

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>BREITBURN MANAGEMENT COMPANY 401(K) PLAN</u>	1b	Three-digit plan number (PN) ► <u>001</u>
		1c	Effective date of plan <u>10/01/1995</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>BREITBURN MANAGEMENT COMPANY LLC</u> <u>707 WILSHIRE BLVD,</u> <u>46TH FLOOR</u> <u>LOS ANGELES, CA 90071</u>	2b	Employer Identification Number (EIN) <u>76-0822858</u>
		2c	Plan Sponsor's telephone number <u>213-225-5900</u>
		2d	Business code (see instructions) <u>211110</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.	10/16/2017	BRUCE MCFARLAND
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	BRUCE MCFARLAND
	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	5 918
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) 831
a(2) Total number of active participants at the end of the plan year	6a(2) 637
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits	6c 125
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 762
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 762
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 762
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 26
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 2A 2K 3B 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☒ Insurance	(1) ☒ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ 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	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☒ <u>1</u> 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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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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 BREITBURN MANAGEMENT COMPANY 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BREITBURN MANAGEMENT COMPANY LLC	D Employer Identification Number (EIN) 76-0822858

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

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	074035	762	01/01/2016	12/31/2016

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

(a) Total amount of commissions paid 0	(b) Total amount of fees paid 0
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	14332552
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier**6b****c** Premiums due but unpaid at the end of the year**6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount**6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
 (3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b Balance at the end of the previous year **7b** 13771608

c Additions: (1) Contributions deposited during the year	7c(1)	2363340
(2) Dividends and credits.....	7c(2)	
(3) Interest credited during the year.....	7c(3)	199144
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	3189280

▶ **LOAN REPAYMENTS TRANSFERS IN, MISCELLANEOUS IN FORFEITURE CREDITS**(6) Total additions **7c(6)** 5751764**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 19523372**e** Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1) 4354833

(2) Administration charge made by carrier.....

7e(2) 986

(3) Transferred to separate account

7e(3)

(4) Other (specify below)

7e(4) 835001▶ **LOAN INITIATIONS, TRANSFERS OUT MISCELLANEOUS OUT FORFEITURES DEBITS**(5) Total deductions **7e(5)** 5190820**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** 14332552

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

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

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

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

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

A Name of plan BREITBURN MANAGEMENT COMPANY 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BREITBURN MANAGEMENT COMPANY LLC	D Employer Identification Number (EIN) 76-0822858

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

06-1050034

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

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

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

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

MMCSB BOSTONIAN GROUP DIVISION

06-1685865

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	33000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MCGLADERY & PULLEN, LLP

42-0714325

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	NONE	23100	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 14 15 37 50 64	NONE	12296	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

PRUDENTIAL INVESTMENT MANAGEMENT SE

13-4122960

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63 71	NONE	1003	Yes ☒ No ☐	Yes ☒ No ☐	7	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan BREITBURN MANAGEMENT COMPANY 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BREITBURN MANAGEMENT COMPANY LLC	D Employer Identification Number (EIN) 76-0822858	

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	177018	120367
(2) Participant contributions	1b(2)	217010	202789
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	2477	0
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	2076269	1798316
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	43306292	42962930
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	13771608	14332552
(15) Other.....	1c(15)	20917	62196

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	59571591	59479150

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	59571591	59479150
---	-----------	----------	----------

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)	3764300	
(B) Participants	2a(1)(B)	5967100	
(C) Others (including rollovers)	2a(1)(C)	352598	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10083998
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	85132	
(F) Other	2b(1)(F)	199144	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		284276
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	726720	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		726720
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2881100
c Other income.....	2c		38117
d Total income. Add all income amounts in column (b) and enter total.....	2d		14014211

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14033159	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		14033159
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		2371
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)	71122	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		71122
j Total expenses. Add all expense amounts in column (b) and enter total	2j		14106652

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-92441
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: RSM US LLP

(2) EIN: 42-0714325

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	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

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

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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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>BREITBURN MANAGEMENT COMPANY 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BREITBURN MANAGEMENT COMPANY LLC</u>	D Employer Identification Number (EIN) <u>76-0822858</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
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>22-1211670</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
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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
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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.
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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
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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 / / .	

Breitburn Management Company 401(k) Plan

**Financial Statements and Supplemental Schedule
At December 31, 2016 and 2015 and
For the Year Ended December 31, 2016
with Report of Independent Auditors**

Breitburn Management Company 401(k) Plan
Index
December 31, 2016 and 2015

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- * All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Independent Auditor's Report

To the Plan Administrator
Breitburn Management Company 401(k) Plan
Los Angeles, California

Report on the Financial Statements

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 to the financial statements, which was certified or provided by the custodians, Prudential Bank & Trust F.S.B. and Prudential Retirement Insurance and Annuity Company, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodians hold the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodians as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan Administrator by the agent on behalf of the custodians 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.

Emphasis of Matters

As discussed in Note 2 to the financial statements, the entity adopted new accounting guidance related to presentation of fair value of certain investments and disclosure of investments. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting. Our disclaimer of opinion is not modified with respect to these matters.

As discussed in Note 1 to the financial statements, the Board of Directors of Breitburn Management Company, LLC filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York on May 15, 2016. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule, Form 5500, Schedule H, Part IV, Line 4i—Schedule of assets (held at end of year) as of December 31, 2016, required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, is presented for the purposes of additional analysis and is not a required part of the financial statements. This supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

RSM US LLP

Los Angeles, California
October 13, 2017

Breitburn Management Company 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

Assets	2016	2015
Investments, at fair value (Note 3)	\$ 43,025,126	\$ 43,329,685
Investments, at contract value (Note 3)	14,332,552	13,771,608
Receivables		
Contributions receivable	323,156	394,028
Notes receivable from participants	1,798,316	2,076,270
Total receivables	2,121,472	2,470,298
Net assets available for benefits	\$ 59,479,150	\$ 59,571,591

See accompanying Notes to Financial Statements.

Breitburn Management Company 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2016

	Year Ended December 31, 2016
Additions to net assets:	
Investment income (Note 3):	
Net appreciation in fair value of investments	\$ 3,606,121
Interest income	199,144
Total investment income	<u>3,805,265</u>
Interest income on notes receivable from participants (Note 3)	85,132
Contributions:	
Employer	3,764,300
Participants (excluding rollovers)	5,967,100
Participant rollovers	352,598
Total contributions	<u>10,083,998</u>
Total additions	<u>13,974,395</u>
Deductions from net assets:	
Benefits paid (Note 1)	14,035,530
Administrative expenses	31,306
Total deductions	<u>14,066,836</u>
Net decrease in net assets	<u>(92,441)</u>
Net assets available for benefits:	
Beginning of year	<u>59,571,591</u>
End of year	<u><u>\$ 59,479,150</u></u>

See accompanying Notes to Financial Statements.

1. Description of Plan

The following description of the Breitburn Management Company 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan provisions.

General

The Plan is a participant-directed defined contribution plan covering all employees not leased or temporary of Breitburn Management Company, LLC (the “Company” or “Breitburn Management”).

During 2016 and 2015, all employees except part-time, temporary, or seasonal employees (employees whose regularly scheduled service is less than 1,000 hours of service per computation period) were eligible to participate in the Plan at the date of hire. However, if a part-time employee completes 1,000 hours of service during an eligibility computation period, the employee will enter the plan on the next regular entry date.

