

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
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____	
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☒		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>MUELLER GROUP, LLC RETIREMENT SAVINGS PLAN NO. 2</u>	1b	Three-digit plan number (PN) ▶ <u>003</u>
		1c	Effective date of plan <u>08/16/1999</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>MUELLER GROUP, LLC</u> <u>1200 ABERNATHY RD, NE, SUITE 1200</u> <u>ATLANTA, GA 30328</u>	2b	Employer Identification Number (EIN) <u>37-1387813</u>
		2c	Plan Sponsor's telephone number <u>770-206-4200</u>
		2d	Business code (see instructions) <u>551112</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2017	JENNIFER O'KEEFE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN
	3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 2165
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) 1866
a(2) Total number of active participants at the end of the plan year	6a(2) 1790
b Retired or separated participants receiving benefits.....	6b 4
c Other retired or separated participants entitled to future benefits	6c 246
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 2040
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 11
f Total. Add lines 6d and 6e	6f 2051
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 1732
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 71
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 2T 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>MUELLER GROUP, LLC RETIREMENT SAVINGS PLAN NO. 2</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MUELLER GROUP, LLC</u>	D Employer Identification Number (EIN) <u>37-1387813</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MUELLER GROUP, LLC DC MASTER TRUST

b Name of sponsor of entity listed in (a): MUELLER GROUP, LLC

c EIN-PN <u>04-3521107-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>46607944</u>
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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)
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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)
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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)
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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)
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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)
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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)
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For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

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

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <hr/> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>MUELLER GROUP, LLC RETIREMENT SAVINGS PLAN NO. 2</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MUELLER GROUP, LLC</u>	D Employer Identification Number (EIN) <u>37-1387813</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	3775143	3761353
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	44227515	46607944
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	48002658	50369297

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	48002658	50369297
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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)	1607491	
(B) Participants	2a(1)(B)	1946662	
(C) Others (including rollovers)	2a(1)(C)	7571	
(2) Noncash contributions	2a(2)	0	3561724
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	154860
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	154860	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		154860
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		2482713
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		6199297

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3735030	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3735030
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		53141
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	4032	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4032
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3792203

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2407094
l Transfers of assets:			
(1) To this plan	2l(1)		121
(2) From this plan	2l(2)		40576

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: BENNETT THRASHER

(2) EIN: 58-1673613

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:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		18093
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		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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		31859
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
MUELLER GROUP, LLC RETIREMENT SAVINGS PLAN NO. 1	37-1387813	004

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

A Name of plan <u>MUELLER GROUP, LLC RETIREMENT SAVINGS PLAN NO. 2</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MUELLER GROUP, LLC</u>	D Employer Identification Number (EIN) <u>37-1387813</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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 / / .	

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1. The information contained in this e-mail is privileged, confidential and intended only for the use of the management of Mueller Group, LLC Retirement Savings Plan No. 2 (the Plan) and should not be altered. This email was created October 12, 2017 and Bennett Thrasher LLP will maintain a duplicate copy pursuant to our data retention policies. Additional copies may be requested by reference to its unique identification number 11090.AUD.
2. With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your (or any other) Internet website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in those sites or to consider the consistency of other information in the electronic site with the original document.
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Mueller Group, LLC Retirement Savings Plan No. 2

Financial Statements **December 31, 2016 and 2015**



Mueller Group, LLC Retirement Savings Plan No. 2

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Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) at December 31, 2016	14
* Other information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because there is no information to report.	



Independent Auditor's Report

To the Participants of Mueller Group, LLC
Retirement Savings Plan No. 2 and its
Employee Benefits Administrative Committee

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mueller Group, LLC Retirement Savings Plan No. 2 (the Plan), which comprise the statements of net assets available for benefits at December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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 4, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee at December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

BETTER TOGETHER

A Limited Liability Partnership of Certified Public Accountants & Consultants

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www.btcpa.net



Other Matter

The supplemental information, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) at 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 information.

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 information, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL’s Rules and Regulations for Reporting and Disclosure under ERISA.

Bennett Thrasher LLP

October 11, 2017

Mueller Group, LLC Retirement Savings Plan No. 2

Statements of Net Assets Available for Benefits

	December 31,	
	2016	2015
Assets		
Plan interest in Master Trust, at fair value	\$ 46,607,944	\$ 44,227,515
Receivables:		
Notes receivable from participants	3,761,352	3,775,143
Participant contributions	26,568	30,459
Employer contributions	24,342	18,804
Net assets available for benefits	<u>\$ 50,420,206</u>	<u>\$ 48,051,921</u>

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

Mueller Group, LLC Retirement Savings Plan No. 2

Statement of Changes in Net Assets Available for Benefits

	For the Year Ended December 31, 2016
Additions to net assets attributed to:	
Contributions:	
Participant contributions	\$ 1,942,771
Employer contributions	1,613,029
Participant rollover contributions	<u>7,571</u>
	3,563,371
Plan interest in Master Trust investment income	2,512,346
Interest on notes receivable from participants	<u>154,860</u>
Total additions	<u>6,230,577</u>
Deductions from net assets attributed to:	
Benefits paid to participants	3,788,169
Participant balance transfers out	40,455
Administrative expenses	<u>33,668</u>
Total deductions	<u>3,862,292</u>
Net increase	2,368,285
Net assets available for benefits, beginning of year	<u>48,051,921</u>
Net assets available for benefits, end of year	<u><u>\$ 50,420,206</u></u>

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

Mueller Group, LLC Retirement Savings Plan No. 2

Notes to Financial Statements December 31, 2016 and 2015

Note 1: Plan Description

The following is a brief description of the Mueller Group, LLC Retirement Savings Plan No. 2 (the Plan). The Plan covers certain employees of Mueller Company and Anvil International, segments of Mueller Group, LLC (the Company or Plan Sponsor). The Company is a wholly owned subsidiary of Mueller Water Products, Inc. The Plan is a defined contribution plan providing retirement benefits to eligible employees of the Company. Participants should refer to the Plan Document for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

