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
- [X] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [ ] a single-employer plan
- [ ] a DFE (specify) ____

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

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

D Check box if filing under:
- [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
BAKER COMPANIES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/31/1974

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)

BAKER CONSTRUCTION ENTERPRISES INC.

900 NORTH GARVER ROAD
MONROE, OH 45050

2b Employer Identification Number (EIN)
81-4294887

2c Plan Sponsor's telephone number
513-539-4008

2d Business code (see instructions)
238900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/01/2018	ROBERT M BAKER
	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 BAKER CONCRETE CONSTRUCTION, INC.

c Plan Name BAKER CONCRETE CONSTRUCTION, INC. RETIREMENT SAVINGS PLAN

4b EIN 31-0817881

4d PN 002

5 Total number of participants at the beginning of the plan year	**5**	2062
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)**	1739
a(2) Total number of active participants at the end of the plan year	**6a(2)**	2429
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	243
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	2673
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	3
f Total. Add lines **6d** and **6e**.	**6f**	2676
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1164
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2E 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BAKER CONSTRUCTION ENTERPRISES INC.

D Employer Identification Number (EIN)
81-4294887

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)

ONEAMERICA RETIREMENT SERVICES, LLC

46-5378846

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 50 64	NONE	162671	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

KESTRA ADVISORY SERVICES, LLC

35-2552359

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	29437	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BMO HARRIS BANK, N.A.

36-2085229

(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?
19 21 25 62	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
BMO HARRIS BANK, N.A.	19 21 25 62	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ONEAMERICA RETIREMENT SERVICES, LLC 46-5378846	ONEAMERICA HAS A REVENUE SHARING AGREEMENT WITH BMO HARRIS BANK, NA 2.25 BASIS POINTS ON MARKET VALUE ANNUALIZED MONTHLY

(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
BAKER COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BAKER CONSTRUCTION ENTERPRISES INC.

D Employer Identification Number (EIN)
81-4294887

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: WELLS FARGO STABLE VALUE FUND J

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
94-3371778-001	C	13130038

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

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
BAKER COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BAKER CONSTRUCTION ENTERPRISES INC.

D Employer Identification Number (EIN)
81-4294887

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	5195	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	32447	46987
(2) Participant contributions	1b(2)	66943	97715
(3) Other	1b(3)	12285	14703
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1536107	1922332
(9) Value of interest in common/collective trusts	1c(9)	13342477	13130038
(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)	45386980	67262182
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	60382434	82473957
	Liabilities			
g	Benefit claims payable	1g	1689	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	1689	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	60380745	82473957

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)	2294879	
	(B) Participants	2a(1)(B)	4800984	
	(C) Others (including rollovers)	2a(1)(C)	7564558	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		14660421
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	71809	
	(F) Other	2b(1)(F)	1504	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		73313
	(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)	963508	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		963508
	(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)		219804
(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)		8774601
c Other income	2c		73
d Total income. Add all **income** amounts in column (b) and enter total	2d		24691720
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4828063	
(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)		4828063
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		1022
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	162671	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	29437	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		192108
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5021193
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		19670527
l Transfers of assets:			
(1) To this plan	2l(1)		2422685
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: BKD, LLP **(2)** EIN: 44-0160260

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		26881
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	
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_____. (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
BAKER COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BAKER CONSTRUCTION ENTERPRISES INC.

D Employer Identification Number (EIN)
81-4294887

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): 39-6436442

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

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: 0.0% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Baker Companies 401(k) Plan

EIN 81-4294887 PN 002

Independent Auditor's Report and Financial Statements

December 31, 2017 and 2016

DRAFT

August 28, 2018

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Baker Companies 401(k) Plan
December 31, 2017 and 2016

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Independent Auditor's Report

DRAFT

Plan Administrator
Baker Companies 401(k) Plan
Monroe, Ohio

August 28, 2018

D R A F T
August 28, 2018

Cincinnati, Ohio
_____, 2018

Federal Employer Identification Number: 44-0160260

Baker Companies 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2017 and 2016