The Plan is sponsored and administered by Breitburn Management, and Prudential Retirement Services (“Prudential”) handles the day-to-day record keeping, accounting, and administrative functions of the Plan. The Plan’s assets are held by Prudential Bank & Trust FSB Company (“PBT”) and Prudential Retirement Insurance and Annuity Company (“PRI”) (“Custodians”) (see Note 3). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Chapter 11 Cases

On May 15, 2016, Breitburn Energy Partners LP (“the Partnership”) and its 21 subsidiaries, which includes Breitburn Management, (collectively, the “Debtors”) filed voluntary petitions for relief (collectively, the “Chapter 11 Petitions” and the cases commenced thereby, the “Chapter 11 Cases”) under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The Chapter 11 Cases are being jointly administered under the caption “In re Breitburn Energy Partners LP, et al.,” Case No. 16-11390. No trustee has been appointed and the Partnership continues to manage themselves and affiliates and operate the businesses as “debtors in possession” subject to the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and the orders of the Bankruptcy Court. To assure ordinary course operations, the Partnership received approval from the Bankruptcy Court on a variety of “first day” motions, including motions that authorize the Partnership to maintain the existing cash management system, to secure debtor-in-possession financing and other customary relief. In connection with the Chapter 11 Cases, Breitburn Operating LP (“BOLP”) entered into the Debtor-in-Possession Credit Agreement, dated as of May 19, 2016, among itself, as borrower, the Partnership, as parent guarantor, the financial institutions from time to time party thereto and Wells Fargo Bank, National Association, as administrative agent, swing line lender and issuing lender (as amended, the “DIP Credit Agreement”). The other Debtors have guaranteed all obligations under the DIP Credit Agreement. The Chapter 11 Cases will not impact the Plan whose assets are held by the Custodians.

Contributions

In 2016 and 2015, participants could contribute up to \$18,000, and participants age 50 and over could contribute an additional \$6,000. The Company contributes at its discretion a matching amount equal to the lesser of 6 percent of a participant’s gross eligible earnings or 100 percent of the participant’s elective deferral, on a per pay period basis. For the period January 1, 2016 through December 31, 2016, the Company made discretionary matching contributions, net of forfeitures, of \$3,764,300.

In addition, the Company, at its discretion, may elect to contribute an employer profit sharing contribution. For the year ended December 31, 2016, no such election was made.

Participants may change their contribution percentages or stop making contributions at any time during the Plan year. Company contributions follow the participant’s fund election.

Vesting

Participants are immediately vested in their own contributions and related investment earnings. Vesting in Company contributions is based on hours worked in a calendar year. A participant is 20 percent vested after 1,000 hours worked in a calendar year, and vests an additional 20 percent for each additional calendar year

thereafter provided they have worked a minimum of 1,000 hours in that year. A participant is 100 percent vested after working a minimum of 1,000 hours per year for five calendar years.

The Plan recognizes service with another business or organization for employees hired in conjunction with the acquisition of that business or organization through Plan amendments.

Participant Accounts

Each participant's account is credited with his or her contributions, any Company discretionary matching contribution and an allocation of Plan net earnings based on participant account balances, and is charged with any withdrawals. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeitures

Forfeitures are used to pay any administrative expenses and reduce any Company-matching contributions. During the year ended December 31, 2016, forfeitures of \$20,210 were used to reduce employer contributions. As of December 31, 2016 and 2015, forfeitures of \$181,152 and \$19,636, respectively, were available for future use.

Participant Loans

Each participant may obtain loans against his or her vested account balance, subject to certain restrictions and limitations. Any loans made to a participant are secured by the participant's vested interest in his or her investment fund subaccounts. No loan may exceed the lesser of 50 percent of the participant's vested account balance or \$50,000. The minimum loan amount is \$1,000. A participant can have one conventional loan and one residential loan outstanding at a time. The minimum term for repayment of any loan is six months and the maximum term is five years for a conventional loan and 30 years for a residential loan. Loans bear a fixed rate of interest equal to the prime lending rate published in The Wall Street Journal on the last business day of the month preceding the date the loan is made plus one percent. For each of 2016 and 2015, the loan interest rate ranged from 4.25 to 4.50 percent. Upon termination of employment, including death, any outstanding loan balance becomes due and payable and the participant may elect to repay it or treat it as a partial distribution.

Benefits

Upon termination of service, a participant's vested account balance will be distributed in a single lump-sum payment in cash, given that the participant's account balance does not exceed \$5,000. However, the participant may elect whether to receive the distribution or to roll over the distribution to another retirement plan such as an individual retirement account ("IRA"). If the amount of the distribution is more than \$1,000 (including any rollover contribution) and the participant does not elect either to receive or to rollover the distribution, the Plan automatically will roll over the distribution to an IRA. The IRA provider will invest the rollover funds in a type of investment designed to preserve principal and to provide a reasonable rate of return and liquidity (e.g., an interest-bearing account, a certificate of deposit or a money market fund). If less than \$1,000 remains in their vested account, the participant will receive the value of his or her account balance. Any unvested amounts are forfeited upon termination of service.

PCEC ASA Termination – Breitburn Management provided administrative services to Pacific Coast Energy Company LP ("PCEC") under an administrative services agreement ("ASA"), in exchange for a monthly fee for indirect expenses and reimbursement for all direct expenses, including incentive compensation plan costs and direct payroll and administrative costs related to PCEC properties and operations. On February 5, 2016, PCEC provided written notice to Breitburn Management of its intention to terminate the ASA, which became effective on June 30, 2016. Upon termination of the ASA on June 30, 2016, PCEC was no longer considered a related party, as Breitburn Management and its management team no longer managed or had significant influence over PCEC. The PCEC employees were terminated as employees of Breitburn Management. These terminated participants were offered standard terms for account distribution or rollover, or could elect to rollover their balances to the PCEC plan. For those who elected not to take cash distributions or rollovers to other qualified plans, account balances of terminated participants totaling \$4,842,047 were distributed out of the Plan into a PCEC sponsored and administered plan, which will administer those assets that belonged to PCEC employees that are no longer part of Breitburn Management.

Expenses of the Plan

Certain administrative expenses are paid by the Plan and certain other expenses are paid by the Company. Certain expenses related to individual participant loans are paid by the participant.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Financial Accounting Standards Board ("FASB") accounting standards require investments held by a defined-contribution plan to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investments, with the exception of the fully benefit-responsive investment contract (Guaranteed Income Fund – PRI), which is presented at contract value. The statement of changes in net assets available for benefits reflects the investment contracts on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts of assets, liabilities, and changes therein, the fair value of investments, and disclosure of contingent assets and liabilities reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Subsequent Events

Subsequent events have been evaluated for potential recognition and disclosure through October 13, 2017, the date the financial statements were available to be issued.

Investments Valuation and Income Recognition

Mutual funds are valued by multiplying the daily mutual fund unit value, or price, by the number of mutual fund shares held. The Guaranteed Income Fund is valued at contract value.

Purchases and sales of securities are reflected on a trade date basis. The basis for all securities sold is determined by average cost. Interest income is recorded on the accrual basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation in the fair value of its investments, which consists of the realized gains or losses on the sale of investments during the period and unrealized appreciation or depreciation of investments held at the end of the reporting period.

Fair Value Measurements

FASB accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

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

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Mutual Funds – The fair values of these mutual funds are determined by the mutual funds' Net Asset Value ("NAV"). The NAV is calculated by dividing the fund's total net assets by the total number of shares outstanding. The fund's total net assets are determined by obtaining pricing for the individual securities within the fund, and minus any liabilities. The calculated NAV or price for the mutual fund is a publicly-quoted price in an active market and updated at the end of each business day.

Self-directed Brokerage Accounts – The self-directed brokerage account is controlled by the individual who may elect any stock or mutual fund within the terms of the arrangement with PRI. These accounts held by the participants in individual brokerage accounts generally hold securities with publicly-quoted prices and traded in active markets.

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

Benefit Payments

Benefits are recorded when paid. Net assets available for benefits at December 31, 2016 and 2015 did not include any amounts payable to participants who have withdrawn from the Plan, but have not yet been paid vested benefits.