An eligible employee is either an hourly employee whose compensation is subject to a collective bargaining agreement or a salaried employee identified on a schedule attached to the Plan Document. Leased employees, non-resident aliens, cooperative students, and temporary employees are not eligible to participate in the Plan. Unless participation criteria are specifically stated otherwise in the Plan Document, each employee hired subsequent to August 16, 1999, the Plan's inception date, is eligible to participate in this Plan as of the entry date, which coincides with or immediately follows the latter of: the Plan's inception date, the effective date of the adoption of this Plan by the divisions of the Company, or upon attaining the age of eligibility, which varies depending on the requirements of the Company's divisions, as specified in the Plan Document.

Contributions

The Plan is funded through both participant and employer contributions. Eligible employees are able to make basic and voluntary contributions, as defined in the Plan Document. In addition, participants in certain divisions of the Company may also make supplemental contributions, as specified by the Plan Document.

The employer makes matching contributions to the Plan based on the formula specified in the Plan Document. Both participant and employer matching contributions are recorded in the period in which the employee payroll deductions are made. The aggregate amount of participant and employer contributions cannot exceed certain limits as established by the provisions of the Plan Document and the Internal Revenue Code (IRC).

Participants may also make rollover contributions to the Plan, provided the amount represents a balance from a qualified plan under the IRC and the amount is contributed to the Plan within 60 days of the original distribution.

Transfers

Certain employee job classification changes made during the year may warrant a transfer of participant accounts out of the Plan and into another Company-sponsored plan. These transfers represent the participant balance transfers out on the Statement of Changes in Net Assets Available for Benefits.

Vesting

Participants are immediately vested in their contributions and rollover contributions. Upon the completion of three years of service or upon termination of employment due to retirement, disability, or death, the participant will also be fully vested in that portion of his or her account attributable to employer contributions. In the event of termination of the Plan, all participant accounts become fully vested and nonforfeitable.

Participation

Individual accounts are maintained for each of the Plan's participants to reflect the participant's share of the Plan's earnings or losses, the Company's contributions, if any, and the participant's contributions. Allocation of earnings or losses is based on relative account balances and investment elections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Withdrawals and Termination

Withdrawals from participant accounts may be made for the following reasons: termination of employment, financial hardship, retirement, death or attainment of age 59½.

Hardship withdrawals are permitted if certain criteria are met, as defined by the Plan Document, and are subject to taxes in the year received. Hardship withdrawals result in a suspension of the right to make participant contributions to the Plan for a period of six months.

The Plan does not permit partial or periodic withdrawals from a participant's account, except for hardship withdrawals, attainment of age 70½ and from rollover contributions. Any other types of withdrawals must be for the entire vested balance.

Notes Receivable from Participants

The Plan allows participants currently employed by the Company to borrow amounts not exceeding 50% of their vested account balance. Notes receivable from participants must exceed \$1,000 and cannot exceed \$50,000. Notes receivable bear interest at prevailing rates for comparable notes made by commercial lending institutions. Notes receivable repayments are generally made through payroll deductions and normally must be repaid within a five-year term unless the note was used to purchase a primary residence, which allows extension of the term up to 15 years. Notes receivable become due and payable in full once a participant terminates employment.

Plan Termination

The Company has reserved the right to amend, modify, suspend, or terminate the Plan at any time, subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in that portion of their account attributable to employer contributions.

Plan Administration

The Plan's investments are administered by Fidelity Management Trust Company (the Trustee). Upon enrollment in the Plan, a participant may direct the investment of his or her employee and employer contributions in any of the Plan's investment options. The participant may change the investment elections on a daily basis.

Forfeitures

Forfeitures arising upon termination of a participant's employment shall be used to offset future employer matching contributions under the Plan and/or to pay the Plan's administrative expenses. If a terminated participant returns to employment within five years, the amount previously forfeited will be reinstated. Forfeited nonvested amounts available for use totaled \$85,139 and \$21,591 at December 31, 2016 and 2015, respectively. For the year ended December 31, 2016, forfeitures in the amount of \$80 were used to offset employer matching contributions and \$900 was used to pay Plan expenses.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Investment Valuation

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation includes gains and losses on the Plan's investments held throughout the year as well as those bought and sold during the year.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the 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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Expenses of the Plan are paid out of the Plan unless paid by the Company. Transaction expenses are included as part of the cost of the related investments. Fees related to notes receivable from participants are paid by the borrowing participant.

New Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; and III. Measurement Date Practical Expedient* (ASU 2015-12). ASU 2015-12 simplifies current benefit plan accounting and requires (i) fully benefit-responsive investment contracts to be measured, presented, and disclosed only at contract value and accordingly removes the requirement to reconcile their contract value to fair value; (ii) benefit plans to disaggregate their investments measured using fair value by general type, either on the face of the financial statements or in the notes to the financial statements and removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits and (iii) the net appreciation or depreciation for investments to be presented in the aggregate rather than disaggregated and disclosed by general type. The standard also eliminates the requirement to disclose the significant investment strategies for certain investments that are measured using the net asset value per share practical expedient. Further, ASU 2015-12 provides a practical expedient to permit benefit plans to measure investments and investment-related accounts as of the month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end. Parts I and II of this standard are effective for fiscal years beginning after December 15, 2015 with retrospective application. Part III of this standard is effective for fiscal years beginning after December 15, 2015 with prospective application. Early adoption is permitted.

The Plan Sponsor elected to apply ASU 2015-12 to the financial statements and related disclosures, as of and for the year ended December 31, 2016. As required by the standards, all changes were applied retroactively to all periods presented in the accompanying financial statements.

