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

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BASS RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1962

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)

BEPCO, L.P.

201 MAIN STREET, SUITE 2700
FORT WORTH, TX 76102

2b Employer Identification Number (EIN) 75-1076930

2c Plan Sponsor's telephone number 817-390-8400

2d Business code (see instructions) 324190

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.	07/31/2018	HEIDI MCDONALD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	
5 Total number of participants at the beginning of the plan year	**5**	2418
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)**	973
a(2) Total number of active participants at the end of the plan year	**6a(2)**	726
b Retired or separated participants receiving benefits	**6b**	558
c Other retired or separated participants entitled to future benefits	**6c**	1026
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	2310
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	126
f Total. Add lines **6d** and **6e**.	**6f**	2436
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	33
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:

1A

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 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 SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
BASS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
BEPCO, L.P.

D Employer Identification Number (EIN)
75-1076930

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2017

2 Assets:

a Market value	**2a**	263938599
b Actuarial value	**2b**	268058655

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	586	93524331	93524331
b For terminated vested participants	859	52236241	52236241
c For active participants	973	133693328	145055844
d Total	2418	279453900	290816416

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	5.89 %
6 Target normal cost	**6**	7919799

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

07/31/2018
Date

STEVEN C ERICKSON
Type or print name of actuary

17-04118
Most recent enrollment number

WILLIS TOWERS WATSON
Firm name

214-530-4200
Telephone number (including area code)

500 NORTH AKARD STREET, SUITE 4100
DALLAS, TX 75201
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	10730010
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	10730010
10	Interest on line 9 using prior year's actual return of 8.10 %	0	869131
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		148913
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.09%		9069
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		157982
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	11599141

Part III Funding Percentages

14	Funding target attainment percentage	14	88.18%
15	Adjusted funding target attainment percentage	15	88.18%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.33%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/31/2017	3128000	0			
07/12/2017	3570000	0			
10/12/2017	2370000	0			
10/13/2017	1200000	0			
12/27/2017	95000000	0			
			Totals ► 18(b)	105268000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	99733945

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [X] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.16%	5.72%	6.48%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	7919799
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	34356902	7882529
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	15802328

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	434525	434525

36 Additional cash requirement (line 34 minus line 35)	**36**	15367803
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	99733945

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	84366142
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	434525
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2017** **This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
BASS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BEPCO, L.P.

D Employer Identification Number (EIN)
75-1076930

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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(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)

WILLIS TOWERS WATSON

53-0181291

(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?
11	NONE	482885	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

KING MANAGEMENT

75-0163033

(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?
28	NONE	464324	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLS FARGO

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	64624	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

KPMG

13-5565207

(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?
10	NONE	40000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LOCKE LORD

74-1164324

(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?
29	NONE	21296	Yes [ ] No [X]	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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
BASS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BEPCO, L.P.

D Employer Identification Number (EIN)
75-1076930

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

a Name of MTIA, CCT, PSA, or 103-12 IE: BASS RETIREMENT GROUP TRUST FUND

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
82-4122800-000	C	399091398

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
BASS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BEPCO, L.P.

D Employer Identification Number (EIN)
75-1076930

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2341000	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	2208322
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	17863327	77822364
(2) U.S. Government securities	1c(2)	0	4736605
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	558532	666002
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	106760118	132558088
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	0	45934857
(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)	73676272	62861219
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	62743575	74563723

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	263942824	401351180
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	263942824	401351180

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)	105268000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		105268000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	9346	
	(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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9346
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(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)		33772317
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		139049663
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	33415408	
(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)		33415408
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		33415408
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		105634255
l Transfers of assets:			
(1) To this plan	2l(1)		31774101
(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) [X] 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 [X] No

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

(1) Name: KPMG **(2)** EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
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		120498580
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			

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

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 4053415. (See instructions.)

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

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
BASS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BEPCO, L.P.

D Employer Identification Number (EIN)
75-1076930

Part I Distributions

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

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

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

EIN(s): _____ _____

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** 23

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☒

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 52.0 % Investment-Grade Debt: 36.0 % High-Yield Debt: 0.0 % Real Estate: 0.0 % Other: 12.0 %

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):

Bass Retirement Plan

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
(MODIFIED CASH BASIS)

Years Ended December 31, 2017 and 2016

(With Independent Auditors' Report Thereon)

Bass Retirement Plan

Financial Statements and Supplemental Schedule (Modified Cash Basis)

Years Ended December 31, 2017 and 2016

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Independent Auditors' Report....1

Audited Financial Statements

Statements of Net Assets Available for Benefits (Modified Cash Basis) 3
Statements of Changes in Net Assets Available for Benefits (Modified Cash Basis)....4
Notes to Financial Statements....5

Supplemental Schedule

Schedule H; Line 4i – Schedule of Assets Held for Investment Purposes
(Held at End of Year) (Modified Cash Basis) 21

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

KPMG LLP
900 Wells Fargo Tower
201 Main Street
Fort Worth, TX 76102-3105

Independent Auditors' Report

The Retirement Committee
Bass Retirement Plan:

We have audited the accompanying financial statements of the Bass Retirement Plan (the Plan), which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan (modified cash basis) as of December 31, 2017 and 2016, and the changes in net assets available for benefits (modified cash basis) for the years then ended, in accordance with the modified cash basis of accounting described in Note 2.

KPMG LLP is a Delaware limited liability partnership and the U.S. member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Basis of Accounting

As described in Note 2, these financial statements and supplemental schedule were prepared on the modified cash basis of accounting, which is a basis of accounting other than U.S. generally accepted accounting principles. Our opinion is not modified with respect to this matter.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule (modified cash basis) of Schedule H; Line 4i – Schedule of Assets Held for Investment Purposes (Held at End of Year) (modified cash basis) as of December 31, 2017 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

KPMG LLP

Fort Worth, Texas
June 29, 2018

Bass Retirement Plan

Statements of Net Assets Available for Benefits
(Modified Cash Basis)

	December 31	
	2017	**2016**
Assets		
Beneficial interest in Common/Collective Trust net assets:		
Short-term investment funds	$ 77,770,904	$ 13,375,196
Corporate bond	666,002	558,532
Common stocks	132,558,088	106,760,118
Mutual bond funds	49,486,183	58,578,392
Mutual equity funds	13,375,036	15,097,880
Collective equity fund	45,934,857	-
Hedge funds	74,563,723	62,743,575
U.S. Treasury note	4,736,605	-
Total beneficial interest in Common/Collective Trust net assets	399,091,398	257,113,693
Short-term investment funds	51,460	4,488,132
Employer contributions receivable	-	2,341,000
Transfer of assets receivable	2,208,322	-
Net assets available for benefits	$ 401,351,180	$ 263,942,825

See accompanying notes to financial statements.