Accounting Standards

In May 2015, the FASB issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or its Equivalent)*. This ASU removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. This ASU also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. This ASU is effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the ASU will be applied retrospectively to all periods presented. The impact of adopting these amendments is reflected in the financial statements.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient (Consensus of the FASB Emerging Issues Task Force)*. This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures and provides for a measurement-date practical expedient. Part III was not applicable to the Plan. Parts I and II of this ASU were adopted in 2016, with retrospective application. The amendments in Part I of this ASU resulted in the Plan's Guaranteed Income Fund being reported only at contract value in the accompanying statements of net assets available for benefits and the removal of certain fair value disclosures related to this investment. There was no impact to the value of the Guaranteed Income Fund at December 31, 2016 and 2015, as the contract value equaled the fair value at each date. The amendments in Part II of this ASU resulted in the removal of certain disclosures related to (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period is still required to be presented in the aggregate. Prior year disclosures in Note 3 have been revised to reflect the retrospective application. The impact of adopting these amendments is reflected in the financial statements.

3. Assets Certified or Provided by the Custodians

The following is a summary of the Plan's asset information as of December 31, 2016 and 2015, and for the year ended December 31, 2016.

Prudential Bank & Trust FSB – The Plan's mutual fund asset information included throughout the Plan's financial statements and supplemental schedule was prepared or derived from information provided and certified by PBT and furnished to the Plan Administrator. The Plan Administrator has obtained certifications for the mutual funds from PBT that information provided to the Plan Administrator by PBT related to the mutual fund assets is complete and accurate. PBT, asset Custodian, certified the information as of December 31, 2016 and 2015 and for the year ended December 31, 2016. Accordingly, as permitted by 29 CFR 520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to these investments and the supplemental schedule related to the following investments.

The Plan's investments that were administered by PBT were invested in mutual fund accounts.

Prudential Retirement Insurance and Annuity Company – The Plan's asset information (excluding mutual fund assets) included throughout the Plan's financial statements and supplemental schedule was prepared or derived from information provided and certified by PRI and furnished to the Plan Administrator. The Plan Administrator has obtained certifications for the self-directed brokerage accounts and the Guaranteed Income Fund from PRI that information provided to the Plan Administrator by PRI related to the self-directed brokerage accounts and the Guaranteed Income Fund is complete and accurate. PRI, asset Custodian, certified the information as of December 31, 2016 and 2015 and for the year ended December 31, 2016. Accordingly, as permitted by 29 CFR 520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to these investments and the supplemental schedule related to the following investments.

The Plan's investments that were administered by PRI were invested in self-directed brokerage accounts and a guaranteed income fund. The Guaranteed Income Fund is valued at contract value.

During 2016 the Plan's investments in mutual funds and the self-directed brokerage account (including gains and losses on investments bought and sold, as well as held during the year) appreciated \$3,606,121 in fair value.

The Plan Administrator has obtained certifications from the Custodians that information provided to the Plan Administrator by the Custodians related to notes receivable of \$1,798,316 and \$2,076,270 as of December 31, 2016 and 2015, respectively, and associated interest income of \$85,132 for the year ended December 31, 2016, is complete and accurate.

Fair Value Information

The following table sets forth, by level within the fair value hierarchy, investments at estimated fair value as of December 31, 2016 and 2015:

Investments at estimated fair value as of December 31, 2016:

	Level 1	Level 2	Level 3	Total
Mutual Fund Accounts	42,962,930	-	-	42,962,930
Self-directed Brokerage Account	62,196	-	-	62,196
	<u>\$ 43,025,126</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 43,025,126</u>

Investments at estimated fair value as of December 31, 2015:

	Level 1	Level 2	Level 3	Total
Mutual Fund Accounts	43,306,291	-	-	43,306,291
Self-directed Brokerage Account	23,394	-	-	23,394
	<u>\$ 43,329,685</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 43,329,685</u>

The mutual funds are considered level 1 assets and the self-directed brokerage accounts are considered a level 1 asset. There were no transfers in or out of Levels 1, 2 or 3 during the year ended December 31, 2016.

Contract Value Information

The Guaranteed Income Fund is a guaranteed contract with PRI, which was determined to be fully benefit-responsive investment contract and therefore is reported at contract value. The contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. Interest income on the Guaranteed Income Fund totaled \$199,144, which is certified by the Custodians as complete and accurate.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the termination of the contract, the termination of the Plan, the failure to meet certain tax qualifications, and amendments or changes of the Plan that requires modification of the contract as determined by the issuer. The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

There are no events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than Contract Value paid either within 90 days or over time.

The average yields of the benefit-responsive guaranteed investment contracts with the respective custodians are as follows:

	2016	2015
Based on actual earnings	1.42%	1.42%
Based on interest credited to participants	1.40%	1.40%

4. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. 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 financial statements. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades.

5. Tax Status of the Plan

The Internal Revenue Service ("IRS") has not issued a determination letter stating that the Plan qualifies, in form, under Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"). However, the Plan utilized a non-standardized prototype plan format. These formats have been approved by the IRS and it pre-qualifies the Plan, and the underlying trust is, therefore, exempt from federal income taxes under Section 501(a) of the Code. The Plan is required to operate in accordance with the Code to maintain its tax qualification. The Plan administrator is not aware of any course of actions or series of events that have occurred which might adversely affect the Plan's qualified status. The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America requires plan management 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. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. Should the Plan terminate, or should contributions be discontinued, at some future time, the rights of each affected participant to the entire amount credited to his or her account on the date of such termination or discontinuance shall be non-forfeitable and fully vested. Payment of such amounts to each participant or beneficiary, upon the termination of the Plan or upon the complete discontinuance of contributions under the Plan, shall be made by the Plan administrator at such time and in such manner as the Plan administrator shall state, provided, however, that all participants and beneficiaries similarly situated shall be treated in a nondiscriminatory manner.

Breitbart Management Company 401(k) Plan**EIN: 76-0822858 Plan: 001****Form 5500, Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year) December 31, 2016****Supplemental Schedule**

(a) (b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Prudential Mutual Funds	Principal Overseas Instl	8,106,976
Prudential Mutual Funds	Vanguard Value Index Adm	6,817,813
Prudential Mutual Funds	Vanguard Growth Index Adm	6,783,498
* Prudential Mutual Funds	Prudential Total Return Bond A	6,497,333
Prudential Mutual Funds	Oppenheimer Discovery A	2,504,741
Prudential Mutual Funds	Victory Small Company Opportunity I	2,478,952
Prudential Mutual Funds	JHancock3 Disciplined Value Mid Cap I	1,885,445
* Prudential Mutual Funds	Prudential Jennison Mid Cap Growth Class A	1,561,766
Prudential Mutual Funds	Invesco Diversified Dividend Y	1,371,099
* Prudential Mutual Funds	Prudential Stock Index A	1,065,232
Prudential Mutual Funds	Voya Real Estate FD CL I	924,691
Prudential Mutual Funds	JP Morgan Large Cap Growth A	793,170
Prudential Mutual Funds	Fidelity Advisor Diversified Stock A	543,828
Prudential Mutual Funds	Columbia Small Cap Index Z	503,970
Prudential Mutual Funds	DFA US Small Cap I	452,271
Prudential Mutual Funds	MFS Global Equity R4	267,024
Prudential Mutual Funds	Nuveen Mid Cap Index I	204,387
Prudential Mutual Funds	Oppenheimer Developing Markets Y	200,734
Self-directed Brokerage Account	Self-directed Brokerage Account	62,196
* Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund	14,332,552
Contributions receivable		323,156
Notes receivable from participants	Interest rates between 4.25% and 4.50% and maturity dates between 1/20/2017 and 8/8/2046	1,798,316
		<u><u>\$ 59,479,150</u></u>

* Investment held by a permitted party-in-interest.

This schedule was prepared using unaudited financial data certified by the Custodians as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

See Report of Independent Auditors.