Note 3: Tax Status of the Plan

No provision for income taxes has been included in the Plan's financial statements. The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 23, 2012 that the Plan and related trust, as then designed, were in accordance with applicable sections of the IRC. The Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and that the Plan was qualified as tax-exempt at December 31, 2016.

GAAP requires the Plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that at December 31, 2016, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2013.

Note 4: Financial Information of the Plan Certified by the Trustee

Assets of the Plan are invested in the Mueller Master Trust (the Master Trust). At December 31, 2016 and 2015, the Master Trust included the investment assets of the Plan and one other Company-sponsored plan, the Mueller Group, LLC Retirement Savings Plan No. 1. Each participating plan has an undivided interest in the Master Trust. The fair value of the Plan's interest in the Master Trust is based on the beginning of year value plus actual contributions and investment income less actual distributions, transfers and administrative expenses. The Plan's interest in the Master Trust as a percentage of net assets was approximately 18% at both December 31, 2016 and 2015.

The Master Trust investments and the Plan interest in the Master Trust, at fair value, are as follows:

	December 31,	
	2016	2015
Master Trust investments, at fair value:		
Mutual funds	<u>\$ 261,281,370</u>	<u>\$ 244,418,088</u>
Plan interest in Master Trust, at fair value	<u>\$ 46,607,944</u>	<u>\$ 44,227,515</u>

The net investment income of the Master Trust and of the Plan interest in the Master Trust investment income for the year ended December 31, 2016 are as follows:

Interest and dividends, mutual funds	\$ 8,631,890
Net appreciation in fair value of mutual funds	<u>6,762,170</u>
	<u>\$ 15,394,060</u>
Plan interest in Master Trust investment income	<u>\$ 2,512,346</u>

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any audit procedures with respect to the above information certified by the Trustee, except for comparing such information to information included in the Plan's financial statements and supplemental information.

Note 5: Fair Value Measurements

Mutual funds are valued at the net asset value of shares held by the Plan at December 31, 2016 and 2015. There were no changes in the methodologies used during the year.

The assets of the Master Trust, within the fair value hierarchy are presented below:

	Level 1	
	December 31,	
	2016	2015
Mutual Funds	\$ 261,281,370	\$ 244,418,088
Master Trust investments, at fair value	\$ 261,281,370	\$ 244,418,088

Note 6: Reconciliation of Financial Statements to Form 5500

The financial information of the Plan, as reported on Form 5500, does not include all amounts necessary for reporting on the accrual basis of accounting. A reconciliation of the amounts appearing on Form 5500 to the accompanying financial statements is as follows:

	December 31,	
	2016	2015
Net Assets Available for Benefits		
Net assets, as reported on Form 5500	\$ 50,369,296	\$ 48,002,658
Adjustment to accrue participant contributions receivable	26,568	30,459
Adjustment to accrue employer contributions receivable	24,342	18,804
Net assets, as reported in the accompanying financial statements	\$ 50,420,206	\$ 48,051,921

Changes in Net Assets Available for Benefits for the year ended December 31, 2016

Increase in net assets, as reported on Form 5500	\$ 2,366,638
Change in adjustment to accrue participant contributions receivable	(3,891)
Change in adjustment to accrue employer contributions receivable	5,538
Increase in net assets, as reported in the accompanying financial statements	\$ 2,368,285

Note 7: Party-in-Interest Transactions

The Trustee performs services for, sells products to, and manages and maintains certain investments of the Plan for which fees are charged to the Plan. The Trustee is also the record-keeper as defined in the Plan Document. Any transactions with the Trustee qualify as party-in-interest transactions as do notes receivable from participants. Net fees paid to the Trustee were \$33,668 for the year ended December 31, 2016. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from prohibition of party-in-interest transactions under ERISA.

Note 8: Prohibited Transactions

The Plan Sponsor deducted, via payroll withholding, an aggregate of \$18,093 during 2015 from participants' gross wages that were not remitted in a timely manner to the Plan in accordance with DOL Rules and Regulations. The Company filed Form 5330 with the IRS and remitted the required excise tax on the transaction. In addition, the Plan Sponsor made a restoration contribution to restore lost earnings.

Note 9: Subsequent Events

In January 2017, the Company sold Anvil International, LLC. As a result, the Trustee transferred all assets held under the Trust and attributable to the participant accounts of active employees of Anvil International, LLC to a new qualified defined contribution plan.

Plan management has evaluated for subsequent events between the date of the Statement of Net Assets Available for Benefits at December 31, 2016 and the report date, which is the date the financial statements were available for issuance, and has concluded that all subsequent events requiring recognition or disclosure have been incorporated into these financial statements.

Supplemental Information

Mueller Group, LLC Retirement Savings Plan No. 2

Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions For the Year Ended December 31, 2016

Plan #004 -Employer Identification #20-3547095

Plan Year	Participant Contributions Transferred Late to Plan	Loan Repayments Included in Late Contributions (Y/N)	Total that Constitute Nonexempt Prohibited			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Corrections in VFCP	
2015	\$ 18,093	Y	\$ -	\$ -	\$ -	\$ 18,093

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

Mueller Group, LLC Retirement Savings Plan No. 2

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

Plan #004 -Employer Identification #20-3547095

(A)	Identity of issuer, borrower, lessor, or similar party (B)	Description of investment including maturity date, rate of interest, collateral, par, or maturity value (C)	Cost (D)	Current Value (E)
*	Interest held in Master Trust, at fair value	Mutual funds	**	\$ 46,607,944
*	Notes receivable from participants	Interest rates ranging from 4.25% to 9.25% with maturity dates ranging from January 2016 to October 2031		<u>3,761,352</u>
				<u>\$ 50,369,296</u>

* A party-in-interest as defined by ERISA.

