residence, in which case the loan term may not exceed 15 years. New notes bear interest at the prime rate plus 2% per annum, fixed at inception of the note. As of December 31, 2016, notes mature through 2025 and bear interest at rates ranging from 5.25% to 5.50%, which are commensurate with local prevailing rates as determined by the Plan Administrator at the time of the note.

j. Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant or beneficiary may elect to receive an amount equal to the participant's vested account balance in a lump-sum payment, installment payments over the participant's or beneficiary's assumed life expectancy, roll the amount to an individual retirement account or other eligible transferee plan, or delay payment until the beginning date of required minimum distributions, depending on the value of the account. In addition, the Plan permits in-service distributions for participants who are age 59 ½ or older. Distributions paid prior to the participant attaining age 59 ½ and not rolled into another retirement account are subject to federal income tax of 20% and a federal excise tax of 10%.

Vested account balances less than $5,000, but more than $1,000 may be distributed as a lump-sum cash payment or in the form of a direct rollover to an individual retirement account or eligible retirement plan at the consent of the participant or beneficiary. Vested account balances less than $1,000 are distributed in a single lump-sum cash payment to the participant or beneficiary.

k. Hardship Withdrawals

Upon certain conditions, participants, while still employed by the Companies, are permitted to withdraw, in a single lump sum, a portion of their vested account balances as a result of an immediate and heavy financial need. These conditions include the payment of tax-deductible medical expenses, post-secondary education tuition for immediate family members, funeral or burial costs of immediate family members, natural disaster clean-up on the participant's primary residence, the purchase of the participant's primary residence, or to prevent eviction or foreclosure from the participant's primary residence. A participant's right to make elective salary deferrals to the Plan will be suspended for six months after the receipt of a hardship withdrawal.

l. Administrative Expenses

The Company pays certain administrative fees of the Plan, including legal, trustee and audit fees. Direct expenses paid by the Plan were $118,744 and $123,340 for the years ended December 31, 2016 and 2015, respectively. Certain expenses are included in the transaction prices of investments bought and sold and are not separately quantifiable. The Plan charges certain loan and distribution fees to the impacted participants.

2. Summary of Significant Accounting Policies

a. Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") as set forth by the Financial Accounting Standards Board (the "FASB").

b. Recently Issued Pronouncements

In May 2015, the FASB issued ASU No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share* (or Its Equivalent) (Topic 820) ("ASU 2015-07"). ASU 2015-07 amended Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*, to remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendment also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. ASU 2015-07 is effective for reporting periods beginning after December 15, 2016. Upon adoption, the Company must apply the new guidance retrospectively to all prior periods presented in the financial statements. The Plan's management does not expect the adoption of ASU 2015-07 will have a material impact on the financial statements.

c. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the amounts of net assets available for benefits, changes therein, the accompanying notes and the supplemental schedule. Actual results could differ from those estimates.

d. Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The common collective trust fund with underlying investments in investment contracts is valued at the net asset value ("NAV") of the underlying investments. See Note 5 for discussion of fair value measurements.

Net appreciation in fair value of investments consists of the net change in unrealized gains or losses during the year and the realized gain or loss on investments sold during the year.

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

e. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. If an active participant fails to make payments for more than 90 days after they are due, the note will be in default. Under certain circumstances, as indicated in the Plan document, a note that is in default may be treated as a taxable distribution from the Plan and will be included in the statements of changes in net assets available for benefits as a benefit payment.

f. Payment of Benefits

Benefits are recorded when paid.

g. Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRC are recorded as a liability with a corresponding reduction to participant's contributions. The Plan distributed the 2015 excess contributions to the applicable participants on May 26, 2016. For the year ended December 31, 2016, the liability for excess contributions payable to participants was $5,113.

h. Subsequent Events

The Plan Administrator has evaluated subsequent events through October 10, 2017, the date the financial statements were made available for issuance.