Breitburn Management Company 401(k) Plan

**Financial Statements and Supplemental Schedule
At December 31, 2016 and 2015 and
For the Year Ended December 31, 2016
with Report of Independent Auditors**

Breitburn Management Company 401(k) Plan
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December 31, 2016 and 2015

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- * All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Independent Auditor's Report

To the Plan Administrator
Breitburn Management Company 401(k) Plan
Los Angeles, California

Report on the Financial Statements

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 to the financial statements, which was certified or provided by the custodians, Prudential Bank & Trust F.S.B. and Prudential Retirement Insurance and Annuity Company, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodians hold the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodians as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan Administrator by the agent on behalf of the custodians 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.

Emphasis of Matters

As discussed in Note 2 to the financial statements, the entity adopted new accounting guidance related to presentation of fair value of certain investments and disclosure of investments. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting. Our disclaimer of opinion is not modified with respect to these matters.

As discussed in Note 1 to the financial statements, the Board of Directors of Breitburn Management Company, LLC filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York on May 15, 2016. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule, Form 5500, Schedule H, Part IV, Line 4i—Schedule of assets (held at end of year) as of December 31, 2016, required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, is presented for the purposes of additional analysis and is not a required part of the financial statements. This supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

RSM US LLP

Los Angeles, California
October 13, 2017

Breitburn Management Company 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

Assets	2016	2015
Investments, at fair value (Note 3)	\$ 43,025,126	\$ 43,329,685
Investments, at contract value (Note 3)	14,332,552	13,771,608
Receivables		
Contributions receivable	323,156	394,028
Notes receivable from participants	1,798,316	2,076,270
Total receivables	2,121,472	2,470,298
Net assets available for benefits	\$ 59,479,150	\$ 59,571,591

See accompanying Notes to Financial Statements.

Breitburn Management Company 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2016

	Year Ended December 31, 2016
Additions to net assets:	
Investment income (Note 3):	
Net appreciation in fair value of investments	\$ 3,606,121
Interest income	199,144
Total investment income	<u>3,805,265</u>
Interest income on notes receivable from participants (Note 3)	85,132
Contributions:	
Employer	3,764,300
Participants (excluding rollovers)	5,967,100
Participant rollovers	352,598
Total contributions	<u>10,083,998</u>
Total additions	<u>13,974,395</u>
Deductions from net assets:	
Benefits paid (Note 1)	14,035,530
Administrative expenses	31,306
Total deductions	<u>14,066,836</u>
Net decrease in net assets	<u>(92,441)</u>
Net assets available for benefits:	
Beginning of year	<u>59,571,591</u>
End of year	<u><u>\$ 59,479,150</u></u>

See accompanying Notes to Financial Statements.

1. Description of Plan

The following description of the Breitburn Management Company 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan provisions.

General

The Plan is a participant-directed defined contribution plan covering all employees not leased or temporary of Breitburn Management Company, LLC (the “Company” or “Breitburn Management”).

During 2016 and 2015, all employees except part-time, temporary, or seasonal employees (employees whose regularly scheduled service is less than 1,000 hours of service per computation period) were eligible to participate in the Plan at the date of hire. However, if a part-time employee completes 1,000 hours of service during an eligibility computation period, the employee will enter the plan on the next regular entry date.

The Plan is sponsored and administered by Breitburn Management, and Prudential Retirement Services (“Prudential”) handles the day-to-day record keeping, accounting, and administrative functions of the Plan. The Plan’s assets are held by Prudential Bank & Trust FSB Company (“PBT”) and Prudential Retirement Insurance and Annuity Company (“PRI”) (“Custodians”) (see Note 3). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Chapter 11 Cases

On May 15, 2016, Breitburn Energy Partners LP (“the Partnership”) and its 21 subsidiaries, which includes Breitburn Management, (collectively, the “Debtors”) filed voluntary petitions for relief (collectively, the “Chapter 11 Petitions” and the cases commenced thereby, the “Chapter 11 Cases”) under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The Chapter 11 Cases are being jointly administered under the caption “In re Breitburn Energy Partners LP, et al.,” Case No. 16-11390. No trustee has been appointed and the Partnership continues to manage themselves and affiliates and operate the businesses as “debtors in possession” subject to the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and the orders of the Bankruptcy Court. To assure ordinary course operations, the Partnership received approval from the Bankruptcy Court on a variety of “first day” motions, including motions that authorize the Partnership to maintain the existing cash management system, to secure debtor-in-possession financing and other customary relief. In connection with the Chapter 11 Cases, Breitburn Operating LP (“BOLP”) entered into the Debtor-in-Possession Credit Agreement, dated as of May 19, 2016, among itself, as borrower, the Partnership, as parent guarantor, the financial institutions from time to time party thereto and Wells Fargo Bank, National Association, as administrative agent, swing line lender and issuing lender (as amended, the “DIP Credit Agreement”). The other Debtors have guaranteed all obligations under the DIP Credit Agreement. The Chapter 11 Cases will not impact the Plan whose assets are held by the Custodians.

Contributions

In 2016 and 2015, participants could contribute up to \$18,000, and participants age 50 and over could contribute an additional \$6,000. The Company contributes at its discretion a matching amount equal to the lesser of 6 percent of a participant’s gross eligible earnings or 100 percent of the participant’s elective deferral, on a per pay period basis. For the period January 1, 2016 through December 31, 2016, the Company made discretionary matching contributions, net of forfeitures, of \$3,764,300.

In addition, the Company, at its discretion, may elect to contribute an employer profit sharing contribution. For the year ended December 31, 2016, no such election was made.

Participants may change their contribution percentages or stop making contributions at any time during the Plan year. Company contributions follow the participant’s fund election.

Vesting

Participants are immediately vested in their own contributions and related investment earnings. Vesting in Company contributions is based on hours worked in a calendar year. A participant is 20 percent vested after 1,000 hours worked in a calendar year, and vests an additional 20 percent for each additional calendar year

thereafter provided they have worked a minimum of 1,000 hours in that year. A participant is 100 percent vested after working a minimum of 1,000 hours per year for five calendar years.

The Plan recognizes service with another business or organization for employees hired in conjunction with the acquisition of that business or organization through Plan amendments.

Participant Accounts

Each participant's account is credited with his or her contributions, any Company discretionary matching contribution and an allocation of Plan net earnings based on participant account balances, and is charged with any withdrawals. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeitures

Forfeitures are used to pay any administrative expenses and reduce any Company-matching contributions. During the year ended December 31, 2016, forfeitures of \$20,210 were used to reduce employer contributions. As of December 31, 2016 and 2015, forfeitures of \$181,152 and \$19,636, respectively, were available for future use.

Participant Loans

Each participant may obtain loans against his or her vested account balance, subject to certain restrictions and limitations. Any loans made to a participant are secured by the participant's vested interest in his or her investment fund subaccounts. No loan may exceed the lesser of 50 percent of the participant's vested account balance or \$50,000. The minimum loan amount is \$1,000. A participant can have one conventional loan and one residential loan outstanding at a time. The minimum term for repayment of any loan is six months and the maximum term is five years for a conventional loan and 30 years for a residential loan. Loans bear a fixed rate of interest equal to the prime lending rate published in The Wall Street Journal on the last business day of the month preceding the date the loan is made plus one percent. For each of 2016 and 2015, the loan interest rate ranged from 4.25 to 4.50 percent. Upon termination of employment, including death, any outstanding loan balance becomes due and payable and the participant may elect to repay it or treat it as a partial distribution.