** Not required for participant-directed investments.

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

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1. The information contained in this e-mail is privileged, confidential and intended only for the use of the management of Mueller Group, LLC Retirement Savings Plan No. 2 (the Plan) and should not be altered. This email was created October 12, 2017 and Bennett Thrasher LLP will maintain a duplicate copy pursuant to our data retention policies. Additional copies may be requested by reference to its unique identification number 11090.AUD.
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Mueller Group, LLC Retirement Savings Plan No. 2

Financial Statements **December 31, 2016 and 2015**



Mueller Group, LLC Retirement Savings Plan No. 2

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* Other information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because there is no information to report.	



Independent Auditor's Report

To the Participants of Mueller Group, LLC
Retirement Savings Plan No. 2 and its
Employee Benefits Administrative Committee

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mueller Group, LLC Retirement Savings Plan No. 2 (the Plan), which comprise the statements of net assets available for benefits at December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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 4, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee at December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

BETTER TOGETHER

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Other Matter

The supplemental information, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) at 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 information.

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 information, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL’s Rules and Regulations for Reporting and Disclosure under ERISA.

Bennett Thrasher LLP

October 11, 2017

Mueller Group, LLC Retirement Savings Plan No. 2

Statements of Net Assets Available for Benefits

	December 31,	
	2016	2015
Assets		
Plan interest in Master Trust, at fair value	\$ 46,607,944	\$ 44,227,515
Receivables:		
Notes receivable from participants	3,761,352	3,775,143
Participant contributions	26,568	30,459
Employer contributions	24,342	18,804
Net assets available for benefits	<u>\$ 50,420,206</u>	<u>\$ 48,051,921</u>

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

Mueller Group, LLC Retirement Savings Plan No. 2

Statement of Changes in Net Assets Available for Benefits

	For the Year Ended December 31, 2016
Additions to net assets attributed to:	
Contributions:	
Participant contributions	\$ 1,942,771
Employer contributions	1,613,029
Participant rollover contributions	<u>7,571</u>
	3,563,371
Plan interest in Master Trust investment income	2,512,346
Interest on notes receivable from participants	<u>154,860</u>
Total additions	<u>6,230,577</u>
Deductions from net assets attributed to:	
Benefits paid to participants	3,788,169
Participant balance transfers out	40,455
Administrative expenses	<u>33,668</u>
Total deductions	<u>3,862,292</u>
Net increase	2,368,285
Net assets available for benefits, beginning of year	<u>48,051,921</u>
Net assets available for benefits, end of year	<u><u>\$ 50,420,206</u></u>

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

Mueller Group, LLC Retirement Savings Plan No. 2

Notes to Financial Statements December 31, 2016 and 2015

Note 1: Plan Description

The following is a brief description of the Mueller Group, LLC Retirement Savings Plan No. 2 (the Plan). The Plan covers certain employees of Mueller Company and Anvil International, segments of Mueller Group, LLC (the Company or Plan Sponsor). The Company is a wholly owned subsidiary of Mueller Water Products, Inc. The Plan is a defined contribution plan providing retirement benefits to eligible employees of the Company. Participants should refer to the Plan Document for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

An eligible employee is either an hourly employee whose compensation is subject to a collective bargaining agreement or a salaried employee identified on a schedule attached to the Plan Document. Leased employees, non-resident aliens, cooperative students, and temporary employees are not eligible to participate in the Plan. Unless participation criteria are specifically stated otherwise in the Plan Document, each employee hired subsequent to August 16, 1999, the Plan's inception date, is eligible to participate in this Plan as of the entry date, which coincides with or immediately follows the latter of: the Plan's inception date, the effective date of the adoption of this Plan by the divisions of the Company, or upon attaining the age of eligibility, which varies depending on the requirements of the Company's divisions, as specified in the Plan Document.

Contributions

The Plan is funded through both participant and employer contributions. Eligible employees are able to make basic and voluntary contributions, as defined in the Plan Document. In addition, participants in certain divisions of the Company may also make supplemental contributions, as specified by the Plan Document.

The employer makes matching contributions to the Plan based on the formula specified in the Plan Document. Both participant and employer matching contributions are recorded in the period in which the employee payroll deductions are made. The aggregate amount of participant and employer contributions cannot exceed certain limits as established by the provisions of the Plan Document and the Internal Revenue Code (IRC).

Participants may also make rollover contributions to the Plan, provided the amount represents a balance from a qualified plan under the IRC and the amount is contributed to the Plan within 60 days of the original distribution.

Transfers

Certain employee job classification changes made during the year may warrant a transfer of participant accounts out of the Plan and into another Company-sponsored plan. These transfers represent the participant balance transfers out on the Statement of Changes in Net Assets Available for Benefits.

Vesting

Participants are immediately vested in their contributions and rollover contributions. Upon the completion of three years of service or upon termination of employment due to retirement, disability, or death, the participant will also be fully vested in that portion of his or her account attributable to employer contributions. In the event of termination of the Plan, all participant accounts become fully vested and nonforfeitable.

Participation

Individual accounts are maintained for each of the Plan's participants to reflect the participant's share of the Plan's earnings or losses, the Company's contributions, if any, and the participant's contributions. Allocation of earnings or losses is based on relative account balances and investment elections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Withdrawals and Termination

Withdrawals from participant accounts may be made for the following reasons: termination of employment, financial hardship, retirement, death or attainment of age 59½.

Hardship withdrawals are permitted if certain criteria are met, as defined by the Plan Document, and are subject to taxes in the year received. Hardship withdrawals result in a suspension of the right to make participant contributions to the Plan for a period of six months.

The Plan does not permit partial or periodic withdrawals from a participant's account, except for hardship withdrawals, attainment of age 70½ and from rollover contributions. Any other types of withdrawals must be for the entire vested balance.