Bass Retirement Plan

Statements of Changes in Net Assets Available for Benefits
(Modified Cash Basis)

	Years Ended December 31 2017	2016
Beneficial interest in the net increase of Common/Collective Trust net assets:		
Net investment income:		
Net appreciation (depreciation) in fair value of investments:		
Corporate bond	$ 62,437	$ 1,040
Common stocks	21,391,022	9,811,590
Mutual bond funds	35,558	1,921,423
Mutual equity funds	2,484,439	1,560,534
Collective equity fund	111,769	-
Hedge funds	6,782,696	2,446,083
U.S. Treasury note	(29,363)	-
Other	3,726	-
	30,842,284	15,740,670
Interest	163,411	78,627
Dividends	3,849,141	4,342,481
Investment expenses	(504,324)	(458,448)
Net investment income	34,350,512	19,703,330
Administrative expenses	(568,850)	(466,826)
Net increase in beneficial interest in Common/Collective Trust net assets	33,781,662	19,236,504
Employer contributions	105,268,000	19,225,000
Benefits paid to participants	(33,415,408)	(24,278,265)
Transfer in	29,565,779	-
Transfer of assets receivable	2,208,322	-
Net increase	137,408,355	14,183,239
Net assets available for benefits:		
Beginning of year	263,942,825	249,759,586
End of year	$ 401,351,180	$ 263,942,825

See accompanying notes to financial statements.

Bass Retirement Plan

Notes to Financial Statements

December 31, 2017 and 2016

1. Description of the Plan

The following description of the Bass Retirement Plan (the Plan), (the Plan Sponsor - BEPCO, L.P.), provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a noncontributory defined benefit pension plan covering substantially all employees of BEPCO, L.P. (BEPCO), Sid Richardson Energy Services Co., Sid Richardson Carbon, Ltd., Richardson Energy Marketing, Ltd., and Lea Partners, L.P. (collectively the Participating Employers). BEPCO and the Participating Employers (the Company) are in the same control group of entities and are collectively classified as a single employer for the purpose of the Plan document. The Plan provides for pension, death, and disability benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

On March 1, 2006, certain partnership interests in Sid Richardson Energy Services Co. (SRES), Richardson Energy Marketing, Ltd. (REM), and Lea Partners, L.P. (LEA) were sold to Southern Union Company, an entity not affiliated with the control group. Effective February 28, 2006, the Plan was amended to freeze any additional retirement benefit accruals for SRES, REM, and LEA employees.

Effective February 28, 2017, BOPCO, L.P. was sold to an unrelated entity and the Plan was amended to freeze any additional retirement benefit accruals for BOPCO, L.P. employees.

Effective December 25, 2017, employees of Barbnet Investment Co. and BBT Capital Management, L.L.C. transferred to BEPCO, L.P. Employees that transferred were participants in the Retirement Plan for Employees of Barbnet/San Jose Cattle. Assets and liabilities were transferred from the Retirement Plan for Employees of Barnet/San Jose Cattle to the Plan effective December 31, 2017. The asset transfer is recorded as a transfer in on the accompanying financial statements. As of December 31, 2017, there was an additional $2,208,322 due from the Retirement Plan for Employees of Barbnet/San Jose Cattle related to the transfer. The receivable is recorded as transfer of assets receivable in the accompanying financial statements. The receivable was received by the Plan in 2018.

1. Description of the Plan (continued)

The Plan participates in a Common/Collective Trust at Wells Fargo Bank Minnesota, N.A. (Wells Fargo) (the Common/Collective Trust). The Common/Collective Trust includes the net assets of the Plan and the net assets of the Retirement Plan for Employees of City Center Development Co. (Sponsor – City Center Development Co., L.P.), the net assets of the City Club Retirement Plan (Sponsor – City Club), the net assets of the Retirement Plan for Employees of Richardson Aviation (Sponsor – Richardson Aviation), the net assets of the Retirement Plan for Employees of San Jose Cattle Company (Sponsor – San Jose Cattle Company) [formerly Retirement Plan for Employees of Barbnet/San Jose Cattle], and the net assets of the Retirement Plan for Employees of Sundance Square (Sponsor – Sundance Square). The Plan owned approximately 95% and 89% of the Common/Collective Trust at December 31, 2017 and 2016, respectively.

Employees become eligible to participate in the Plan after they have completed one full year of service with the Company and 1,000 hours of minimum service and have attained age 21. A participant becomes 100% vested after earning five years of vesting service, or upon reaching age 65. If employees terminate before rendering five years of vesting service, they forfeit the right to receive their accumulated plan benefits.

Administrative Expenses

During 2017 and 2016, certain expenses incurred in the administration of the Plan were paid by the Company. Other expenses incurred in the administration of the Plan were paid by the Common/Collective Trust and allocated to the Plan based on the Plan's prorated ownership of the Common/Collective Trust. The Plan provides that the Company may pay all such expenses; however, the Company is not obligated to do so.

Payment of Benefits

Participants are eligible to accrue benefits under the grandfathered benefit provisions of the Plan, as of December 31, 2004, if either (a) age plus service was at least 60 and they had at least ten years of service, or (b) age plus service was at least 55 and they had at least 15 years of service.

Grandfathered vested employees are entitled to monthly pension benefits beginning at normal retirement age (65) equal to the greater of (a) 1% of the first $400 of final average monthly compensation plus 1.72% of final average monthly compensation over $400, or (b) 5% of final average monthly compensation multiplied by the number of years of service, not in excess of 15 years, reduced by 50% of the anticipated monthly social security benefit, or (c) 2.5% of the final average monthly compensation multiplied by the number of years of service, not in excess of 30 years, reduced by 50% of the anticipated monthly social security benefit, or (d) the sum of

1. Description of the Plan (continued)

1) 59.8% of the final average monthly compensation multiplied by the years of service after December 31, 1988, divided by the greater of 23 years or the years of service after December 31, 1988 and 2) 22.75% of the final average monthly compensation in excess of monthly covered compensation multiplied by years of service after December 31, 1988, divided by the greater of 35 years or the years of service after December 31, 1988. The above factors for (a), (b), and (c) are then multiplied times a factor that will convert the calculation from a 10-year certain and life thereafter annuity to an income payable for the participant's lifetime only.