3. Information Certified by Asset Custodian (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following information included in the financial statements and supplemental schedule was provided and certified by the Custodian, as of December 31, 2016 and 2015 and for the years then ended, as complete and accurate:

- Investments, at fair value
- Investment income
- Interest on notes receivable from participants
- Investments, Note 4
- Schedule of assets (held at end of year)

4. Investments

All Plan investments are participant-directed and held by the Custodian as of December 31, 2016 and 2015. Participants can direct their accounts among various mutual funds and a common collective trust.

The Wells Fargo Stable Return Fund N60 ("Fund N60"), is a common collective trust fund that invests all of its assets in the Wells Fargo Stable Return Fund G ("Fund G"). The value of Fund N60 is based on the underlying unit value reported by Fund G (together, the "Funds"). Fund G invests in fully benefit-responsive investment contracts.

Fund G invests in investment contracts, including traditional guaranteed investment contracts (GIC's) and security-backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics to a traditional investment contract and is comprised of (1) a fixed income security or portfolio of fixed-income securities and (2) a contract value guarantee (wrapper) provided by a third party. Wrappers provide contract value payments for certain participant-initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity. Fund G carries its investments at contract value in accordance with GAAP. Fund G also invests in the Wells Fargo/Black Rock Short Term Investment Fund S, which invests in highly liquid assets, and uses the investment for daily liquidity needs.

GIC's are backed by the general account of the contract issuer. Fund G deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified period. The issuer guarantees that all qualified participant withdrawals will be at contract value (principal plus accrued interest). A security-backed contract is an investment contract (also known as a synthetic GIC or a separate account GIC) issued by an insurance company or other financial institution, backed by a portfolio of bonds.

There are several risks specific to investment contracts. One of the primary risks involved is credit risk of the contract issuer. Credit risk for security-backed contracts includes risks arising from the potential inability of the issuer to meet the terms of the contract wrapper and the potential default of the underlying fixed-income securities. A second risk is that liquidity is limited because of the unique characteristics of investment contracts and the absence of an actively traded secondary market. Interest rate risk is also present because rates may be fixed with these products.

GIC's generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Security-backed contracts generally are evergreen contracts that contain termination provisions, allowing Fund G or the contract issuer to terminate with notice, at any time at fair value, and providing for automatic termination of the contract if the contract value or the fair value of the underlying portfolio equals zero. The issuer is obligated to pay the excess contract value when the fair value of the underlying portfolio equals zero.

Security-backed contracts that permit the issuer to terminate at fair value generally provide that Fund G may elect to convert such termination to an amortization election. In addition, if Fund G defaults in its obligations under the contract (including the issuer's determination that the agreement constitutes a nonexempt prohibited transaction as defined under ERISA, and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and Fund G will receive the fair value as of the date of termination.

GIC's and security-backed contracts also generally provide for withdrawals associated with certain events that are not in the ordinary course of Fund G operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events that may trigger a market value adjustment; however, such events may include all or a portion of: (i) material amendments to Fund G structure or administration; (ii) changes to the participating plans' competing investment options including the elimination of equity

wash provisions; (iii) complete or partial termination of Fund G, including a merger with another fund; (iv) the failure of Fund G to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; (v) the redemption of all or a portion of the interest in Fund G held by a participating plan at the direction of the participating plan sponsor, including withdrawals due to certain corporate actions; (vi) any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to Fund G or participating plans; or (vii) the delivery of any communication to plan participants designed to influence a participant not to invest in Fund G.

At this time, Fund G does not believe that the occurrence of any such market value event, which would limit Fund G's ability to transact with participants at contract value, is probable.

5. Fair Value Measurements

a. Fair Value Hierarchy

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2 – inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and 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.

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

The following is a description of the valuation methodologies used for the Plan's investments at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds: Valued at quoted market prices which are available on active markets.

Common Collective Trust: The Plan invests in a stable value common collective trust. The common collective trust is valued at the NAV of the underlying investments. Participant transactions can occur daily. See discussion on Note 4.