DRAFT
August 28, 2018

	2017	2016
Assets		
Investments, at fair value	$ 80,392,220	$ 58,729,457
Receivables		
Participants' contributions	97,715	66,943
Employers' contributions	46,987	32,447
Accrued interest	14,703	12,285
Notes receivable from participants	1,975,605	1,588,040
Total receivables	2,135,010	1,699,715
Noninterest-Bearing Cash	-	5,195
Total assets	82,527,230	60,434,367
Liability		
Accrued Expenses	-	1,689
Net Assets Available for Benefits	$ 82,527,230	$ 60,432,678

includes defaulted loans of $53,273

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Baker Companies 401(k) Plan

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2017 and 2016

DRAFT
August 28, 2018

includes money mkt int of 112 & 23??

	2017	2016
Investment Income		
Net appreciation in fair value of investments	$ 8,922,175	$ 2,841,017
Interest and dividends	1,038,655	611,857
Net investment income	9,960,830	3,452,874
Interest Income on Notes Receivable From Participants	71,809	70,138
Contributions		
Participants	4,800,984	3,412,440
Employers	2,294,879	1,683,556
Rollovers	7,564,558	269,353
	14,660,421	5,365,349
Total additions	24,693,060	8,888,361
Deductions		
Benefits paid to participants	4,829,085	4,485,943
Administrative expenses	192,108	52,186
Total deductions	5,021,193	4,538,129
Net Increase	19,671,867	4,350,232
Transfer From Baker Equipment and Material, Ltd. Retirement Savings Plan	2,422,685	-
Net Assets Available for Benefits, Beginning of Year	60,432,678	56,082,446
Net Assets Available for Benefits, End of Year	$ 82,527,230	$ 60,432,678

Baker Companies 401(k) Plan
Notes to Financial Statements
December 31, 2017 and 2016

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August 28, 2018

Note 1: Description of the Plan

The following description of the Baker Companies 401(k) Plan, formerly known as the Baker Concrete Construction, Inc. Retirement Savings Plan (Plan), provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined-contribution plan sponsored by Baker Construction Enterprises Inc. (Company) for the benefit of its employees who have met certain age and service requirements and are not represented by a collective bargaining agreement. Related employers who also participate in the Plan include Baker Concrete Construction, Inc., Titan Reinforcing, LLC, Baker DC, LLC, Baker Construction Enterprises, LLC, Baker Equipment and Materials, LTD (BEAM), Baker International GP, Inc., Baker Pacific, LLC, Baker Construction International L.P., Baker Canada Holdings ULC, DL Baker Construction Canada ULC and Dugan and Meyers, LLC. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). BMO Harris Bank, N.A. is the trustee of the Plan, and OneAmerica Financial Partners, Inc. is the recordkeeper of the Plan.

The name of the Plan was changed to Baker Companies 401(k) Plan in January 2017.

In January 2017, Baker Concrete Construction, Inc. became the wholly-owned subsidiary of a newly formed holding company named Baker Construction Enterprises Inc. As part of the Company re-organization, Baker Construction Enterprises Inc. purchased all of the outstanding membership interest of Baker Equipment and Material, Ltd. (BEAM). The Baker Equipment and Material, Ltd. Retirement Savings Plan merged into the Baker Companies 401(k) Plan and is included as a transfer in on the statement of changes in net assets available for benefits.

In January 2017, a newly formed, wholly-owned subsidiary of Baker Construction Enterprises Inc. named Dugan & Meyers LLC purchased substantially all of the assets of Dugan & Meyers Interest, Inc. As part of this acquisition, certain participants in the Dugan & Meyers Construction Co. Profit Sharing Plan elected to roll their balances into the Baker Companies 401(k) Plan. These balances totaled $6,892,729 and are included in the rollover contributions on the statement of changes in net assets available for benefits.