Non-grandfathered vested employees are entitled to monthly pension benefits beginning at normal retirement age (65) equal to the greater of (a) or (b) below, whereas:

(a) equals the sum of: 2% of the participant's final average monthly compensation times the participant's credited service (not to exceed 30 years), reduced by 1.5% of the participant's anticipated monthly primary insurance amount available at age 65 times the participant's credited service (not to exceed 33.333 years); and

(b) equals the sum of (1) the participant's accrued benefit as of December 31, 2004, if any, under the provisions of the Plan then in effect based upon the participant's final average monthly compensation, anticipated monthly primary insurance amount, monthly covered compensation, and credited service as of such date; plus, (2) an amount equal to 2% of the participant's final average monthly compensation times the participant's credited service earned after December 31, 2004 (that is not in excess of 30 years when aggregated with the participant's credited service earned prior to January 1, 2005); reduced by 1.5% of the participant's anticipated monthly primary insurance amount available at age 65 times the participant's credited service earned after December 31, 2004 (that is not in excess of 33.333 years when aggregated with the participant's credited service earned prior to January 1, 2005).

The Plan permits early retirement at age 55 for employees with 15 years of service or employees with 20 years of service regardless of age. Retirement benefits are provided in the form of a lifetime-only annuity. Upon retirement, the participant can elect to receive benefits in an alternative form as allowed by the Plan document.

Upon termination, each participant or survivor entitled to payments under the Plan will be provided the ability to elect receipt of benefit payments in accordance with the provisions of the Plan.

Benefit payments are recorded when distributed.

1. Description of the Plan (continued)

Death and Disability Benefits

Grandfathered participants and vested participants whose employment ceased prior to January 1, 2005, who have not already elected receipt of retirement benefits, are entitled to death benefit protection in an amount equal to the present value of the participant's accrued retirement income, as of the date the participant's death occurs. If the death of a vested participant who is not grandfathered occurs, the participant's legal spouse becomes entitled to receive monthly benefit payments at the earliest date the participant would have qualified for retirement, in an amount equal to the qualified pre-retirement survivor annuity.

Actively employed participants who are not eligible for normal retirement and who become totally and permanently disabled, as defined by the Plan, are entitled to elect disability retirement. If elected, the participant continues to earn credited service towards normal retirement until the date the participant attains age 65. If the participant ceases to be disabled, as defined by the Plan, prior to attaining age 65, credited service is calculated based on the last date of actual employment.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements and schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles. Therefore, certain additions to net assets available for benefits are recognized when received rather than when earned (except for employer contributions, which are recorded during the Plan year for which they are related), and certain deductions from net assets available for benefits are recognized when paid rather than when the obligation is incurred.

Investment Valuation and Income Recognition

Investments held by the Plan are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (at exit price).

2. Summary of Significant Accounting Policies (continued)

Common/Collective Trust Investment Securities

As discussed in Note 1, the Plan holds an interest in the Common/Collective Trust. The fair value of the interest in the Common/Collective Trust is based on the units held by the Plan. All investment securities of the Common/Collective Trust are carried at fair value. See Note 3 for investments held by the Common/Collective Trust and the methods used to determine fair value.

The fair value of the investment in the Common/Collective Trust and the hedge funds and collective equity fund held by the Common/Collective Trust, for which readily available market values do not exist, is determined in accordance with Accounting Standards Update (ASU) No. 2009-12, *Fair Value Measurements and Disclosures (Topic 820) – Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12). ASU 2009-12 permits, as a practical expedient, an entity holding investments in certain entities that calculate net asset value per share or its equivalent for which the fair value is not readily determinable, to measure the fair value of such investments on the basis of that net asset value per share or its equivalent without adjustment.

Net appreciation (depreciation) in fair value of investments included in the statements of changes in net assets available for benefits includes gains and losses on investments sold during the year as well as appreciation and depreciation of investments held at the end of the year.

Purchases and sales of investment securities are recorded on a trade-date basis. Interest income and dividend income are recorded when received.

Use of Estimates

The preparation of financial statements in conformity with a modified cash basis of accounting requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Fair Value Measurement

FASB ASC 820 establishes a fair value hierarchy that prioritizes and ranks the level of observability of inputs used to measure the investments at fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I measurements) and the lowest priority to unobservable inputs (Level III measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level I – Unadjusted quoted prices in active markets for identical assets or liabilities.

Level II – Quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level III – Significant unobservable inputs reflecting Plan-specific assumptions, consistent with reasonably available assumptions made by other market participants.

3. Fair Value Measurement (Continued)

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

The fair value of the investment in the Common/Collective Trust is determined based on the Plan's prorated fair value of the underlying investments held by the Common/Collective Trust at the end of each month. The Plan's interest in the Common/Collective Trust is redeemable monthly. All investment securities of the Common/Collective Trust are reported at fair value. The following is a description of the valuation methodologies used for assets held in the Common/Collective Trust and reported at fair value:

- Short-term investment funds: Valued as determined by the issuer based on the fair values of the underlying investments which represent the net asset value of units held by the Plan at the measurement date.
- Corporate bond: Valued using models based on pricing inputs that are either directly or indirectly market observable as of the measurement date.
- Common stocks: Valued at closing price reported on the exchange in which the stock is traded on the measurement date.
- Mutual bond funds: Valued at quoted market prices based upon the last sales price on the measurement date.
- Mutual equity funds: Valued at quoted market prices based upon the last sales price on the measurement date.
- Collective equity fund: Valued based on net asset value per share or its equivalent at the measurement date.
- Hedge funds: Valued based on net asset value per share or its equivalent at the measurement date.
- U.S. Treasury note: Valued at quoted market prices based upon the last sales price on the measurement date.

3. Fair Value Measurement (Continued)

The following tables classify the Plan's assets by the fair value hierarchy levels as of December 31, 2017 and 2016:

Investments at Fair Value as of December 31, 2017

	Level I	Level II	Level III	Total	Redemption Frequency	Redemption Notice Period
Beneficial interest in Common/ Collective Trust net assets:						
Short-term investment funds	$ 77,770,904	$ -	$ -	$ 77,770,904	Daily	None
Corporate bond	-	666,002	-	666,002	Daily	None
Common stocks:						
Information technology	20,253,476	-	-	20,253,476	Daily	None
Industrials	16,679,659	-	-	16,679,659	Daily	None
Consumer staples	10,249,495	-	-	10,249,495	Daily	None
Financials	18,152,782	-	-	18,152,782	Daily	None
Health care	21,962,600	-	-	21,962,600	Daily	None
Consumer discretionary	13,110,797	-	-	13,110,797	Daily	None
Energy	9,821,162	-	-	9,821,162	Daily	None
Materials	16,342,403	-	-	16,342,403	Daily	None
ADRs	3,877,395	-	-	3,877,395	Daily	None
Other	2,108,319	-	-	2,108,319	Daily	None
Total common stocks	132,558,088	-	-	132,558,088		
Mutual bond funds	49,486,183	-	-	49,486,183	Daily	None
U.S. Treasury note	4,736,605	-	-	4,736,605	Daily	None
Mutual equity funds	13,375,036	-	-	13,375,036	Daily	None
Hedge funds[(1)]	-	-	-	74,563,723	Quarterly/ Annually	45 days
Collective equity fund[(1)]	-	-	-	45,934,857	Daily	None
Total beneficial interest in Common/Collective Trust net assets	277,926,816	666,002	-	399,091,398		
Short-term investment funds	51,460	-	-	51,460	Daily	None
Total investments at fair value	$277,978,276	$ 666,002	$ -	$399,142,858		