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

	Investments at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds:	$ 23,704,957	$ -	$ -	$ 23,704,957
Common collective trust	-	3,411,403	-	3,411,403
Total investments	$ 23,704,957	$ 3,411,403	$ -	$ 27,116,360

	Investments at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 25,726,006	$ -	$ -	$ 25,726,006
Common collective trust	-	3,116,599	-	3,116,599
Total investments	$ 25,726,006	$ 3,116,599	$ -	$ 28,842,605

b. Investment Calculated at Net Asset Value per Share

The Funds' principal objective is to protect principal while providing a higher rate of return than shorter-maturity investments, such as money market funds or certificates of deposit. To achieve this, the Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments.

The following table provides information regarding redemption of investments where the NAV has been used to measure fair value as of December 31, 2016 and 2015:

	Fair Value		Redemption Frequency	Redemption Notice Period
	2016	2015		
Common collective trust	$3,411,403	$3,116,599	Daily	1 Day

6. Party-in-Interest Transactions

A party-in-interest is defined as a fiduciary or employee of the Plan, any person who provides service to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or a relative of such persons mentioned.

Certain Plan investments are managed by Wells Fargo Bank, N.A., the Custodian of the Plan. Therefore, any investment transaction executed with Wells Fargo Bank, N.A. qualifies as a party-in-interest transaction.

In addition, the Companies are parties-in-interest to the Plan. However, there were no transactions with the Companies other than the funding of contributions to the Plan and the payment of certain administrative expenses.

7. Plan Termination

Although they have not expressed any intent to do so, the Companies have the right under the Plan to discontinue employer contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their matching and discretionary non-elective contributions and the earnings thereon.

8. Tax Status

The Plan utilizes the Wells Fargo Bank, N.A. Defined Contribution Volume Submitter Plan and Trust Plan Document ("Wells Fargo Prototype Plan Document") and received an opinion letter from the IRS dated March 31, 2014 stating that the Wells Fargo Prototype Plan Document is in compliance with the applicable requirements of the IRC. Therefore, management believes that the Plan is qualified and the related trust is tax exempt as of December 31, 2016 and 2015, and for the years then ended.

Assuming it meets certain initial and ongoing requirements, the Plan is generally exempt from federal and state income taxes. However, 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. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, 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 routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. Risks and Uncertainties

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

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as reported on the Plan's financial statements to the Form 5500 as of December 31, 2015:

	2015
Net assets available for benefits reported on the financial statements	$ 29,363,205
Return of excess contributions	5,113
Net assets available for benefits reported on Form 5500	$ 29,368,318

The following is a reconciliation of changes in net decrease per the financial statements to the net decrease per the Plan's Form 5500 for the years ended December 31, 2016 and 2015:

	2016	2015
Net decrease in net assets available for benefits reported on the financial statements	$ (1,650,780)	$ (846,585)
Return of excess contributions	(5,113)	5,113
Net decrease per the Plan's Form 5500	$ (1,655,893)	$ (841,472)

OWL COMPANIES 401(K) PLAN
(PLAN #001, SPONSOR EIN #95-1073804)
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual Funds:			
	Allianz Global Investors	NFJ Small-Cap Value Fund	**	$ 486,967
	American Funds	EuroPacific Growth Fund	**	808,054
	American Funds	New Perspective Fund	**	799,794
	American Funds	Balanced Fund	**	9,789,647
	American Funds	Growth Fund of America	**	1,503,336
	American Funds	Investment Company of America	**	1,257,098
	American Funds	Washington Mutual Investors Fund	**	1,488,476
	Dodge & Cox	Dodge & Cox Income	**	270,247
	Franklin Templeton Investments	Small-Mid Cap Growth Fund	**	870,621
	Franklin Templeton Investments	Global Bond Fund	**	122,438
	John Hancock	Disciplined Mid-Cap Fund	**	758,384
	Lord Abbett	Short Duration Income Fund	**	316,774
	Metropolitan West	Total Return Bond Fund	**	1,478,978
	Oppenheimer Funds	Developing Markets Fund	**	211,884
	T. Rowe Price	Dividend Growth Advisor Class	**	3,159,947
	Vanguard	Explorer Fund	**	382,312
	Total Mutual Funds			23,704,957
	Common Collective Trust:			
*	Wells Fargo Bank, N.A.	Stable Return Fund N60	**	3,411,403
*	Participant Loans	Interest rates at 5.25% - 5.50%, maturing through 2025	$ -	596,065
				$ 27,712,425