Effective January 2017, the Plan was amended to include BEAM, Baker International GP, Inc., Baker Pacific, LLC, Baker Construction International L.P., Baker Canada Holdings ULC, DL Baker Construction Canada ULC and Dugan & Meyers, LLC, in addition to other companies already covered by the Plan.

Baker Companies 401(k) Plan
Notes to Financial Statements
December 31, 2017 and 2016

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August 9, 2018

Contributions

The Plan permits eligible employees, through a salary deferral election, to have the Company make annual contributions of up to the maximum permitted by law ($18,000 for 2017 and $18,000 for 2016). Employee rollover contributions are also permitted. The Company made matching contributions of 100% of employees' salary deferral amounts of the first 3%, plus 50% of the next 2% in 2017 and 2016. Company profit-sharing contributions are discretionary as determined by the Company's Board of Directors. No such discretionary contributions were made for the years ended December 31, 2017 and 2016. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his or her contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses.

Allocations are based on participant earnings or account balances, as defined. The benefits to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions and the Company's safe harbor and discretionary matching contributions plus earnings thereon. Vesting in the Company's profit-sharing contribution portion of their accounts plus earnings thereon is based on years of continuous service. A participant is fully vested in the Company's discretionary contributions after five years of continuous service. The nonvested balance is forfeited upon termination of service. The Company will designate how forfeitures occurring during a Plan year will be treated (either reducing employer contribution or offsetting Plan expenses).

Payment of Benefits

Upon termination of service due to death, disability or retirement, an employee may elect to receive either a lump-sum amount equal to the value of his or her account or annual installments over a 5 to 15 year period. For termination of services for other reasons, a participant will receive the value of the vested interest in his or her account as a lump-sum.

Baker Companies 401(k) Plan
Notes to Financial Statements
December 31, 2017 and 2016

DRAFT
August 28, 2018

Notes Receivable From Participants

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. Loans are made to any eligible participant demonstrating a qualifying need. The minimum amount of a loan shall be $1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of $50,000 or 50% of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end.

The Stable Value Fund is solely invested in the Wells Fargo Stable Return Fund J. This fund is a commingled pool of the Wells Fargo Trust for Employee Benefit Plans. The fund may invest in fixed-interest insurance investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds and other fixed-income securities.

The Plan's interests in this fund is valued based on information reported by the investment advisor using the audited financial statements of the stable value fund at year end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains on investments bought and sold as well as held during the year.

Baker Companies 401(k) Plan
Notes to Financial Statements
December 31, 2017 and 2016

DRAFT

Notes Receivable From Participants

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

August 28, 2018

Plan Tax Status

The Plan was created and operates in connection with a volume submitter 401(k) profit-sharing plan and trust sponsored by OneAmerica Financial Partners, Inc. This volume submitter plan document has been filed with the appropriate agency and obtained a determination letter dated September 24, 2015 from the Internal Revenue Service stating that the volume submitter plan constituted a qualified plan under Section 401 of the Internal Revenue Code. The Plan Document has been amended since the volume submitter plan received the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Note 3: Certification of Plan Trustee

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. BMO Harris Bank N.A., the trustee of the Plan, has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statement of net assets available for benefits as of December 31, 2017 and 2016
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2017 and 2016
- Investment information and notes receivable from participants included in the accompanying schedule of assets (held at year end) as of December 31, 2017

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Baker Companies 401(k) Plan
Notes to Financial Statements
December 31, 2017 and 2016

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Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan invests in certain funds of the Plan trustee and affiliated companies and at times maintains a cash reserve account with this trustee. These transactions qualify as party-in-interest transactions. The Plan paid $192,108 and $52,186 to BMO Retirement Services during 2017 and 2016, respectively. The Company provides certain administrative services at no cost to the Plan.