3. Fair Value Measurement (Continued)

Investments at Fair Value as of December 31, 2016

	Level I	Level II	Level III	Total	Redemption Frequency	Redemption Notice Period
Beneficial interest in Common/ Collective Trust net assets:						
Short-term investment funds	$ 13,375,196	$ -	$ -	$ 13,375,196	Daily	None
Corporate bond	-	558,532	-	558,532	Daily	None
Common stocks:						
Information technology	16,293,478	-	-	16,293,478	Daily	None
Industrials	12,324,074	-	-	12,324,074	Daily	None
Consumer staples	10,232,021	-	-	10,232,021	Daily	None
Financials	14,397,195	-	-	14,397,195	Daily	None
Health care	16,486,112	-	-	16,486,112	Daily	None
Consumer discretionary	11,583,209	-	-	11,583,209	Daily	None
Energy	9,427,538	-	-	9,427,538	Daily	None
Materials	12,026,259	-	-	12,026,259	Daily	None
ADRs	2,934,114	-	-	2,934,114	Daily	None
Other	1,056,118	-	-	1,056,118	Daily	None
Total common stocks	106,760,118	-	-	106,760,118		
Mutual bond funds	58,578,392	-	-	58,578,392	Daily	None
Mutual equity funds	15,097,880	-	-	15,097,880	Daily	None
Hedge funds[(1)]	-	-	-	62,743,575	Quarterly/ Annually	45 days
Total beneficial interest in Common/Collective Trust net assets	193,811,586	558,532	-	257,113,693		
Short-term investment funds	4,488,132	-	-	4,488,132	Daily	None
Total investments at fair value	$ 198,299,718	$ 558,532	$ -	$ 261,601,825		

[(1)] Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized within the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statements of Net Assets Available for Benefits (Modified Cash Basis).

3. Fair Value Measurement (Continued)

Of the hedge fund balance, $1,033,906 and $1,095,037 represents investments in hedge funds that are not redeemable at December 31, 2017 and 2016, respectively. The Plan expects distributions from these hedge funds to occur as underlying investments are liquidated in the portfolio. The timing of such distributions will be dictated by the underlying hedge funds' processes as well as market conditions. Due to the nature of the investments held by the hedge funds, changes in market conditions, and the economic environment may significantly impact the net asset value of the hedge funds and the estimated fair value of the Plan's interest in the hedge funds.

The hedge funds invest primarily in equity and fixed income securities of both domestic and international issuers. The hedge fund investment managers invest in both long and short securities. Hedge fund values are adjusted for actual contributions and distributions as they occur. Investments in hedge funds are subject to various redemption restrictions.

The short-term investment funds invest primarily in high quality short-term instruments of domestic and foreign issuers with an overall dollar-weighted average maturity of 60 days or less or in high quality short-term money market instruments consisting of U.S. Treasury obligations and repurchase agreements collateralized by U.S. Treasury obligations.

The Plan did not have any significant transfers between Levels I, II, and III during the periods.

4. Funding Policy

The Company intends to fund the Plan's Trust in accordance with the minimum funding requirements of ERISA. However, the Company periodically reviews the Plan's funded status and may decide to make additional contributions in excess of the minimum required by law. For the Plan years ended December 31, 2017 and 2016, the Plan met and/or exceeded the minimum funding requirements.

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5. Plan Termination

In the event of termination of the Plan, the rights of the participants in the Plan to benefits accrued through such termination date become non-forfeitable. In the event that the Plan is terminated with insufficient funds to pay all benefits due, Plan assets will be allocated as follows.

(A) Assets will be used first to pay benefits, equally to:

- Retired participants who started receiving benefits at least three years prior to the date of the Plan's termination;
- Participants who could have retired and received benefit payments at least three years prior to the date of the Plan's termination; and
- Beneficiaries of participants to whom payment started at least three years prior to the date of the Plan's termination.

(B) Next, assets will be used to pay benefits that are guaranteed by the Pension Benefit Guaranty Corporation (PBGC), if any.

(C) Next, assets will be used to pay vested benefits (determined as of the date prior to the Plan's termination) that are not guaranteed by the PBGC.

(D) Lastly, assets will be used to pay all other accrued benefits.

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. Should the Plan terminate at some future time, its net assets may not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

6. Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated March 21, 2017, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor has indicated that it will take the necessary steps, if any, to maintain the Plan's operations in compliance with the Code.

U.S. generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2014.

7. Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

8. Related-Party Transactions

Certain investments in short-term investment funds are managed by the custodian of the Common/Collective Trust, Wells Fargo Bank, N.A., and, therefore, these transactions qualify as party-in-interest transactions. These party-in-interest transactions are exempt from the prohibited transaction rules.

9. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation during their last 10 years of credited service. The accumulated plan benefits for active employees are based on their average compensation during the last 10 completed calendar years immediately preceding years ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Willis Towers Watson, consulting actuaries, estimate the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money between the valuation date and the expected date of payment.

Computations of the actuarial present value of accumulated plan benefits were made as of December 31, 2016. Significant assumptions underlying the actuarial computations as of December 31, 2016 include a discounted rate of 7%, RP-2014 mortality tables projected generationally with scale MP-2017, and retirement ages from 55 to 65.