* Party-in-interest to the Plan

** The cost of participant-directed investments is not required to be disclosed

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2016 AND 2015
WITH INDEPENDENT AUDITOR'S REPORT

KS&Co
Kieckhafer Schiffer & Company LLP
CERTIFIED PUBLIC ACCOUNTANTS

OWL COMPANIES 401(K) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2016 AND 2015

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Supplemental Schedule

Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year)
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All other supplemental 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 are omitted because of the absence of conditions under which they are required.

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Independent Auditor's Report

Retirement Plan Committee
Owl Companies 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Owl Companies 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 Wells Fargo Bank, N.A., the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of December 31, 2016 and 2015 and for the years then ended, that the information provided to the Plan Administrator by the custodian 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 this supplemental schedule.

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 custodian, 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.

Kieckhafer Schiffer & Company LLP

Kieckhafer, Schiffer & Company, LLP

October 10, 2017
Irvine, California

OWL COMPANIES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS:		
Investments (at fair value):		
Mutual funds	$ 23,704,957	$ 25,726,006
Common collective trust	3,411,403	3,116,599
Total investments (at fair value)	27,116,360	28,842,605
Notes receivable from participants	596,065	525,713
Total assets	27,712,425	29,368,318
LIABILITIES:		
Excess contributions payable	-	5,113
NET ASSETS AVAILABLE FOR BENEFITS	$ 27,712,425	$ 29,363,205

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
ADDITIONS:		
INVESTMENT INCOME:		
Net appreciation in fair value of investments	$ 1,877,781	$ 14,736
Dividends	342,516	337,765
Other income	2,123	2,752
Total investment income	2,222,420	355,253
INTEREST RECEIVED ON NOTES FROM PARTICIPANTS	28,514	30,518
CONTRIBUTIONS:		
Employer	529,694	529,343
Participant	1,266,520	1,365,898
Rollover	26,512	55,685
Total contributions	1,822,726	1,950,926
Total additions	4,073,660	2,336,697
DEDUCTIONS:		
Benefits paid to participants	5,605,696	3,059,942
Administrative expenses	118,744	123,340
Total deductions	5,724,440	3,183,282
Net decrease	(1,650,780)	(846,585)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of the year	29,363,205	30,209,790
End of the year	$ 27,712,425	$ 29,363,205

See accompanying independent auditor's report and notes to the financial statements.

OWL COMPANIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 AND 2015

1. Description of Plan

The following description of the Owl Companies 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

a. General

The Plan is a defined contribution plan originally established January 1, 1966 by Owl Companies and its participating affiliates (collectively the "Company," "Employer", "Plan Sponsor" or "Plan Administrator"), as defined in the Plan document, under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

b. Administration

The Plan Administrator is responsible for the day-to-day administration and operation of the Plan. The Company delegates its duties under the Plan to its Retirement Plan Committee (the "Committee"). The Committee is appointed by the Company's board of directors and is responsible for monitoring the Plan's investments. Wells Fargo Bank, N.A. (the "Custodian" and "Recordkeeper") is the custodian of the Plan's assets and also maintains the individual participant account balances. The Custodian has the power to administer the Plan and apply all of its provisions on behalf of the Plan Sponsor and the Committee. The Plan Sponsor has the discretion to appoint or remove any trustee or agent of the Plan.