Notes Receivable from Participants

The Plan allows participants currently employed by the Company to borrow amounts not exceeding 50% of their vested account balance. Notes receivable from participants must exceed \$1,000 and cannot exceed \$50,000. Notes receivable bear interest at prevailing rates for comparable notes made by commercial lending institutions. Notes receivable repayments are generally made through payroll deductions and normally must be repaid within a five-year term unless the note was used to purchase a primary residence, which allows extension of the term up to 15 years. Notes receivable become due and payable in full once a participant terminates employment.

Plan Termination

The Company has reserved the right to amend, modify, suspend, or terminate the Plan at any time, subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in that portion of their account attributable to employer contributions.

Plan Administration

The Plan's investments are administered by Fidelity Management Trust Company (the Trustee). Upon enrollment in the Plan, a participant may direct the investment of his or her employee and employer contributions in any of the Plan's investment options. The participant may change the investment elections on a daily basis.

Forfeitures

Forfeitures arising upon termination of a participant's employment shall be used to offset future employer matching contributions under the Plan and/or to pay the Plan's administrative expenses. If a terminated participant returns to employment within five years, the amount previously forfeited will be reinstated. Forfeited nonvested amounts available for use totaled \$85,139 and \$21,591 at December 31, 2016 and 2015, respectively. For the year ended December 31, 2016, forfeitures in the amount of \$80 were used to offset employer matching contributions and \$900 was used to pay Plan expenses.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Investment Valuation

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation includes gains and losses on the Plan's investments held throughout the year as well as those bought and sold during the year.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the 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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Expenses of the Plan are paid out of the Plan unless paid by the Company. Transaction expenses are included as part of the cost of the related investments. Fees related to notes receivable from participants are paid by the borrowing participant.

New Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; and III. Measurement Date Practical Expedient* (ASU 2015-12). ASU 2015-12 simplifies current benefit plan accounting and requires (i) fully benefit-responsive investment contracts to be measured, presented, and disclosed only at contract value and accordingly removes the requirement to reconcile their contract value to fair value; (ii) benefit plans to disaggregate their investments measured using fair value by general type, either on the face of the financial statements or in the notes to the financial statements and removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits and (iii) the net appreciation or depreciation for investments to be presented in the aggregate rather than disaggregated and disclosed by general type. The standard also eliminates the requirement to disclose the significant investment strategies for certain investments that are measured using the net asset value per share practical expedient. Further, ASU 2015-12 provides a practical expedient to permit benefit plans to measure investments and investment-related accounts as of the month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end. Parts I and II of this standard are effective for fiscal years beginning after December 15, 2015 with retrospective application. Part III of this standard is effective for fiscal years beginning after December 15, 2015 with prospective application. Early adoption is permitted.

The Plan Sponsor elected to apply ASU 2015-12 to the financial statements and related disclosures, as of and for the year ended December 31, 2016. As required by the standards, all changes were applied retroactively to all periods presented in the accompanying financial statements.

Note 3: Tax Status of the Plan

No provision for income taxes has been included in the Plan's financial statements. The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 23, 2012 that the Plan and related trust, as then designed, were in accordance with applicable sections of the IRC. The Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and that the Plan was qualified as tax-exempt at December 31, 2016.

GAAP requires the Plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that at December 31, 2016, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2013.

Note 4: Financial Information of the Plan Certified by the Trustee

Assets of the Plan are invested in the Mueller Master Trust (the Master Trust). At December 31, 2016 and 2015, the Master Trust included the investment assets of the Plan and one other Company-sponsored plan, the Mueller Group, LLC Retirement Savings Plan No. 1. Each participating plan has an undivided interest in the Master Trust. The fair value of the Plan's interest in the Master Trust is based on the beginning of year value plus actual contributions and investment income less actual distributions, transfers and administrative expenses. The Plan's interest in the Master Trust as a percentage of net assets was approximately 18% at both December 31, 2016 and 2015.

The Master Trust investments and the Plan interest in the Master Trust, at fair value, are as follows:

	December 31,	
	2016	2015
Master Trust investments, at fair value:		
Mutual funds	<u>\$ 261,281,370</u>	<u>\$ 244,418,088</u>
Plan interest in Master Trust, at fair value	<u>\$ 46,607,944</u>	<u>\$ 44,227,515</u>

The net investment income of the Master Trust and of the Plan interest in the Master Trust investment income for the year ended December 31, 2016 are as follows:

Interest and dividends, mutual funds	\$ 8,631,890
Net appreciation in fair value of mutual funds	<u>6,762,170</u>
	<u>\$ 15,394,060</u>
Plan interest in Master Trust investment income	<u>\$ 2,512,346</u>

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any audit procedures with respect to the above information certified by the Trustee, except for comparing such information to information included in the Plan's financial statements and supplemental information.

Note 5: Fair Value Measurements

Mutual funds are valued at the net asset value of shares held by the Plan at December 31, 2016 and 2015. There were no changes in the methodologies used during the year.