9. Actuarial Present Value of Accumulated Plan Benefits (Continued)

The actuarial present value of accumulated plan benefits for the Plan as reported by Willis Towers Watson is summarized as follows:

	December 31, 2016
Vested benefits:	
Active employees	$ 121,670,110
Participants with deferred benefits	46,749,454
Participants receiving benefits	86,880,574
	255,300,138
Non-vested benefits	9,927,088
	$ 265,227,226

Changes in the actuarial present value of accumulated plan benefits as reported by Towers Watson from December 31, 2015 to December 31, 2016 are summarized as follows:

Actuarial present value of accumulated plan benefits, December 31, 2015	$ 242,469,570
Increase (decrease) during the year attributable to:	
Increase for interest due to decrease in discount period	18,922,028
Benefits paid	(24,278,265)
Benefits accumulated	6,194,909
Actuarial losses	2,242,912
Assumption changes	19,676,072
Actuarial present value of accumulated plan benefits, December 31, 2016	$ 265,227,226

There was a subsequent event that resulted in a transfer of assets and liabilities to the Plan. The actuarial present value of accumulated plan benefits of the transfer was $17,128,778.

A discount rate of 7.00%, the RP-2014 mortality tables projected generationally with scale MP-2017 and the assumed PBGC rates to value lump sums of 2.97% and 3.73% were used to determine the present value of accumulated benefits. For the prior valuation, a discount rate of 8.00%, the RP-2014 mortality tables projected generationally with scale MP-2014 and the assumed PBGC rates to value lump sums of 3.16% and 3.90% were used. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

10. Subsequent Events

The Plan has evaluated subsequent events through June 29, 2018.

In 2018, the Common/Collective Trust elected to redeem 100% of investments in hedge funds. As of June 29, 2018 the Plan has received approximately $58,084,000 in redemption proceeds. The Plan expects to receive an additional approximately $13,773,000 in 2018 and $3,030,000 in 2019. As discussed in note 3, $1,033,906 represents investments in hedge funds, as of December 31, 2017, that are not redeemable until the underlying investments are liquidated.

On January 4, 2018, the Plan received an additional $5,470,000 in employer contributions. There are no additional subsequent events that require recognition or disclosure in the financial statements.

Schedule SB, Line 26 – Schedule of Active Participant Data

Plan Name: Bass Retirement Plan
EIN / PN: 75-1076930 / 002
Plan Sponsor: BEPCO, L.P.

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		27	55,360	2		0		0		0		0		0		0		0	
25 - 29	2		69	66,660	30	64,040	1		0		0		0		0		0		0	
30 - 34	0		53	67,677	43	76,534	7		0		0		0		0		0		0	
35 - 39	0		48	74,317	45	76,538	24	73,590	11		0		0		0		0		0	
40 - 44	0		27	76,660	20	73,209	15		18		6		2		0		0		0	
45 - 49	0		24	77,922	20	73,921	17		29	88,074	17		5		0		0		0	
50 - 54	0		16		17		15		29	71,178	22	99,612	18		11		0		0	
55 - 59	0		15		19		16		26	108,443	26	87,780	21	115,759	20	91,064	12		0	
60 - 64	0		8		16		7		16		12		21	134,822	15		12		1	
65 - 69	0		0		5		1		3		0		4		0		1		1	
70 & Over	0		0		0		0		2		1		0		0		2		0	

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Economic Assumptions

Interest rate basis:

- Applicable month: September
- Interest rate basis: 3-Segment Rates from fourth month preceding valuation date

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
• First segment rate	4.16%	1.52%
• Second segment rate	5.72%	3.80%
• Third segment rate	6.48%	4.79%
• Effective interest rate	5.89%	

Annual rates of increase

- Compensation:
  - Representative rates:

Age	Percentage
25	10.25%
30	7.50%
35	6.50%
40	5.75%
45	5.25%
50	4.75%
55	4.00%
60	3.50%

- Future Social Security wage bases: 3.75%
- Administrative expenses: $466,826

Schedule SB, Part V- Statement of Actuarial Assumptions/Methods (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Demographic Assumptions

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees

It was assumed there will be no new or rehired employees.

Mortality

- Healthy

Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2032 using Scale AA and annuitants based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2024 using Scale AA.

- Disabled

Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2032 using Scale AA and annuitants based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2024 using Scale AA.

Termination

Rates varying by age and gender.
Representative Termination Rates

Percentage leaving during the year		
Attained Age	Males	Females
20	14.9%	24.9%
25	9.9%	14.9%
30	6.9%	9.9%
35	4.9%	6.9%
40	2.8%	4.9%
45	1.7%	2.8%
50	0.4%	1.7%
55	0.0%	0.4%

Disability rates (per 100 employees)

The rates at which participants become disabled by age and gender are shown below:

Percentage becoming disabled during the year		
Age	Males	Females
20	.029	.030
25	.038	.047
30	.048	.080
35	.069	.136
40	.117	.211
45	.202	.323
50	.358	.533

Schedule SB, Part V- Statement of Actuarial Assumptions/Methods (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Percentage retiring during the year		
Age	Males	Females
55	1.0%	1.0%
56	1.5%	1.5%
57	2.0%	2.0%
58	2.5%	2.5%
59	3.0%	3.0%
60	3.5%	3.5%
61	4.0%	4.0%
62	15.0%	15.0%
63	10.0%	10.0%
64	10.0%	10.0%
65	100.0%	100.0%

Benefit commencement date:

- Preretirement death benefit

  Grandfathered participants: immediately

  Nongrandfathered participants: The later of the death of the active participant or the date the participant would have attained age 55 and completed 15 years of credited service.

- Deferred vested benefit

  The later of age 65 or termination of employment

- Disability benefit

  Age 65

- Retirement benefit

  Grandfathered participants: age 55

  Nongrandfathered participants: The later of the date of termination of employment or the date the participant would have attained age 55 and completed 15 years of credited service

Schedule SB, Part V- Statement of Actuarial Assumptions/Methods (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Form of payment	Participants are assumed to elect the normal form, except that participants eligible for the lump-sum form of payment are assumed to elect the lump sum.
Percent married	100% of eligible participants are assumed to be married. Used to value pre-retirement surviving spouse benefits and in determining the optional forms expected to be elected at commencement.
Spouse age	Male spouses are assumed to be 3 years older than female spouses.
Covered pay	Compensation assumed to be paid in the current year beginning on the valuation date is the current annual rate of pay.
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.
Actuarial value of assets for determining minimum required contributions	Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year.) The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.
Benefits not valued	Willis Towers Watson is not aware of any other significant benefits required to be valued that were not.

Schedule SB, Part V- Statement of Actuarial Assumptions/Methods (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Lump sum conversion rate	Lump sums were valued using the general rule under Proposed IRC §1.430(d)-1(f)(4). Lump sums were adjusted to reflect the estimated increase in value associated with using the PBGC interest rate and UP84 mortality to calculate a minimum lump sum. The assumed PBGC interest rate is equal to the applicable average spot rate projected 10 years for a given decrement year less 275 basis points.
Rates of increase in:	
• **Compensation**	The resulting salary increase assumption is a composite rate that reflects both current conditions and future expectations.
• **National average wages (NAW) (e.g., Social Security wage bases) and CPI**	The assumed NAW and CPI represent an estimate of future experience.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Disabled Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	Termination rates were selected based on the plan sponsor's best estimate of future experience, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. Assumed termination rates differ by age and gender because of observed differences in termination rates by age and gender.