c. Eligibility

The Plan covers all employees of the Company and Career Systems Development Corporation ("CSD"), a subsidiary of the Company, (collectively referred to as the "Companies") who are age 18 or older, excluding leased employees, reclassified employees, employees covered by a collective bargaining agreement, and part-time, temporary, or seasonal employees whose regularly scheduled services are less than 1,000 hours of service during the computation period.

d. Participant Contributions

Participants may contribute to the Plan up to 50% of eligible compensation through elective, pre-tax, and Roth salary deferrals, subject to IRC limits of $18,000 for the years ended December 31, 2016 and 2015. Contributions of highly-compensated employees are limited to 5% of compensation each pay period. Upon reaching the age of 50, participants may make additional catch-up contributions limited to $6,000 for the years ended December 31, 2016 and 2015.

Participants may also make rollover contributions from other qualified defined plans and certain individual retirement accounts.

e. Employer Contributions

The Company makes employer matching contributions to eligible participants who have been employed by the Company for at least one year. The Company matches 50% of the participant's elective deferral up to the first 6% of eligible compensation, excluding catch-up contributions. Matching contributions totaled $414,434 and $452,654 for the years ended December 31, 2016 and 2015, respectively.

CSD makes qualified non-elective contributions ("QNECs") to employees covered by, or at sites, subject to the McNamara O'Hara Service Contract Act, the Walsh Healy Public Contracts Act, or the Davis Bacon Act ("prevailing wage contracts") based on the compensation paid under such contract. Participants entitled to these "prevailing wage contributions" are not eligible for employer matching contributions. Prevailing wage contributions totaled $115,260 and $76,689 for the years ended December 31, 2016 and 2015, respectively.

All contributions are invested in the participants' accounts according to their specified investment allocations as of the date of the contribution.

f. Participant Accounts

Individual accounts are maintained for each participant to reflect the participant's contributions, employer contributions, allocations of Plan earnings (losses), and administrative expenses. Allocations are done daily using a weighted-average of participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

g. Vesting

Participants are always 100% vested in their contributions, catch-up contributions, rollover contributions, qualified non-elective contributions, and the earnings thereon. Participants vest in matching contributions and the earnings thereon as follows:

Years of Service	Vested Percentage
Less than 1	0%
1	20%
2	40%
3	70%
4	80%
5 or more	100%

Participants become 100% vested in their accounts if they are employed with the Companies and reach normal retirement age, become totally disabled, die, or if the Plan terminates.

h. Forfeitures

Participants who terminate employment forfeit the non-vested portion of their matching and discretionary non-elective contributions and earnings thereon. As of December 31, 2016 and 2015, forfeited non-vested accounts totaled $6,616 and $15,641, respectively. Forfeitures may be used to pay for Plan administrative expenses or to offset employer contributions. For the year ended December 31, 2016, $22,182 of forfeitures were used to offset matching contributions. For the year ended December 31, 2015 no forfeitures were used to pay for Plan administrative expenses or to offset employer contributions.

i. Notes Receivable from Participants

Participants may borrow from their accounts the lesser of a) $50,000, reduced by their highest outstanding note balance during the prior year, or b) 50% of their vested account balance, subject to a $1,000 minimum. Notes are secured by the vested balance in the participant's account.

Note payments are made through payroll deductions over periods up to five years, unless the note is used to acquire a primary residence, in which case the loan term may not exceed 15 years. New notes bear interest at the prime rate plus 2% per annum, fixed at inception of the note. As of December 31, 2016, notes mature through 2025 and bear interest at rates ranging from 5.25% to 5.50%, which are commensurate with local prevailing rates as determined by the Plan Administrator at the time of the note.

j. Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant or beneficiary may elect to receive an amount equal to the participant's vested account balance in a lump-sum payment, installment payments over the participant's or beneficiary's assumed life expectancy, roll the amount to an individual retirement account or other eligible transferee plan, or delay payment until the beginning date of required minimum distributions, depending on the value of the account. In addition, the Plan permits in-service distributions for participants who are age 59 ½ or older. Distributions paid prior to the participant attaining age 59 ½ and not rolled into another retirement account are subject to federal income tax of 20% and a federal excise tax of 10%.