The assets of the Master Trust, within the fair value hierarchy are presented below:

	Level 1	
	December 31,	
	2016	2015
Mutual Funds	\$ 261,281,370	\$ 244,418,088
Master Trust investments, at fair value	\$ 261,281,370	\$ 244,418,088

Note 6: Reconciliation of Financial Statements to Form 5500

The financial information of the Plan, as reported on Form 5500, does not include all amounts necessary for reporting on the accrual basis of accounting. A reconciliation of the amounts appearing on Form 5500 to the accompanying financial statements is as follows:

	December 31,	
	2016	2015
Net Assets Available for Benefits		
Net assets, as reported on Form 5500	\$ 50,369,296	\$ 48,002,658
Adjustment to accrue participant contributions receivable	26,568	30,459
Adjustment to accrue employer contributions receivable	24,342	18,804
Net assets, as reported in the accompanying financial statements	\$ 50,420,206	\$ 48,051,921

Changes in Net Assets Available for Benefits for the year ended December 31, 2016

Increase in net assets, as reported on Form 5500	\$ 2,366,638
Change in adjustment to accrue participant contributions receivable	(3,891)
Change in adjustment to accrue employer contributions receivable	5,538
Increase in net assets, as reported in the accompanying financial statements	\$ 2,368,285

Note 7: Party-in-Interest Transactions

The Trustee performs services for, sells products to, and manages and maintains certain investments of the Plan for which fees are charged to the Plan. The Trustee is also the record-keeper as defined in the Plan Document. Any transactions with the Trustee qualify as party-in-interest transactions as do notes receivable from participants. Net fees paid to the Trustee were \$33,668 for the year ended December 31, 2016. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from prohibition of party-in-interest transactions under ERISA.

Note 8: Prohibited Transactions

The Plan Sponsor deducted, via payroll withholding, an aggregate of \$18,093 during 2015 from participants' gross wages that were not remitted in a timely manner to the Plan in accordance with DOL Rules and Regulations. The Company filed Form 5330 with the IRS and remitted the required excise tax on the transaction. In addition, the Plan Sponsor made a restoration contribution to restore lost earnings.

Note 9: Subsequent Events

In January 2017, the Company sold Anvil International, LLC. As a result, the Trustee transferred all assets held under the Trust and attributable to the participant accounts of active employees of Anvil International, LLC to a new qualified defined contribution plan.

Plan management has evaluated for subsequent events between the date of the Statement of Net Assets Available for Benefits at December 31, 2016 and the report date, which is the date the financial statements were available for issuance, and has concluded that all subsequent events requiring recognition or disclosure have been incorporated into these financial statements.

Supplemental Information

Mueller Group, LLC Retirement Savings Plan No. 2

Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions For the Year Ended December 31, 2016

Plan #004 -Employer Identification #20-3547095

			Total that Constitute Nonexempt Prohibited			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
Plan Year	Participant Contributions Transferred Late to Plan	Loan Repayments Included in Late Contributions (Y/N)	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Corrections in VFCP	
2015	\$ 18,093	Y	\$ -	\$ -	\$ -	\$ 18,093

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

Mueller Group, LLC Retirement Savings Plan No. 2

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

Plan #004 -Employer Identification #20-3547095

(A)	Identity of issuer, borrower, lessor, or similar party (B)	Description of investment including maturity date, rate of interest, collateral, par, or maturity value (C)	Cost (D)	Current Value (E)
*	Interest held in Master Trust, at fair value	Mutual funds	**	\$ 46,607,944
*	Notes receivable from participants	Interest rates ranging from 4.25% to 9.25% with maturity dates ranging from January 2016 to October 2031		<u>3,761,352</u> <u>\$ 50,369,296</u>

* A party-in-interest as defined by ERISA.

** Not required for participant-directed investments.

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

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1. The information contained in this e-mail is privileged, confidential and intended only for the use of the management of Mueller Group, LLC Retirement Savings Plan No. 2 (the Plan) and should not be altered. This email was created October 12, 2017 and Bennett Thrasher LLP will maintain a duplicate copy pursuant to our data retention policies. Additional copies may be requested by reference to its unique identification number 11090.AUD.
2. With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your (or any other) Internet website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in those sites or to consider the consistency of other information in the electronic site with the original document.
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Mueller Group, LLC Retirement Savings Plan No. 2

Financial Statements **December 31, 2016 and 2015**



Mueller Group, LLC Retirement Savings Plan No. 2

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Independent Auditor's Report

To the Participants of Mueller Group, LLC
Retirement Savings Plan No. 2 and its
Employee Benefits Administrative Committee

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mueller Group, LLC Retirement Savings Plan No. 2 (the Plan), which comprise the statements of net assets available for benefits at December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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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 4, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee at December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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Other Matter

The supplemental information, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) at 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 information.

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 information, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL’s Rules and Regulations for Reporting and Disclosure under ERISA.

Bennett Thrasher LLP

October 11, 2017

Mueller Group, LLC Retirement Savings Plan No. 2

Statements of Net Assets Available for Benefits

	December 31,	
	2016	2015
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Receivables:		
Notes receivable from participants	3,761,352	3,775,143
Participant contributions	26,568	30,459
Employer contributions	24,342	18,804
Net assets available for benefits	<u>\$ 50,420,206</u>	<u>\$ 48,051,921</u>

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

Mueller Group, LLC Retirement Savings Plan No. 2

Statement of Changes in Net Assets Available for Benefits

	For the Year Ended December 31, 2016
Additions to net assets attributed to:	
Contributions:	
Participant contributions	\$ 1,942,771
Employer contributions	1,613,029
Participant rollover contributions	<u>7,571</u>
	3,563,371
Plan interest in Master Trust investment income	2,512,346
Interest on notes receivable from participants	<u>154,860</u>
Total additions	<u>6,230,577</u>
Deductions from net assets attributed to:	
Benefits paid to participants	3,788,169
Participant balance transfers out	40,455
Administrative expenses	<u>33,668</u>
Total deductions	<u>3,862,292</u>
Net increase	2,368,285
Net assets available for benefits, beginning of year	<u>48,051,921</u>
Net assets available for benefits, end of year	<u><u>\$ 50,420,206</u></u>

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

Mueller Group, LLC Retirement Savings Plan No. 2

Notes to Financial Statements December 31, 2016 and 2015

Note 1: Plan Description

The following is a brief description of the Mueller Group, LLC Retirement Savings Plan No. 2 (the Plan). The Plan covers certain employees of Mueller Company and Anvil International, segments of Mueller Group, LLC (the Company or Plan Sponsor). The Company is a wholly owned subsidiary of Mueller Water Products, Inc. The Plan is a defined contribution plan providing retirement benefits to eligible employees of the Company. Participants should refer to the Plan Document for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

An eligible employee is either an hourly employee whose compensation is subject to a collective bargaining agreement or a salaried employee identified on a schedule attached to the Plan Document. Leased employees, non-resident aliens, cooperative students, and temporary employees are not eligible to participate in the Plan. Unless participation criteria are specifically stated otherwise in the Plan Document, each employee hired subsequent to August 16, 1999, the Plan's inception date, is eligible to participate in this Plan as of the entry date, which coincides with or immediately follows the latter of: the Plan's inception date, the effective date of the adoption of this Plan by the divisions of the Company, or upon attaining the age of eligibility, which varies depending on the requirements of the Company's divisions, as specified in the Plan Document.