Schedule SB, Part V- Statement of Actuarial Assumptions/Methods (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Disability	Disability rates were selected based on the plan sponsor's best estimate of future experience, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. Assumed disability rates differ by age and gender because of observed differences in disability rates by age and gender.
Retirement	Retirement rates are based on plan sponsor expectations for the future with periodic monitoring of observed gains and losses caused by retirement patterns different than assumed. Assumed retirement rates differ by age because of observed differences in retirement rates by age.
Benefit commencement date for deferred benefits:	
• Preretirement death benefit	Surviving spouses are assumed to begin benefits at the earliest permitted commencement date because ERISA requires benefits to start then unless the spouse elects to defer. If the spouse elects to defer, actuarial increases from the earliest commencement date must be given, so that a later commencement date is expected to be of approximately equal value, and experience indicates that most spouses do take the benefit as soon as it is available.
• Deferred vested benefit	Deferred vested participants' assumed commencement age is a single age intended to capture the average age at commencement.
Form of payment	The percentage of retiring participants assumed to take lump sums is based on observed experience. The percentage of retiring participants assumed to take joint and survivor annuities, and the assumed survivor percentages, are based on observed experience.
Percent married	The assumed percentage married is based on historical experience in the plan and general population statistics on the marital status of individuals of retirement age.
Spouse age	The assumed age difference for spouses is based on general population statistics of the age difference for married individuals of retirement age.

Schedule SB, Part V- Statement of Actuarial Assumptions/Methods (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Source of Prescribed Methods

Funding methods	The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are “prescribed methods set by law”, as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in Assumptions and Methods

Change in assumptions since prior valuation	The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC 430. The mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvement, as required by IRC 430. Assumed plan-related expenses added to the target normal cost changed from $577,518 to $466,826 to reflect the estimated expected actual expenses for the coming year, reflecting items like expected PBGC premiums and the actual expenses paid from the trust the preceding year.
Change in methods since prior valuation	None.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
BASS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
BEPCO, L.P.

D Employer Identification Number (EIN)
75-1076930

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2017

2 Assets:

a Market value	**2a**	263,938,599
b Actuarial value	**2b**	268,058,655

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	586	93,524,331	93,524,331
b For terminated vested participants	859	52,236,241	52,236,241
c For active participants	973	133,693,328	145,055,844
d Total	2,418	279,453,900	290,816,416

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	5.89%
6 Target normal cost	**6**	7,919,799

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Steven C. Erickson
Signature of actuary

7/31/2018
Date

Steven C Erickson
Type or print name of actuary

1704118
Most recent enrollment number

Willis Towers Watson
Firm name

214-530-4200
Telephone number (including area code)

500 North Akard Street, Suite 4100
Dallas TX 75201
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	10,730,010
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	10,730,010
10	Interest on line 9 using prior year's actual return of 8.10%	0	869,131
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		148,913
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.09%		9,069
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		157,982
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	11,599,141

Part III Funding Percentages

14	Funding target attainment percentage	14	88.18%
15	Adjusted funding target attainment percentage	15	88.18%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.33%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/31/2017	3,128,000	0			
07/12/2017	3,570,000	0			
10/12/2017	2,370,000	0			
10/13/2017	1,200,000	0			
12/27/2017	95,000,000	0			
			Totals ▶ 18(b)	105,268,000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	99,733,945

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
4.16 %	5.72 %	6.48%	

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):		
a Target normal cost (line 6)	**31a**	7,919,799
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	34,356,902	7,882,529
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	15,802,328

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	434,525	434,525

36 Additional cash requirement (line 34 minus line 35)	**36**	15,367,803
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	99,733,945
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	84,366,142
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	434,525
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

Schedule SB, Statement by Enrolled Actuary

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Valuation Date	January 1, 2017
Enrolled Actuary	Steven Erickson
Enrollment Number	17-04118

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

See Schedule SB, Part V- Statement of Actuarial Assumptions/Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Schedule SB, Part V – Summary of Plan Provisions

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Plan Sponsor

BEPCO, LP

Plan

Bass Retirement Plan

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

All employees are eligible to participate under the plan on the first anniversary of hire. "Employee" means any person on the payroll of a participating employer whose wages are subject to withholding for the purposes of federal income tax.

Note: If an employee fails to complete 1,000 hours during the first year, participation will begin on the January 1 following the plan year in which 1,000 hours are completed.

Credited Service

The number of years and completed months of service from date of hire to date of termination, adjusted for certain periods of unpaid absence.

Vesting Service

Total service from date of hire to date of termination, less any absence in excess of 12 months that is excluded from credited service, using elapsed time.

Final Average Compensation/Salary

The monthly average of the 5 consecutive years' compensation out of the last 10 years that gives the highest average. Compensation includes base pay plus overtime plus any compensation deferred under a Section 125 or Section 401(k) plan. For employees of Sid Richardson Carbon, Ltd., compensation will also include commissions and bonuses.

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Plan Name: Bass Retirement Plan
EIN / PN: 75-1076930 / 002
Plan Sponsor: BEPCO, L.P.

Covered Compensation

A 35-year average of the Maximum Taxable Wages (MTW) under social security. The MTW is the annual limit on wages subject to the FICA tax for social security. The 35-year period ends with the year the employee reaches eligibility for an unreduced social security benefit (age 65, 66, or 67 depending on the year the employee was born). For years after the year of termination and prior to the end of the 35-year period, the MTW from the year of termination is used.

Formula B Terminal Accrual Date

The earliest of:

1. the December 31st, beginning with 1988, prior to the year in which a participant is classified as a highly compensated employee within the meaning of IRC Sections 414(q)(A) and (B);

2. the December 31st, beginning with 1994, prior to the year in which a participant is classified as a highly compensated employee within the meaning of IRC Section 414(q); or

3. the participant's retirement or termination date.

Eligibility for Grandfathered Benefits

Participants are eligible for the grandfathered benefit provisions of the plan if, as of December 31, 2004, either condition (i) or (ii) was satisfied.

(i) Age plus service was at least 60 and they had at least 10 years of service.

(ii) Age plus service was at least 55 and they had at least 15 years of service.