Vested account balances less than $5,000, but more than $1,000 may be distributed as a lump-sum cash payment or in the form of a direct rollover to an individual retirement account or eligible retirement plan at the consent of the participant or beneficiary. Vested account balances less than $1,000 are distributed in a single lump-sum cash payment to the participant or beneficiary.

k. Hardship Withdrawals

Upon certain conditions, participants, while still employed by the Companies, are permitted to withdraw, in a single lump sum, a portion of their vested account balances as a result of an immediate and heavy financial need. These conditions include the payment of tax-deductible medical expenses, post-secondary education tuition for immediate family members, funeral or burial costs of immediate family members, natural disaster clean-up on the participant's primary residence, the purchase of the participant's primary residence, or to prevent eviction or foreclosure from the participant's primary residence. A participant's right to make elective salary deferrals to the Plan will be suspended for six months after the receipt of a hardship withdrawal.

l. Administrative Expenses

The Company pays certain administrative fees of the Plan, including legal, trustee and audit fees. Direct expenses paid by the Plan were $118,744 and $123,340 for the years ended December 31, 2016 and 2015, respectively. Certain expenses are included in the transaction prices of investments bought and sold and are not separately quantifiable. The Plan charges certain loan and distribution fees to the impacted participants.

2. Summary of Significant Accounting Policies

a. Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") as set forth by the Financial Accounting Standards Board (the "FASB").

b. Recently Issued Pronouncements

In May 2015, the FASB issued ASU No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share* (or Its Equivalent) (Topic 820) ("ASU 2015-07"). ASU 2015-07 amended Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*, to remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendment also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. ASU 2015-07 is effective for reporting periods beginning after December 15, 2016. Upon adoption, the Company must apply the new guidance retrospectively to all prior periods presented in the financial statements. The Plan's management does not expect the adoption of ASU 2015-07 will have a material impact on the financial statements.

c. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the amounts of net assets available for benefits, changes therein, the accompanying notes and the supplemental schedule. Actual results could differ from those estimates.

d. Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The common collective trust fund with underlying investments in investment contracts is valued at the net asset value ("NAV") of the underlying investments. See Note 5 for discussion of fair value measurements.

Net appreciation in fair value of investments consists of the net change in unrealized gains or losses during the year and the realized gain or loss on investments sold during the year.

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

e. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. If an active participant fails to make payments for more than 90 days after they are due, the note will be in default. Under certain circumstances, as indicated in the Plan document, a note that is in default may be treated as a taxable distribution from the Plan and will be included in the statements of changes in net assets available for benefits as a benefit payment.

f. Payment of Benefits

Benefits are recorded when paid.

g. Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRC are recorded as a liability with a corresponding reduction to participant's contributions. The Plan distributed the 2015 excess contributions to the applicable participants on May 26, 2016. For the year ended December 31, 2016, the liability for excess contributions payable to participants was $5,113.

h. Subsequent Events

The Plan Administrator has evaluated subsequent events through October 10, 2017, the date the financial statements were made available for issuance.

3. Information Certified by Asset Custodian (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following information included in the financial statements and supplemental schedule was provided and certified by the Custodian, as of December 31, 2016 and 2015 and for the years then ended, as complete and accurate:

- Investments, at fair value
- Investment income
- Interest on notes receivable from participants
- Investments, Note 4
- Schedule of assets (held at end of year)

4. Investments

All Plan investments are participant-directed and held by the Custodian as of December 31, 2016 and 2015. Participants can direct their accounts among various mutual funds and a common collective trust.

The Wells Fargo Stable Return Fund N60 ("Fund N60"), is a common collective trust fund that invests all of its assets in the Wells Fargo Stable Return Fund G ("Fund G"). The value of Fund N60 is based on the underlying unit value reported by Fund G (together, the "Funds"). Fund G invests in fully benefit-responsive investment contracts.