Benefits

Upon termination of service, a participant's vested account balance will be distributed in a single lump-sum payment in cash, given that the participant's account balance does not exceed \$5,000. However, the participant may elect whether to receive the distribution or to roll over the distribution to another retirement plan such as an individual retirement account ("IRA"). If the amount of the distribution is more than \$1,000 (including any rollover contribution) and the participant does not elect either to receive or to rollover the distribution, the Plan automatically will roll over the distribution to an IRA. The IRA provider will invest the rollover funds in a type of investment designed to preserve principal and to provide a reasonable rate of return and liquidity (e.g., an interest-bearing account, a certificate of deposit or a money market fund). If less than \$1,000 remains in their vested account, the participant will receive the value of his or her account balance. Any unvested amounts are forfeited upon termination of service.

PCEC ASA Termination – Breitburn Management provided administrative services to Pacific Coast Energy Company LP ("PCEC") under an administrative services agreement ("ASA"), in exchange for a monthly fee for indirect expenses and reimbursement for all direct expenses, including incentive compensation plan costs and direct payroll and administrative costs related to PCEC properties and operations. On February 5, 2016, PCEC provided written notice to Breitburn Management of its intention to terminate the ASA, which became effective on June 30, 2016. Upon termination of the ASA on June 30, 2016, PCEC was no longer considered a related party, as Breitburn Management and its management team no longer managed or had significant influence over PCEC. The PCEC employees were terminated as employees of Breitburn Management. These terminated participants were offered standard terms for account distribution or rollover, or could elect to rollover their balances to the PCEC plan. For those who elected not to take cash distributions or rollovers to other qualified plans, account balances of terminated participants totaling \$4,842,047 were distributed out of the Plan into a PCEC sponsored and administered plan, which will administer those assets that belonged to PCEC employees that are no longer part of Breitburn Management.

Expenses of the Plan

Certain administrative expenses are paid by the Plan and certain other expenses are paid by the Company. Certain expenses related to individual participant loans are paid by the participant.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Financial Accounting Standards Board ("FASB") accounting standards require investments held by a defined-contribution plan to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investments, with the exception of the fully benefit-responsive investment contract (Guaranteed Income Fund – PRI), which is presented at contract value. The statement of changes in net assets available for benefits reflects the investment contracts on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts of assets, liabilities, and changes therein, the fair value of investments, and disclosure of contingent assets and liabilities reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Subsequent Events

Subsequent events have been evaluated for potential recognition and disclosure through October 13, 2017, the date the financial statements were available to be issued.

Investments Valuation and Income Recognition

Mutual funds are valued by multiplying the daily mutual fund unit value, or price, by the number of mutual fund shares held. The Guaranteed Income Fund is valued at contract value.

Purchases and sales of securities are reflected on a trade date basis. The basis for all securities sold is determined by average cost. Interest income is recorded on the accrual basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation in the fair value of its investments, which consists of the realized gains or losses on the sale of investments during the period and unrealized appreciation or depreciation of investments held at the end of the reporting period.

Fair Value Measurements

FASB accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

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

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Mutual Funds – The fair values of these mutual funds are determined by the mutual funds' Net Asset Value ("NAV"). The NAV is calculated by dividing the fund's total net assets by the total number of shares outstanding. The fund's total net assets are determined by obtaining pricing for the individual securities within the fund, and minus any liabilities. The calculated NAV or price for the mutual fund is a publicly-quoted price in an active market and updated at the end of each business day.

Self-directed Brokerage Accounts – The self-directed brokerage account is controlled by the individual who may elect any stock or mutual fund within the terms of the arrangement with PRI. These accounts held by the participants in individual brokerage accounts generally hold securities with publicly-quoted prices and traded in active markets.

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

Benefit Payments

Benefits are recorded when paid. Net assets available for benefits at December 31, 2016 and 2015 did not include any amounts payable to participants who have withdrawn from the Plan, but have not yet been paid vested benefits.

Accounting Standards

In May 2015, the FASB issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or its Equivalent)*. This ASU removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. This ASU also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. This ASU is effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the ASU will be applied retrospectively to all periods presented. The impact of adopting these amendments is reflected in the financial statements.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient (Consensuses of the FASB Emerging Issues Task Force)*. This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures and provides for a measurement-date practical expedient. Part III was not applicable to the Plan. Parts I and II of this ASU were adopted in 2016, with retrospective application. The amendments in Part I of this ASU resulted in the Plan's Guaranteed Income Fund being reported only at contract value in the accompanying statements of net assets available for benefits and the removal of certain fair value disclosures related to this investment. There was no impact to the value of the Guaranteed Income Fund at December 31, 2016 and 2015, as the contract value equaled the fair value at each date. The amendments in Part II of this ASU resulted in the removal of certain disclosures related to (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period is still required to be presented in the aggregate. Prior year disclosures in Note 3 have been revised to reflect the retrospective application. The impact of adopting these amendments is reflected in the financial statements.

3. Assets Certified or Provided by the Custodians

The following is a summary of the Plan's asset information as of December 31, 2016 and 2015, and for the year ended December 31, 2016.

Prudential Bank & Trust FSB – The Plan's mutual fund asset information included throughout the Plan's financial statements and supplemental schedule was prepared or derived from information provided and certified by PBT and furnished to the Plan Administrator. The Plan Administrator has obtained certifications for the mutual funds from PBT that information provided to the Plan Administrator by PBT related to the mutual fund assets is complete and accurate. PBT, asset Custodian, certified the information as of December 31, 2016 and 2015 and for the year ended December 31, 2016. Accordingly, as permitted by 29 CFR 520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to these investments and the supplemental schedule related to the following investments.

The Plan's investments that were administered by PBT were invested in mutual fund accounts.

Prudential Retirement Insurance and Annuity Company – The Plan's asset information (excluding mutual fund assets) included throughout the Plan's financial statements and supplemental schedule was prepared or derived from information provided and certified by PRI and furnished to the Plan Administrator. The Plan Administrator has obtained certifications for the self-directed brokerage accounts and the Guaranteed Income Fund from PRI that information provided to the Plan Administrator by PRI related to the self-directed brokerage accounts and the Guaranteed Income Fund is complete and accurate. PRI, asset Custodian, certified the information as of December 31, 2016 and 2015 and for the year ended December 31, 2016. Accordingly, as permitted by 29 CFR 520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to these investments and the supplemental schedule related to the following investments.

The Plan's investments that were administered by PRI were invested in self-directed brokerage accounts and a guaranteed income fund. The Guaranteed Income Fund is valued at contract value.

During 2016 the Plan's investments in mutual funds and the self-directed brokerage account (including gains and losses on investments bought and sold, as well as held during the year) appreciated \$3,606,121 in fair value.

The Plan Administrator has obtained certifications from the Custodians that information provided to the Plan Administrator by the Custodians related to notes receivable of \$1,798,316 and \$2,076,270 as of December 31, 2016 and 2015, respectively, and associated interest income of \$85,132 for the year ended December 31, 2016, is complete and accurate.

Fair Value Information

The following table sets forth, by level within the fair value hierarchy, investments at estimated fair value as of December 31, 2016 and 2015:

Investments at estimated fair value as of December 31, 2016:

	Level 1	Level 2	Level 3	Total
Mutual Fund Accounts	42,962,930	-	-	42,962,930
Self-directed Brokerage Account	62,196	-	-	62,196
	<u>\$ 43,025,126</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 43,025,126</u>

Investments at estimated fair value as of December 31, 2015:

	Level 1	Level 2	Level 3	Total
Mutual Fund Accounts	43,306,291	-	-	43,306,291
Self-directed Brokerage Account	23,394	-	-	23,394
	<u>\$ 43,329,685</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 43,329,685</u>

The mutual funds are considered level 1 assets and the self-directed brokerage accounts are considered a level 1 asset. There were no transfers in or out of Levels 1, 2 or 3 during the year ended December 31, 2016.