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Benefit Provisions for Grandfathered Participants

Normal Retirement Benefit

1. Normal Retirement Date: The first of the month coincident with or next following age 65.

2. Monthly Benefit:

   Larger of Formula A, B, C, and D

   Where:

   Formula A: Credited service times the sum of 1.00% of first $400.00 of final average monthly compensation

   plus

   1.72% of final average monthly compensation over $400.00

   times

   a factor which will convert the above 10 year certain and life income to an income payable for the participant's lifetime only.

   Formula B: 5.00% of final average monthly compensation at the earlier of date of termination or the participant's Formula B Terminal Accrual Date times credited service up to 15 years

   less

   50% of the participant's age 65 monthly Primary Insurance Amount under the Social Security Law in effect on January 1st, preceding the earlier of date of termination or the participant's Formula B Terminal Accrual Date.

   times

   a factor which will convert the above 10 year certain and life income to an income payable for the participant's lifetime only.

   Formula C: 2.5% of final average monthly compensation times years of credited service up to 30 years

   minus

   50% of the participant's age 65 monthly Primary Insurance Amount under the Social Security Act in effect on January 1st immediately preceding termination

   times

   a factor that will convert the above 10 years certain and life income to an income payable for the participant's lifetime only.

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Formula D: 59.80% of final average monthly compensation times credited service accrued after December 31, 1988, divided by the greater of 23 years or credited service after December 31, 1988

plus

22.75% of final average monthly compensation in excess of covered compensation times credited service accrued after December 31, 1988, divided by the greater of 35 years or credited service after December 31, 1988.

3. Normal Form of Retirement Income: Lifetime only.

Late Retirement

If retirement occurs after the normal retirement date, the late retirement income will be the greater of the normal retirement benefit calculated using credited service and final average monthly compensation as of the late retirement date or the normal retirement benefit calculated as of the participant's normal retirement date actuarially increased to the participant's late retirement date.

Accrued Benefit

The participant's accrued benefit at any given date is determined under the normal retirement formulas shown above, but is based on current credited service, final average monthly compensation, social security benefit, and covered compensation.

Early Retirement Benefit

1. Eligibility: The fulfillment of one of the following:
   a. Age 55 and 15 years of credited service.
   b. 20 years of service.
2. Monthly Benefit: Accrued benefit as of early retirement date multiplied by an early retirement factor due to earlier commencement of payments.
   a. 100% if the participant has either (1) attained age 62 and completed 30 years of credited service or (2) has attained age 65 as of early retirement date.

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

b.

Years Prior to Unreduced Benefit Accrual Date	Factor
1	95.0%
2	90.0%
3	85.0%
4	80.0%
5	75.0%
6	70.0%
7	65.0%
8	60.0%
9	55.0%
10	50.0%

The "Unreduced Benefit Accrual Date" is the first day of the month coincident with or next following the earliest of (a) the date the participant will have both attained the age of 62 years and completed 30 years of Credited Service, or (b) the date he will attain the age of 65 years.

However, the reduced benefit will be no less than the actuarial equivalent of the participant's accrued benefit at early retirement date.

Disability Benefit

1. Eligibility: Total and permanent disability of participant prior to normal retirement date. The participant must be eligible for and receiving Social Security disability benefits.

2. Monthly Benefit: The anticipated monthly retirement income the participant would be entitled to at Normal Retirement Date, payable for life only, calculated assuming that his service, monthly rate of basic compensation, Social Security, and covered compensation as of his date of disability continued to his Normal Retirement Date.

3. Waiting Period: Benefits will not commence until the employee has attained his normal retirement date.

4. Death of Disabled Participant Prior to Normal Retirement: Prior to normal retirement, disabled participants are entitled to a death benefit identical to the one for active employees. This is determined as if the disabled participant had remained in service until his date of death and his last rate of pay had continued unchanged.

Vested Benefits Upon Termination of Service

1. Vesting: A participant is 100% vested upon completion of 5 years of vesting service. However, all participants become 100% vested upon reaching age 65.

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

2. Termination Benefit: The termination benefit is equal to the vested accrued benefit, payable in the normal form, commencing at normal retirement date. Optionally, the participant may elect to receive an actuarially reduced benefit commencing prior to normal retirement date. The participant may also elect to receive an actuarially reduced benefit in order to provide a death benefit for the period between termination and the date retirement payments commence. Such death benefit is equal to the actuarial present value of the deferred accrued benefit, determined as of the termination date, accumulated with interest until the date of death.

Death Benefits for Participants in Active Service

1. Eligibility: All grandfathered participants

2. Benefit: The participant's beneficiary will receive a benefit equal to the present value of the participant's accrued benefit. The beneficiary may elect to receive this benefit in the form of a lump-sum payment, or an annuity payable for his/her lifetime.

Death Benefits for Participants that have Terminated Employment with a Deferred Vested Retirement Benefit

1. Eligibility:

   (a) Participants terminating prior to January 1, 2005 must elect to receive or decline death benefit coverage. For participants electing to receive death benefit coverage, their retirement benefits are reduced by the actuarial equivalent value of the death benefit coverage. Participants are charged during the time they are covered.

   (b) Participants terminating after December 31, 2004 are automatically eligible for death benefit coverage. The plan sponsor subsidizes the cost of the death benefits.

2. Benefit: The participant's beneficiary will receive a benefit equal to the present value of the participant's accrued benefit. The beneficiary may elect to receive this benefit in the form of a lump-sum payment, or an annuity payable for his/her lifetime.

Optional Forms of Retirement Income in Lieu of Normal Form

The plan provides optional payment forms, including the qualified Joint and Contingent benefit for married employees, on an actuarially equivalent basis. Actuarial equivalence for this purpose is based on the PBGC interest rate as of the January 1st coincident with or prior to date of termination and the UP-1984 Mortality Table (set back 3 years for joint annuitants and beneficiaries).

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Benefit Provisions for Nongrandfathered Participants

Normal Retirement Benefit

1. Normal Retirement Date: The first of the month coincident with or next following age 65.
2. Monthly Benefit:

Larger of Formula E and F

Where:

Formula E: Accrued Benefit as of December 31, 2004 (determined by the grandfathered benefit formulas on the preceding pages)

plus

2.00% of final average monthly compensation times credited service earned after December 31, 2004 (with a maximum of 30 years reduced by service earned prior to 2005)

less

1.50% of the participant's age 65 monthly Primary Insurance Amount under the Social Security Law in effect on January 1st, preceding the earlier of the date of termination, times credited service earned after December 31, 2004 (with a maximum of 33.333 years reduced by service earned prior to 2005).