Fund G invests in investment contracts, including traditional guaranteed investment contracts (GIC's) and security-backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics to a traditional investment contract and is comprised of (1) a fixed income security or portfolio of fixed-income securities and (2) a contract value guarantee (wrapper) provided by a third party. Wrappers provide contract value payments for certain participant-initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity. Fund G carries its investments at contract value in accordance with GAAP. Fund G also invests in the Wells Fargo/Black Rock Short Term Investment Fund S, which invests in highly liquid assets, and uses the investment for daily liquidity needs.

GIC's are backed by the general account of the contract issuer. Fund G deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified period. The issuer guarantees that all qualified participant withdrawals will be at contract value (principal plus accrued interest). A security-backed contract is an investment contract (also known as a synthetic GIC or a separate account GIC) issued by an insurance company or other financial institution, backed by a portfolio of bonds.

There are several risks specific to investment contracts. One of the primary risks involved is credit risk of the contract issuer. Credit risk for security-backed contracts includes risks arising from the potential inability of the issuer to meet the terms of the contract wrapper and the potential default of the underlying fixed-income securities. A second risk is that liquidity is limited because of the unique characteristics of investment contracts and the absence of an actively traded secondary market. Interest rate risk is also present because rates may be fixed with these products.

GIC's generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Security-backed contracts generally are evergreen contracts that contain termination provisions, allowing Fund G or the contract issuer to terminate with notice, at any time at fair value, and providing for automatic termination of the contract if the contract value or the fair value of the underlying portfolio equals zero. The issuer is obligated to pay the excess contract value when the fair value of the underlying portfolio equals zero.

Security-backed contracts that permit the issuer to terminate at fair value generally provide that Fund G may elect to convert such termination to an amortization election. In addition, if Fund G defaults in its obligations under the contract (including the issuer's determination that the agreement constitutes a nonexempt prohibited transaction as defined under ERISA, and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and Fund G will receive the fair value as of the date of termination.

GIC's and security-backed contracts also generally provide for withdrawals associated with certain events that are not in the ordinary course of Fund G operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events that may trigger a market value adjustment; however, such events may include all or a portion of: (i) material amendments to Fund G structure or administration; (ii) changes to the participating plans' competing investment options including the elimination of equity

wash provisions; (iii) complete or partial termination of Fund G, including a merger with another fund; (iv) the failure of Fund G to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; (v) the redemption of all or a portion of the interest in Fund G held by a participating plan at the direction of the participating plan sponsor, including withdrawals due to certain corporate actions; (vi) any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to Fund G or participating plans; or (vii) the delivery of any communication to plan participants designed to influence a participant not to invest in Fund G.

At this time, Fund G does not believe that the occurrence of any such market value event, which would limit Fund G's ability to transact with participants at contract value, is probable.

5. Fair Value Measurements

a. Fair Value Hierarchy

Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2 – inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and 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.

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

The following is a description of the valuation methodologies used for the Plan's investments at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds: Valued at quoted market prices which are available on active markets.

Common Collective Trust: The Plan invests in a stable value common collective trust. The common collective trust is valued at the NAV of the underlying investments. Participant transactions can occur daily. See discussion on Note 4.

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

	Investments at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds:	$ 23,704,957	$ -	$ -	$ 23,704,957
Common collective trust	-	3,411,403	-	3,411,403
Total investments	$ 23,704,957	$ 3,411,403	$ -	$ 27,116,360

	Investments at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 25,726,006	$ -	$ -	$ 25,726,006
Common collective trust	-	3,116,599	-	3,116,599
Total investments	$ 25,726,006	$ 3,116,599	$ -	$ 28,842,605

b. Investment Calculated at Net Asset Value per Share

The Funds' principal objective is to protect principal while providing a higher rate of return than shorter-maturity investments, such as money market funds or certificates of deposit. To achieve this, the Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments.