Contract Value Information

The Guaranteed Income Fund is a guaranteed contract with PRI, which was determined to be fully benefit-responsive investment contract and therefore is reported at contract value. The contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. Interest income on the Guaranteed Income Fund totaled \$199,144, which is certified by the Custodians as complete and accurate.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the termination of the contract, the termination of the Plan, the failure to meet certain tax qualifications, and amendments or changes of the Plan that requires modification of the contract as determined by the issuer. The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

There are no events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than Contract Value paid either within 90 days or over time.

The average yields of the benefit-responsive guaranteed investment contracts with the respective custodians are as follows:

	2016	2015
Based on actual earnings	1.42%	1.42%
Based on interest credited to participants	1.40%	1.40%

4. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. 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 financial statements. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades.

5. Tax Status of the Plan

The Internal Revenue Service ("IRS") has not issued a determination letter stating that the Plan qualifies, in form, under Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"). However, the Plan utilized a non-standardized prototype plan format. These formats have been approved by the IRS and it pre-qualifies the Plan, and the underlying trust is, therefore, exempt from federal income taxes under Section 501(a) of the Code. The Plan is required to operate in accordance with the Code to maintain its tax qualification. The Plan administrator is not aware of any course of actions or series of events that have occurred which might adversely affect the Plan's qualified status. The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America requires plan management 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. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. Should the Plan terminate, or should contributions be discontinued, at some future time, the rights of each affected participant to the entire amount credited to his or her account on the date of such termination or discontinuance shall be non-forfeitable and fully vested. Payment of such amounts to each participant or beneficiary, upon the termination of the Plan or upon the complete discontinuance of contributions under the Plan, shall be made by the Plan administrator at such time and in such manner as the Plan administrator shall state, provided, however, that all participants and beneficiaries similarly situated shall be treated in a nondiscriminatory manner.

Breitbart Management Company 401(k) Plan**EIN: 76-0822858 Plan: 001****Form 5500, Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year) December 31, 2016****Supplemental Schedule**

(a) (b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Prudential Mutual Funds	Principal Overseas Instl	8,106,976
Prudential Mutual Funds	Vanguard Value Index Adm	6,817,813
Prudential Mutual Funds	Vanguard Growth Index Adm	6,783,498
* Prudential Mutual Funds	Prudential Total Return Bond A	6,497,333
Prudential Mutual Funds	Oppenheimer Discovery A	2,504,741
Prudential Mutual Funds	Victory Small Company Opportunity I	2,478,952
Prudential Mutual Funds	JHancock3 Disciplined Value Mid Cap I	1,885,445
* Prudential Mutual Funds	Prudential Jennison Mid Cap Growth Class A	1,561,766
Prudential Mutual Funds	Invesco Diversified Dividend Y	1,371,099
* Prudential Mutual Funds	Prudential Stock Index A	1,065,232
Prudential Mutual Funds	Voya Real Estate FD CL I	924,691
Prudential Mutual Funds	JP Morgan Large Cap Growth A	793,170
Prudential Mutual Funds	Fidelity Advisor Diversified Stock A	543,828
Prudential Mutual Funds	Columbia Small Cap Index Z	503,970
Prudential Mutual Funds	DFA US Small Cap I	452,271
Prudential Mutual Funds	MFS Global Equity R4	267,024
Prudential Mutual Funds	Nuveen Mid Cap Index I	204,387
Prudential Mutual Funds	Oppenheimer Developing Markets Y	200,734
Self-directed Brokerage Account	Self-directed Brokerage Account	62,196
* Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund	14,332,552
Contributions receivable		323,156
Notes receivable from participants	Interest rates between 4.25% and 4.50% and maturity dates between 1/20/2017 and 8/8/2046	1,798,316
		<u><u>\$ 59,479,150</u></u>

* Investment held by a permitted party-in-interest.

This schedule was prepared using unaudited financial data certified by the Custodians as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

See Report of Independent Auditors.

Breitburn Management Company 401(k) Plan

**Financial Statements and Supplemental Schedule
At December 31, 2016 and 2015 and
For the Year Ended December 31, 2016
with Report of Independent Auditors**

Breitburn Management Company 401(k) Plan
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December 31, 2016 and 2015

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- * All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Independent Auditor's Report

To the Plan Administrator
Breitburn Management Company 401(k) Plan
Los Angeles, California

Report on the Financial Statements

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 to the financial statements, which was certified or provided by the custodians, Prudential Bank & Trust F.S.B. and Prudential Retirement Insurance and Annuity Company, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodians hold the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodians as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan Administrator by the agent on behalf of the custodians 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.

Emphasis of Matters

As discussed in Note 2 to the financial statements, the entity adopted new accounting guidance related to presentation of fair value of certain investments and disclosure of investments. Prior year disclosures have also been revised to reflect the retrospective application of adopting these changes in accounting. Our disclaimer of opinion is not modified with respect to these matters.

As discussed in Note 1 to the financial statements, the Board of Directors of Breitburn Management Company, LLC filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York on May 15, 2016. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule, Form 5500, Schedule H, Part IV, Line 4i—Schedule of assets (held at end of year) as of December 31, 2016, required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, is presented for the purposes of additional analysis and is not a required part of the financial statements. This supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

RSM US LLP

Los Angeles, California
October 13, 2017

Breitburn Management Company 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

Assets	2016	2015
Investments, at fair value (Note 3)	\$ 43,025,126	\$ 43,329,685
Investments, at contract value (Note 3)	14,332,552	13,771,608
Receivables		
Contributions receivable	323,156	394,028
Notes receivable from participants	1,798,316	2,076,270
Total receivables	2,121,472	2,470,298
Net assets available for benefits	\$ 59,479,150	\$ 59,571,591

See accompanying Notes to Financial Statements.

Breitburn Management Company 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2016

	Year Ended December 31, 2016
Additions to net assets:	
Investment income (Note 3):	
Net appreciation in fair value of investments	\$ 3,606,121
Interest income	199,144
Total investment income	<u>3,805,265</u>
Interest income on notes receivable from participants (Note 3)	85,132
Contributions:	
Employer	3,764,300
Participants (excluding rollovers)	5,967,100
Participant rollovers	352,598
Total contributions	<u>10,083,998</u>
Total additions	<u>13,974,395</u>
Deductions from net assets:	
Benefits paid (Note 1)	14,035,530
Administrative expenses	31,306
Total deductions	<u>14,066,836</u>
Net decrease in net assets	<u>(92,441)</u>
Net assets available for benefits:	
Beginning of year	<u>59,571,591</u>
End of year	<u><u>\$ 59,479,150</u></u>

See accompanying Notes to Financial Statements.

1. Description of Plan

The following description of the Breitburn Management Company 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan provisions.

General

The Plan is a participant-directed defined contribution plan covering all employees not leased or temporary of Breitburn Management Company, LLC (the “Company” or “Breitburn Management”).

During 2016 and 2015, all employees except part-time, temporary, or seasonal employees (employees whose regularly scheduled service is less than 1,000 hours of service per computation period) were eligible to participate in the Plan at the date of hire. However, if a part-time employee completes 1,000 hours of service during an eligibility computation period, the employee will enter the plan on the next regular entry date.