Formula F: 2.00% of final average monthly compensation times credited service up to 30 years

less

1.50% of the participant's age 65 monthly Primary Insurance Amount under the Social Security Law in effect on January 1st, preceding the earlier of the date of termination times credited service up to 33.333 years.

3. Normal Form of Retirement Income: Lifetime only.

Late Retirement

If retirement occurs after the normal retirement date, the late retirement income will be the greater of the normal retirement benefit calculated using credited service and final average monthly compensation as of the late retirement date or the normal retirement benefit calculated as of the participant's normal retirement date actuarially increased to the participant's late retirement date.

Accrued Benefit

The participant's accrued benefit at any given date is determined under the normal retirement formulas shown above, but is based on current credited service, final average monthly compensation, social security benefit, and covered compensation.

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Early Retirement Benefit

1. Eligibility: The fulfillment of one of the following:

   a. Age 55 and 15 years of credited service.

   b. 20 years of service.

2. Early Retirement Factor: Accrued benefit as of early retirement date multiplied by an early retirement factor due to earlier commencement of payments.

3. Early Retirement Benefit: Larger of (a) and (b) determined below:

   (a) Formula E: The Accrued benefit as of December 31, 2004, times an early retirement factor determined as though the participant was a grandfathered participant

   plus

   the benefit based on service earned after December 31, 2004, actuarially reduced for early commencement, where such reduction factor is based on the PBGC rate in effect on first day of plan year and the UP-84 mortality table.

   (b) Formula F: Formula F accrued benefit actuarially reduced for early commencement, where such reduction factor is based on the PBGC rate in effect on first day of plan year and the UP-84 mortality table.

Disability Benefit

1. Eligibility: Total and permanent disability of participant prior to normal retirement date. The participant must be eligible for and receiving Social Security disability benefits.

2. Monthly Benefit: The anticipated monthly retirement income the participant would be entitled to at Normal Retirement Date, payable for life only, calculated assuming that his service, monthly rate of basic compensation, Social Security, and covered compensation as of his date of disability continued to his Normal Retirement Date.

3. Waiting Period: Benefits will not commence until the employee has attained his normal retirement date.

4. Death of Disabled Participant Prior to Normal Retirement: Prior to normal retirement, disabled participants are entitled to a death benefit identical to the one for active employees. This is determined as if the disabled participant had remained in service until his date of death and his last rate of pay had continued unchanged.

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Plan Name: Bass Retirement Plan
EIN / PN: 75-1076930 / 002
Plan Sponsor: BEPCO, L.P.

Vested Benefits Upon Termination of Service

1. Vesting: A participant is 100% vested upon completion of 5 years of vesting service. However, all participants become 100% vested upon reaching age 65.

2. Termination Benefit: The termination benefit is equal to the vested accrued benefit, payable in the normal form, commencing at normal retirement date. Optionally, the participant may elect to receive an actuarially reduced benefit commencing prior to normal retirement date.

Death Benefits for Participants in Active Service and Participants Terminated after December 31, 2004 with a Deferred Vested Retirement Benefit

1. Eligibility: All nongrandfathered participants

2. Benefit: The participant's spouse will receive a monthly benefit payable at the participant's earliest retirement date in an amount equal to the Qualified Preretirement Survivor Annuity.

   The Qualified Preretirement Survivor Annuity is the survivor benefit the surviving spouse would have received if the participant had terminated employment on the date of death, elected the Joint and 50% Contingent Annuity form of payment to commence at the earliest permitted commencement date, survived to the earliest permitted commencement date, and died immediately thereafter.

Optional Forms of Retirement Income in Lieu of Normal Form

The plan provides optional payment forms, including the qualified Joint and Contingent benefit for married employees, on an actuarially equivalent basis. Actuarial equivalence for this purpose is based on the PBGC interest rate as of the January 1st coincident with or prior to date of termination and the UP-1984 Mortality Table (set back 3 years for joint annuitants and beneficiaries).

Special Provisions for Top-Heavy Plans

1. The plan is top heavy in any plan year that the value of accrued benefits for "Key Employees" (as defined in the Internal Revenue Code) is 60% or more of the total value of accrued benefits under the plan.

2. Vesting: For years that the plan is top heavy the minimum vesting percentage is equal to 20% after two years of vesting service, increasing by 20% per year until it is 100% after six years of vesting service.

3. Minimum Accrued Benefit: There is a minimum accrued benefit equal to 2% of five-year-average pay times the number of years of service after January 1, 1984, that the plan is top heavy, up to a maximum of ten years.

4. The plan is not currently top heavy.

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Plan Name: Bass Retirement Plan
EIN / PN: 75-1076930 / 002
Plan Sponsor: BEPCO, L.P.

Employee Contributions

They are not required or permitted.

Changes in Plan Provisions since Last Actuarial Valuation

None.

Supplemental Schedule

Bass Retirement Plan

Schedule H; Line 4i – Schedule of Assets Held for Investment Purposes
(Held at End of Year)
(Modified Cash Basis)

EIN: 75-1076930 Plan #: 002

December 31, 2017

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Wells Fargo Bank, N.A.	Beneficial interest in Common/Collective Trust	$ 295,033,811	$ 399,091,398
*	Wells Fargo Bank, N.A.	Short-Term Investment Fund N	51,460	51,460
			$ 295,085,271	$ 399,142,858

*Indicates party-in-interest to the Plan.

See accompanying Independent Auditors' Report.

Schedule R, Line 18 – Funded Percentage of Plans Contributing to the Liabilities of Plan Participants

Plan Name: **Bass Retirement Plan**
EIN / PN: **75-1076930 / 002**
Plan Sponsor: **BEPCO, L.P.**

Plan Name	Employer Identification Number / Plan Number	FTAP
Bass Retirement Plan	75-1076930 / 002	88.18%
Retirement Plan for Employees of San Jose Cattle Company	75-1018369 / 001	88.45%

Schedule SB, Line 32 – Schedule of Amortization Bases

Plan Name: Bass Retirement Plan
EIN / PN: 75-1076930 / 002
Plan Sponsor: BEPCO, L.P.

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2017	16,294,670	7	16,294,670	2,675,780
2	Shortfall	01/01/2016	14,086,472	6	12,506,271	2,327,415
3	Shortfall	01/01/2015	(2,271)	5	(1,745)	(378)
4	Shortfall	01/01/2014	(1,193,950)	4	(752,652)	(199,818)
5	Shortfall	01/01/2013	15,719,808	3	7,560,379	2,623,510
6	Shortfall	01/01/2012	(10,469,992)	2	(3,483,056)	(1,777,015)
7	Shortfall	01/01/2011	13,572,254	1	2,233,035	2,233,035
Total					34,356,902	7,882,529