The following table provides information regarding redemption of investments where the NAV has been used to measure fair value as of December 31, 2016 and 2015:

	Fair Value		Redemption Frequency	Redemption Notice Period
	2016	2015		
Common collective trust	$3,411,403	$3,116,599	Daily	1 Day

6. Party-in-Interest Transactions

A party-in-interest is defined as a fiduciary or employee of the Plan, any person who provides service to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or a relative of such persons mentioned.

Certain Plan investments are managed by Wells Fargo Bank, N.A., the Custodian of the Plan. Therefore, any investment transaction executed with Wells Fargo Bank, N.A. qualifies as a party-in-interest transaction.

In addition, the Companies are parties-in-interest to the Plan. However, there were no transactions with the Companies other than the funding of contributions to the Plan and the payment of certain administrative expenses.

7. Plan Termination

Although they have not expressed any intent to do so, the Companies have the right under the Plan to discontinue employer contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their matching and discretionary non-elective contributions and the earnings thereon.

8. Tax Status

The Plan utilizes the Wells Fargo Bank, N.A. Defined Contribution Volume Submitter Plan and Trust Plan Document ("Wells Fargo Prototype Plan Document") and received an opinion letter from the IRS dated March 31, 2014 stating that the Wells Fargo Prototype Plan Document is in compliance with the applicable requirements of the IRC. Therefore, management believes that the Plan is qualified and the related trust is tax exempt as of December 31, 2016 and 2015, and for the years then ended.

Assuming it meets certain initial and ongoing requirements, the Plan is generally exempt from federal and state income taxes. However, 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. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, 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 routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. Risks and Uncertainties

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

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as reported on the Plan's financial statements to the Form 5500 as of December 31, 2015:

	2015
Net assets available for benefits reported on the financial statements	$ 29,363,205
Return of excess contributions	5,113
Net assets available for benefits reported on Form 5500	$ 29,368,318

The following is a reconciliation of changes in net decrease per the financial statements to the net decrease per the Plan's Form 5500 for the years ended December 31, 2016 and 2015:

	2016	2015
Net decrease in net assets available for benefits reported on the financial statements	$ (1,650,780)	$ (846,585)
Return of excess contributions	(5,113)	5,113
Net decrease per the Plan's Form 5500	$ (1,655,893)	$ (841,472)

OWL COMPANIES 401(K) PLAN
(PLAN #001, SPONSOR EIN #95-1073804)
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual Funds:			
	Allianz Global Investors	NFJ Small-Cap Value Fund	**	$ 486,967
	American Funds	EuroPacific Growth Fund	**	808,054
	American Funds	New Perspective Fund	**	799,794
	American Funds	Balanced Fund	**	9,789,647
	American Funds	Growth Fund of America	**	1,503,336
	American Funds	Investment Company of America	**	1,257,098
	American Funds	Washington Mutual Investors Fund	**	1,488,476
	Dodge & Cox	Dodge & Cox Income	**	270,247
	Franklin Templeton Investments	Small-Mid Cap Growth Fund	**	870,621
	Franklin Templeton Investments	Global Bond Fund	**	122,438
	John Hancock	Disciplined Mid-Cap Fund	**	758,384
	Lord Abbett	Short Duration Income Fund	**	316,774
	Metropolitan West	Total Return Bond Fund	**	1,478,978
	Oppenheimer Funds	Developing Markets Fund	**	211,884
	T. Rowe Price	Dividend Growth Advisor Class	**	3,159,947
	Vanguard	Explorer Fund	**	382,312
	Total Mutual Funds			23,704,957
	Common Collective Trust:			
*	Wells Fargo Bank, N.A.	Stable Return Fund N60	**	3,411,403
*	Participant Loans	Interest rates at 5.25% - 5.50%, maturing through 2025	$ -	596,065
				$ 27,712,425

* Party-in-interest to the Plan

** The cost of participant-directed investments is not required to be disclosed

See accompanying independent auditor's report and notes to the financial statements.