Contributions

The Plan is funded through both participant and employer contributions. Eligible employees are able to make basic and voluntary contributions, as defined in the Plan Document. In addition, participants in certain divisions of the Company may also make supplemental contributions, as specified by the Plan Document.

The employer makes matching contributions to the Plan based on the formula specified in the Plan Document. Both participant and employer matching contributions are recorded in the period in which the employee payroll deductions are made. The aggregate amount of participant and employer contributions cannot exceed certain limits as established by the provisions of the Plan Document and the Internal Revenue Code (IRC).

Participants may also make rollover contributions to the Plan, provided the amount represents a balance from a qualified plan under the IRC and the amount is contributed to the Plan within 60 days of the original distribution.

Transfers

Certain employee job classification changes made during the year may warrant a transfer of participant accounts out of the Plan and into another Company-sponsored plan. These transfers represent the participant balance transfers out on the Statement of Changes in Net Assets Available for Benefits.

Vesting

Participants are immediately vested in their contributions and rollover contributions. Upon the completion of three years of service or upon termination of employment due to retirement, disability, or death, the participant will also be fully vested in that portion of his or her account attributable to employer contributions. In the event of termination of the Plan, all participant accounts become fully vested and nonforfeitable.

Participation

Individual accounts are maintained for each of the Plan's participants to reflect the participant's share of the Plan's earnings or losses, the Company's contributions, if any, and the participant's contributions. Allocation of earnings or losses is based on relative account balances and investment elections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Withdrawals and Termination

Withdrawals from participant accounts may be made for the following reasons: termination of employment, financial hardship, retirement, death or attainment of age 59½.

Hardship withdrawals are permitted if certain criteria are met, as defined by the Plan Document, and are subject to taxes in the year received. Hardship withdrawals result in a suspension of the right to make participant contributions to the Plan for a period of six months.

The Plan does not permit partial or periodic withdrawals from a participant's account, except for hardship withdrawals, attainment of age 70½ and from rollover contributions. Any other types of withdrawals must be for the entire vested balance.

Notes Receivable from Participants

The Plan allows participants currently employed by the Company to borrow amounts not exceeding 50% of their vested account balance. Notes receivable from participants must exceed \$1,000 and cannot exceed \$50,000. Notes receivable bear interest at prevailing rates for comparable notes made by commercial lending institutions. Notes receivable repayments are generally made through payroll deductions and normally must be repaid within a five-year term unless the note was used to purchase a primary residence, which allows extension of the term up to 15 years. Notes receivable become due and payable in full once a participant terminates employment.

Plan Termination

The Company has reserved the right to amend, modify, suspend, or terminate the Plan at any time, subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in that portion of their account attributable to employer contributions.

Plan Administration

The Plan's investments are administered by Fidelity Management Trust Company (the Trustee). Upon enrollment in the Plan, a participant may direct the investment of his or her employee and employer contributions in any of the Plan's investment options. The participant may change the investment elections on a daily basis.

Forfeitures

Forfeitures arising upon termination of a participant's employment shall be used to offset future employer matching contributions under the Plan and/or to pay the Plan's administrative expenses. If a terminated participant returns to employment within five years, the amount previously forfeited will be reinstated. Forfeited nonvested amounts available for use totaled \$85,139 and \$21,591 at December 31, 2016 and 2015, respectively. For the year ended December 31, 2016, forfeitures in the amount of \$80 were used to offset employer matching contributions and \$900 was used to pay Plan expenses.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Investment Valuation

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation includes gains and losses on the Plan's investments held throughout the year as well as those bought and sold during the year.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the 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.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Expenses of the Plan are paid out of the Plan unless paid by the Company. Transaction expenses are included as part of the cost of the related investments. Fees related to notes receivable from participants are paid by the borrowing participant.

New Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; and III. Measurement Date Practical Expedient* (ASU 2015-12). ASU 2015-12 simplifies current benefit plan accounting and requires (i) fully benefit-responsive investment contracts to be measured, presented, and disclosed only at contract value and accordingly removes the requirement to reconcile their contract value to fair value; (ii) benefit plans to disaggregate their investments measured using fair value by general type, either on the face of the financial statements or in the notes to the financial statements and removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits and (iii) the net appreciation or depreciation for investments to be presented in the aggregate rather than disaggregated and disclosed by general type. The standard also eliminates the requirement to disclose the significant investment strategies for certain investments that are measured using the net asset value per share practical expedient. Further, ASU 2015-12 provides a practical expedient to permit benefit plans to measure investments and investment-related accounts as of the month-end that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with a month-end. Parts I and II of this standard are effective for fiscal years beginning after December 15, 2015 with retrospective application. Part III of this standard is effective for fiscal years beginning after December 15, 2015 with prospective application. Early adoption is permitted.

The Plan Sponsor elected to apply ASU 2015-12 to the financial statements and related disclosures, as of and for the year ended December 31, 2016. As required by the standards, all changes were applied retroactively to all periods presented in the accompanying financial statements.