The Plan is sponsored and administered by Breitburn Management, and Prudential Retirement Services (“Prudential”) handles the day-to-day record keeping, accounting, and administrative functions of the Plan. The Plan’s assets are held by Prudential Bank & Trust FSB Company (“PBT”) and Prudential Retirement Insurance and Annuity Company (“PRI”) (“Custodians”) (see Note 3). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Chapter 11 Cases

On May 15, 2016, Breitburn Energy Partners LP (“the Partnership”) and its 21 subsidiaries, which includes Breitburn Management, (collectively, the “Debtors”) filed voluntary petitions for relief (collectively, the “Chapter 11 Petitions” and the cases commenced thereby, the “Chapter 11 Cases”) under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The Chapter 11 Cases are being jointly administered under the caption “In re Breitburn Energy Partners LP, et al.,” Case No. 16-11390. No trustee has been appointed and the Partnership continues to manage themselves and affiliates and operate the businesses as “debtors in possession” subject to the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and the orders of the Bankruptcy Court. To assure ordinary course operations, the Partnership received approval from the Bankruptcy Court on a variety of “first day” motions, including motions that authorize the Partnership to maintain the existing cash management system, to secure debtor-in-possession financing and other customary relief. In connection with the Chapter 11 Cases, Breitburn Operating LP (“BOLP”) entered into the Debtor-in-Possession Credit Agreement, dated as of May 19, 2016, among itself, as borrower, the Partnership, as parent guarantor, the financial institutions from time to time party thereto and Wells Fargo Bank, National Association, as administrative agent, swing line lender and issuing lender (as amended, the “DIP Credit Agreement”). The other Debtors have guaranteed all obligations under the DIP Credit Agreement. The Chapter 11 Cases will not impact the Plan whose assets are held by the Custodians.

Contributions

In 2016 and 2015, participants could contribute up to \$18,000, and participants age 50 and over could contribute an additional \$6,000. The Company contributes at its discretion a matching amount equal to the lesser of 6 percent of a participant’s gross eligible earnings or 100 percent of the participant’s elective deferral, on a per pay period basis. For the period January 1, 2016 through December 31, 2016, the Company made discretionary matching contributions, net of forfeitures, of \$3,764,300.

In addition, the Company, at its discretion, may elect to contribute an employer profit sharing contribution. For the year ended December 31, 2016, no such election was made.

Participants may change their contribution percentages or stop making contributions at any time during the Plan year. Company contributions follow the participant’s fund election.

Vesting

Participants are immediately vested in their own contributions and related investment earnings. Vesting in Company contributions is based on hours worked in a calendar year. A participant is 20 percent vested after 1,000 hours worked in a calendar year, and vests an additional 20 percent for each additional calendar year

thereafter provided they have worked a minimum of 1,000 hours in that year. A participant is 100 percent vested after working a minimum of 1,000 hours per year for five calendar years.

The Plan recognizes service with another business or organization for employees hired in conjunction with the acquisition of that business or organization through Plan amendments.

Participant Accounts

Each participant's account is credited with his or her contributions, any Company discretionary matching contribution and an allocation of Plan net earnings based on participant account balances, and is charged with any withdrawals. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeitures

Forfeitures are used to pay any administrative expenses and reduce any Company-matching contributions. During the year ended December 31, 2016, forfeitures of \$20,210 were used to reduce employer contributions. As of December 31, 2016 and 2015, forfeitures of \$181,152 and \$19,636, respectively, were available for future use.

Participant Loans

Each participant may obtain loans against his or her vested account balance, subject to certain restrictions and limitations. Any loans made to a participant are secured by the participant's vested interest in his or her investment fund subaccounts. No loan may exceed the lesser of 50 percent of the participant's vested account balance or \$50,000. The minimum loan amount is \$1,000. A participant can have one conventional loan and one residential loan outstanding at a time. The minimum term for repayment of any loan is six months and the maximum term is five years for a conventional loan and 30 years for a residential loan. Loans bear a fixed rate of interest equal to the prime lending rate published in The Wall Street Journal on the last business day of the month preceding the date the loan is made plus one percent. For each of 2016 and 2015, the loan interest rate ranged from 4.25 to 4.50 percent. Upon termination of employment, including death, any outstanding loan balance becomes due and payable and the participant may elect to repay it or treat it as a partial distribution.

Benefits

Upon termination of service, a participant's vested account balance will be distributed in a single lump-sum payment in cash, given that the participant's account balance does not exceed \$5,000. However, the participant may elect whether to receive the distribution or to roll over the distribution to another retirement plan such as an individual retirement account ("IRA"). If the amount of the distribution is more than \$1,000 (including any rollover contribution) and the participant does not elect either to receive or to rollover the distribution, the Plan automatically will roll over the distribution to an IRA. The IRA provider will invest the rollover funds in a type of investment designed to preserve principal and to provide a reasonable rate of return and liquidity (e.g., an interest-bearing account, a certificate of deposit or a money market fund). If less than \$1,000 remains in their vested account, the participant will receive the value of his or her account balance. Any unvested amounts are forfeited upon termination of service.

PCEC ASA Termination – Breitburn Management provided administrative services to Pacific Coast Energy Company LP ("PCEC") under an administrative services agreement ("ASA"), in exchange for a monthly fee for indirect expenses and reimbursement for all direct expenses, including incentive compensation plan costs and direct payroll and administrative costs related to PCEC properties and operations. On February 5, 2016, PCEC provided written notice to Breitburn Management of its intention to terminate the ASA, which became effective on June 30, 2016. Upon termination of the ASA on June 30, 2016, PCEC was no longer considered a related party, as Breitburn Management and its management team no longer managed or had significant influence over PCEC. The PCEC employees were terminated as employees of Breitburn Management. These terminated participants were offered standard terms for account distribution or rollover, or could elect to rollover their balances to the PCEC plan. For those who elected not to take cash distributions or rollovers to other qualified plans, account balances of terminated participants totaling \$4,842,047 were distributed out of the Plan into a PCEC sponsored and administered plan, which will administer those assets that belonged to PCEC employees that are no longer part of Breitburn Management.

Expenses of the Plan

Certain administrative expenses are paid by the Plan and certain other expenses are paid by the Company. Certain expenses related to individual participant loans are paid by the participant.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Financial Accounting Standards Board ("FASB") accounting standards require investments held by a defined-contribution plan to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investments, with the exception of the fully benefit-responsive investment contract (Guaranteed Income Fund – PRI), which is presented at contract value. The statement of changes in net assets available for benefits reflects the investment contracts on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts of assets, liabilities, and changes therein, the fair value of investments, and disclosure of contingent assets and liabilities reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Subsequent Events

Subsequent events have been evaluated for potential recognition and disclosure through October 13, 2017, the date the financial statements were available to be issued.

Investments Valuation and Income Recognition

Mutual funds are valued by multiplying the daily mutual fund unit value, or price, by the number of mutual fund shares held. The Guaranteed Income Fund is valued at contract value.

Purchases and sales of securities are reflected on a trade date basis. The basis for all securities sold is determined by average cost. Interest income is recorded on the accrual basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation in the fair value of its investments, which consists of the realized gains or losses on the sale of investments during the period and unrealized appreciation or depreciation of investments held at the end of the reporting period.

Fair Value Measurements

FASB accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

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

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Mutual Funds – The fair values of these mutual funds are determined by the mutual funds' Net Asset Value ("NAV"). The NAV is calculated by dividing the fund's total net assets by the total number of shares outstanding. The fund's total net assets are determined by obtaining pricing for the individual securities within the fund, and minus any liabilities. The calculated NAV or price for the mutual fund is a publicly-quoted price in an active market and updated at the end of each business day.

Self-directed Brokerage Accounts – The self-directed brokerage account is controlled by the individual who may elect any stock or mutual fund within the terms of the arrangement with PRI. These accounts held by the participants in individual brokerage accounts generally hold securities with publicly-quoted prices and traded in active markets.

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

Benefit Payments

Benefits are recorded when paid. Net assets available for benefits at December 31, 2016 and 2015 did not include any amounts payable to participants who have withdrawn from the Plan, but have not yet been paid vested benefits.