Note 5: Disclosures About Fair Value of Plan Assets

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

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Recurring Measurements

The following tables present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2017 and 2016:

		December 31, 2017 Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market fund	$ 49,517	$ 49,517	$ -	$ -
Mutual funds	67,212,665	67,212,665	-	-
Stable value fund	13,130,038	-	13,130,038	-
	$ 80,392,220	$ 67,262,182	$ 13,130,038	$ -

		December 31, 2016 Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 45,386,980	$ 45,386,980	$ -	$ -
Stable value fund	13,342,477	-	13,342,477	-
	$ 58,729,457	$ 45,386,980	$ 13,342,477	$ -

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Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the years ended December 31, 2017 and 2016. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include mutual funds and a money market fund. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include the stable value fund, which is valued based upon the quoted market prices of the underlying investments.

Money market fund: Valued at quoted market prices in active markets.

Mutual funds: Valued at quoted market prices in active markets.

Stable value fund: Valued at the net asset value (NAV) as reported by the fund daily. The NAV is based on the value of the underlying assets owned by the trust, minus its liabilities and then divided by the number of shares outstanding. The NAV is classified within Level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

Note 6: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2017 and 2016, to Form 5500:

	2017	2016
Net assets available for benefits per the financial statements	$ 82,527,230	$ 60,432,678
Deemed distributions of participant loans	(54,777)	(51,933)
Net assets available for benefits per Form 5500	$ 82,472,453	$ 60,380,745

Baker Companies 401(k) Plan
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The following is a reconciliation of the change in net assets available for benefits per the financial statements for the years ended December 31, 2017 and 2016, to Form 5500:

	2017	2016
Increase in net assets per the financial statements	$ 19,671,867	$ 4,350,232
Deemed distributions of participant loans - current year	(54,777)	(51,933)
Deemed distributions of participant loans - prior year	51,933	51,936
Increase in net assets per Form 5500	$ 19,669,023	$ 4,350,235

The following is a reconciliation of total additions per the financial statements for the year ended December 31, 2016, to Form 5500 (no differences for 2017):

	2016
Total additions per the financial statements	$ 8,888,361
Administrative fee credit	166,135
Total additions per Form 5500	$ 9,054,496

The following is a reconciliation of total deductions per the financial statements for the years ended December 31, 2017 and 2016, to Form 5500:

	2017	2016
Total deductions per the financial statements	$ 5,021,193	$ 4,538,129
Deemed distributions of participant loans - current year	54,777	51,933
Deemed distributions of participant loans - prior year	(51,933)	(51,936)
Administrative fee credit	-	166,135
Total deductions per Form 5500	$ 5,024,037	$ 4,704,261

Note 7: Risks and Uncertainties

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

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December 31, 2017 and 2016

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Note 8: Nonexempt Transactions

Defined-contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. While the Company remitted all employee contributions to the Plan, contributions of $26,881 and $26,161 were not remitted within the required time period for the years ended December 31, 2017 and 2016, respectively.

Note 9: Subsequent Events

Subsequent events have been evaluated through _____, 2018, which is the date the financial statements were available to be issued.

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Supplemental Schedules

Baker Companies 401(k) Plan

EIN 81-4294887 PN 002

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions

Year Ended December 31, 2017

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Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions
$ 26,881	$ 67