Note 3: Tax Status of the Plan

No provision for income taxes has been included in the Plan's financial statements. The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 23, 2012 that the Plan and related trust, as then designed, were in accordance with applicable sections of the IRC. The Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and that the Plan was qualified as tax-exempt at December 31, 2016.

GAAP requires the Plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that at December 31, 2016, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2013.

Note 4: Financial Information of the Plan Certified by the Trustee

Assets of the Plan are invested in the Mueller Master Trust (the Master Trust). At December 31, 2016 and 2015, the Master Trust included the investment assets of the Plan and one other Company-sponsored plan, the Mueller Group, LLC Retirement Savings Plan No. 1. Each participating plan has an undivided interest in the Master Trust. The fair value of the Plan's interest in the Master Trust is based on the beginning of year value plus actual contributions and investment income less actual distributions, transfers and administrative expenses. The Plan's interest in the Master Trust as a percentage of net assets was approximately 18% at both December 31, 2016 and 2015.

The Master Trust investments and the Plan interest in the Master Trust, at fair value, are as follows:

	December 31,	
	2016	2015
Master Trust investments, at fair value:		
Mutual funds	<u>\$ 261,281,370</u>	<u>\$ 244,418,088</u>
Plan interest in Master Trust, at fair value	<u>\$ 46,607,944</u>	<u>\$ 44,227,515</u>

The net investment income of the Master Trust and of the Plan interest in the Master Trust investment income for the year ended December 31, 2016 are as follows:

Interest and dividends, mutual funds	\$ 8,631,890
Net appreciation in fair value of mutual funds	<u>6,762,170</u>
	<u>\$ 15,394,060</u>
Plan interest in Master Trust investment income	<u>\$ 2,512,346</u>

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any audit procedures with respect to the above information certified by the Trustee, except for comparing such information to information included in the Plan's financial statements and supplemental information.

Note 5: Fair Value Measurements

Mutual funds are valued at the net asset value of shares held by the Plan at December 31, 2016 and 2015. There were no changes in the methodologies used during the year.

The assets of the Master Trust, within the fair value hierarchy are presented below:

	Level 1	
	December 31,	
	2016	2015
Mutual Funds	\$ 261,281,370	\$ 244,418,088
Master Trust investments, at fair value	\$ 261,281,370	\$ 244,418,088

Note 6: Reconciliation of Financial Statements to Form 5500

The financial information of the Plan, as reported on Form 5500, does not include all amounts necessary for reporting on the accrual basis of accounting. A reconciliation of the amounts appearing on Form 5500 to the accompanying financial statements is as follows:

	December 31,	
	2016	2015
Net Assets Available for Benefits		
Net assets, as reported on Form 5500	\$ 50,369,296	\$ 48,002,658
Adjustment to accrue participant contributions receivable	26,568	30,459
Adjustment to accrue employer contributions receivable	24,342	18,804
Net assets, as reported in the accompanying financial statements	\$ 50,420,206	\$ 48,051,921

Changes in Net Assets Available for Benefits for the year ended December 31, 2016

Increase in net assets, as reported on Form 5500	\$ 2,366,638
Change in adjustment to accrue participant contributions receivable	(3,891)
Change in adjustment to accrue employer contributions receivable	5,538
Increase in net assets, as reported in the accompanying financial statements	\$ 2,368,285

Note 7: Party-in-Interest Transactions

The Trustee performs services for, sells products to, and manages and maintains certain investments of the Plan for which fees are charged to the Plan. The Trustee is also the record-keeper as defined in the Plan Document. Any transactions with the Trustee qualify as party-in-interest transactions as do notes receivable from participants. Net fees paid to the Trustee were \$33,668 for the year ended December 31, 2016. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from prohibition of party-in-interest transactions under ERISA.

Note 8: Prohibited Transactions

The Plan Sponsor deducted, via payroll withholding, an aggregate of \$18,093 during 2015 from participants' gross wages that were not remitted in a timely manner to the Plan in accordance with DOL Rules and Regulations. The Company filed Form 5330 with the IRS and remitted the required excise tax on the transaction. In addition, the Plan Sponsor made a restoration contribution to restore lost earnings.

Note 9: Subsequent Events

In January 2017, the Company sold Anvil International, LLC. As a result, the Trustee transferred all assets held under the Trust and attributable to the participant accounts of active employees of Anvil International, LLC to a new qualified defined contribution plan.

Plan management has evaluated for subsequent events between the date of the Statement of Net Assets Available for Benefits at December 31, 2016 and the report date, which is the date the financial statements were available for issuance, and has concluded that all subsequent events requiring recognition or disclosure have been incorporated into these financial statements.

Supplemental Information

Mueller Group, LLC Retirement Savings Plan No. 2

Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions For the Year Ended December 31, 2016

Plan #004 -Employer Identification #20-3547095

Plan Year	Participant Contributions Transferred Late to Plan	Loan Repayments Included in Late Contributions (Y/N)	Total that Constitute Nonexempt Prohibited			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Corrections in VFCP	
2015	\$ 18,093	Y	\$ -	\$ -	\$ -	\$ 18,093

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

Mueller Group, LLC Retirement Savings Plan No. 2

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

Plan #004 -Employer Identification #20-3547095

(A)	Identity of issuer, borrower, lessor, or similar party (B)	Description of investment including maturity date, rate of interest, collateral, par, or maturity value (C)	Cost (D)	Current Value (E)
*	Interest held in Master Trust, at fair value	Mutual funds	**	\$ 46,607,944
*	Notes receivable from participants	Interest rates ranging from 4.25% to 9.25% with maturity dates ranging from January 2016 to October 2031		<u>3,761,352</u> <u>\$ 50,369,296</u>

* A party-in-interest as defined by ERISA.

** Not required for participant-directed investments.

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