Accounting Standards

In May 2015, the FASB issued Accounting Standards Update (ASU) 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or its Equivalent)*. This ASU removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. However, sufficient information must be provided to permit reconciliation of the fair value of assets categorized within the fair value hierarchy to the amounts presented in the statement of financial position. This ASU also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. This ASU is effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. Upon adoption, the ASU will be applied retrospectively to all periods presented. The impact of adopting these amendments is reflected in the financial statements.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient (Consensuses of the FASB Emerging Issues Task Force)*. This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures and provides for a measurement-date practical expedient. Part III was not applicable to the Plan. Parts I and II of this ASU were adopted in 2016, with retrospective application. The amendments in Part I of this ASU resulted in the Plan's Guaranteed Income Fund being reported only at contract value in the accompanying statements of net assets available for benefits and the removal of certain fair value disclosures related to this investment. There was no impact to the value of the Guaranteed Income Fund at December 31, 2016 and 2015, as the contract value equaled the fair value at each date. The amendments in Part II of this ASU resulted in the removal of certain disclosures related to (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type for both participant-directed investments and nonparticipant-directed investments. The net appreciation or depreciation in investments for the period is still required to be presented in the aggregate. Prior year disclosures in Note 3 have been revised to reflect the retrospective application. The impact of adopting these amendments is reflected in the financial statements.

3. Assets Certified or Provided by the Custodians

The following is a summary of the Plan's asset information as of December 31, 2016 and 2015, and for the year ended December 31, 2016.

Prudential Bank & Trust FSB – The Plan's mutual fund asset information included throughout the Plan's financial statements and supplemental schedule was prepared or derived from information provided and certified by PBT and furnished to the Plan Administrator. The Plan Administrator has obtained certifications for the mutual funds from PBT that information provided to the Plan Administrator by PBT related to the mutual fund assets is complete and accurate. PBT, asset Custodian, certified the information as of December 31, 2016 and 2015 and for the year ended December 31, 2016. Accordingly, as permitted by 29 CFR 520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to these investments and the supplemental schedule related to the following investments.

The Plan's investments that were administered by PBT were invested in mutual fund accounts.

Prudential Retirement Insurance and Annuity Company – The Plan's asset information (excluding mutual fund assets) included throughout the Plan's financial statements and supplemental schedule was prepared or derived from information provided and certified by PRI and furnished to the Plan Administrator. The Plan Administrator has obtained certifications for the self-directed brokerage accounts and the Guaranteed Income Fund from PRI that information provided to the Plan Administrator by PRI related to the self-directed brokerage accounts and the Guaranteed Income Fund is complete and accurate. PRI, asset Custodian, certified the information as of December 31, 2016 and 2015 and for the year ended December 31, 2016. Accordingly, as permitted by 29 CFR 520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to these investments and the supplemental schedule related to the following investments.

The Plan's investments that were administered by PRI were invested in self-directed brokerage accounts and a guaranteed income fund. The Guaranteed Income Fund is valued at contract value.

During 2016 the Plan's investments in mutual funds and the self-directed brokerage account (including gains and losses on investments bought and sold, as well as held during the year) appreciated \$3,606,121 in fair value.

The Plan Administrator has obtained certifications from the Custodians that information provided to the Plan Administrator by the Custodians related to notes receivable of \$1,798,316 and \$2,076,270 as of December 31, 2016 and 2015, respectively, and associated interest income of \$85,132 for the year ended December 31, 2016, is complete and accurate.

Fair Value Information

The following table sets forth, by level within the fair value hierarchy, investments at estimated fair value as of December 31, 2016 and 2015:

Investments at estimated fair value as of December 31, 2016:

	Level 1	Level 2	Level 3	Total
Mutual Fund Accounts	42,962,930	-	-	42,962,930
Self-directed Brokerage Account	62,196	-	-	62,196
	<u>\$ 43,025,126</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 43,025,126</u>

Investments at estimated fair value as of December 31, 2015:

	Level 1	Level 2	Level 3	Total
Mutual Fund Accounts	43,306,291	-	-	43,306,291
Self-directed Brokerage Account	23,394	-	-	23,394
	<u>\$ 43,329,685</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 43,329,685</u>

The mutual funds are considered level 1 assets and the self-directed brokerage accounts are considered a level 1 asset. There were no transfers in or out of Levels 1, 2 or 3 during the year ended December 31, 2016.

Contract Value Information

The Guaranteed Income Fund is a guaranteed contract with PRI, which was determined to be fully benefit-responsive investment contract and therefore is reported at contract value. The contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. Interest income on the Guaranteed Income Fund totaled \$199,144, which is certified by the Custodians as complete and accurate.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the termination of the contract, the termination of the Plan, the failure to meet certain tax qualifications, and amendments or changes of the Plan that requires modification of the contract as determined by the issuer. The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

There are no events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than Contract Value paid either within 90 days or over time.

The average yields of the benefit-responsive guaranteed investment contracts with the respective custodians are as follows:

	2016	2015
Based on actual earnings	1.42%	1.42%
Based on interest credited to participants	1.40%	1.40%

4. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. 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 financial statements. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades.

5. Tax Status of the Plan

The Internal Revenue Service ("IRS") has not issued a determination letter stating that the Plan qualifies, in form, under Sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"). However, the Plan utilized a non-standardized prototype plan format. These formats have been approved by the IRS and it pre-qualifies the Plan, and the underlying trust is, therefore, exempt from federal income taxes under Section 501(a) of the Code. The Plan is required to operate in accordance with the Code to maintain its tax qualification. The Plan administrator is not aware of any course of actions or series of events that have occurred which might adversely affect the Plan's qualified status. The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America requires plan management 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. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. Should the Plan terminate, or should contributions be discontinued, at some future time, the rights of each affected participant to the entire amount credited to his or her account on the date of such termination or discontinuance shall be non-forfeitable and fully vested. Payment of such amounts to each participant or beneficiary, upon the termination of the Plan or upon the complete discontinuance of contributions under the Plan, shall be made by the Plan administrator at such time and in such manner as the Plan administrator shall state, provided, however, that all participants and beneficiaries similarly situated shall be treated in a nondiscriminatory manner.

Breitbart Management Company 401(k) Plan**EIN: 76-0822858 Plan: 001****Form 5500, Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year) December 31, 2016****Supplemental Schedule**

(a) (b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Prudential Mutual Funds	Principal Overseas Instl	8,106,976
Prudential Mutual Funds	Vanguard Value Index Adm	6,817,813
Prudential Mutual Funds	Vanguard Growth Index Adm	6,783,498
* Prudential Mutual Funds	Prudential Total Return Bond A	6,497,333
Prudential Mutual Funds	Oppenheimer Discovery A	2,504,741
Prudential Mutual Funds	Victory Small Company Opportunity I	2,478,952
Prudential Mutual Funds	JHancock3 Disciplined Value Mid Cap I	1,885,445
* Prudential Mutual Funds	Prudential Jennison Mid Cap Growth Class A	1,561,766
Prudential Mutual Funds	Invesco Diversified Dividend Y	1,371,099
* Prudential Mutual Funds	Prudential Stock Index A	1,065,232
Prudential Mutual Funds	Voya Real Estate FD CL I	924,691
Prudential Mutual Funds	JP Morgan Large Cap Growth A	793,170
Prudential Mutual Funds	Fidelity Advisor Diversified Stock A	543,828
Prudential Mutual Funds	Columbia Small Cap Index Z	503,970
Prudential Mutual Funds	DFA US Small Cap I	452,271
Prudential Mutual Funds	MFS Global Equity R4	267,024
Prudential Mutual Funds	Nuveen Mid Cap Index I	204,387
Prudential Mutual Funds	Oppenheimer Developing Markets Y	200,734
Self-directed Brokerage Account	Self-directed Brokerage Account	62,196
* Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund	14,332,552
Contributions receivable		323,156
Notes receivable from participants	Interest rates between 4.25% and 4.50% and maturity dates between 1/20/2017 and 8/8/2046	1,798,316
		<u><u>\$ 59,479,150</u></u>

* Investment held by a permitted party-in-interest.

This schedule was prepared using unaudited financial data certified by the Custodians as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

See Report of Independent Auditors.