Baker Companies 401(k) Plan

EIN 81-4294887 PN 002

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

December 31, 2017

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Identity of Issuer	Description of Investment		Current Value
Stable Value Fund			
Wells Fargo Bank	Stable Return Fund J	278,769 shares	$ 13,130,038
***Money Market Fund**	BMO Government Money Market Fund	49,517 shares	49,517
Mutual Funds			
BlackRock	BlackRock Equity Dividend Inv A	161,957 shares	3,678,046
Scudder Distributors, Inc.	Deutsche Real Estate Securities Fund Class A	74,191 shares	1,512,759
American Funds	American Funds EuroPacific Growth Fund Class R3	73,632 shares	4,056,364
ClearBridge	ClearBridge Large Cap Growth Fund	91,608 shares	4,121,447
Goldman Sachs	Goldman Sachs Small Cap	18,787 shares	1,140,938
JPMorgan	JPMorgan Mid Cap Value A	116,295 shares	4,630,872
JPMorgan	JPMorgan US Equity Instl	325,774 shares	5,310,122
PIMCO Institutional	PIMCO Real Return Admin	81,603 shares	902,532
T. Rowe Price	T. Rowe Price Retirement 2005 Adv	15,140 shares	205,898
T. Rowe Price	T. Rowe Price Retirement 2010 Adv	8,330 shares	151,598
T. Rowe Price	T. Rowe Price Retirement 2015 Adv	58,856 shares	879,302
T. Rowe Price	T. Rowe Price Retirement 2020 Adv	93,068 shares	2,083,798
T. Rowe Price	T. Rowe Price Retirement 2025 Adv	56,648 shares	991,340
T. Rowe Price	T. Rowe Price Retirement 2030 Adv	118,851 shares	3,055,663
T. Rowe Price	T. Rowe Price Retirement 2035 Adv	89,782 shares	1,695,981
T. Rowe Price	T. Rowe Price Retirement 2040 Adv	123,356 shares	3,330,620
T. Rowe Price	T. Rowe Price Retirement 2045 Adv	99,522 shares	1,827,231
T. Rowe Price	T. Rowe Price Retirement 2050 Adv	97,082 shares	1,494,090
T. Rowe Price	T. Rowe Price Retirement 2055 Adv	84,996 shares	1,316,589
T. Rowe Price	T. Rowe Price Equity Index 500 Fund	62,285 shares	4,466,505
T. Rowe Price	T. Rowe Price Diversified Sm Cap Growth	91,423 shares	3,189,764
Vanguard	Vanguard Total Bond Market Index Signal	46,355 shares	498,314
Vanguard	Vanguard Total International Stock Index Signal	13,226 shares	403,660
Vanguard	Vanguard Total Stock Market Index Signal	50,630 shares	3,378,020
Vanguard	Vanguard Wellington Adm	74,060 shares	5,375,262
ING Pilgrim Securities, Inc.	Voya Midcap Opportunities Fund Class W	124,606 shares	3,143,809
Western Asset	Western Asset Core Plus Bond Fund	369,269 shares	4,372,141
Total mutual funds			67,212,665
***Participant Loans**	Various maturity dates through December 2022; interest rates of 4.25% to 5.5%		1,975,605
			$ 82,367,825

*Party-in-interest

Attachment to 2017 Form 5500
Form 5500 Part I A – Multiple-Employer Plan Participating Employer Information

Plan Name Baker Companies 401(k) Plan **EIN**: 81-4294887
Plan Sponsor's Name Baker Construction Enterprises Inc. **PN**: 002

	Multiple-Employer Plan Participating Employer Information	

(a) Name of Participating Employer	(b) EIN	(c) Percent of Total Contributions
Baker Concrete Construction, Inc.	31-0817881	61.85%
Baker DC, LLC	27-0627805	15.13%
Titan Reinforcing, LLC	03-0417364	0.26%
Baker Group Enterprises LLC	51-0467555	5.09%
Baker Equipment & Materials, LTD	31-1466001	2.80%
Dugan & Meyers LLC	81-4526414	14.87%

Attachment to 2017 Form 5500
Schedule H, line 4a – Schedule of Delinquent Participant Contributions

Plan Name BAKER COMPANIES 401(K) PLAN EIN: 81-4294887
Plan Sponsor's Name BAKER CONSTRUCTION ENTERPRISES INC. PN: 002

	Total that Constitute Nonexempt Prohibited Transactions	

Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Totally Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are Included: ☐	$0	$26,881	$0	$0

SCHEDULE H, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2017

SPONSOR: BAKER CONSTRUCTION ENTERPRISES INC.
EIN: 81-4294887
PLAN NUMBER: 002
NAME: BAKER COMPANIES
401(K) PLAN

	(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
	AMERICAN FUNDS	AMERICAN EUROPACIFIC GROWTH FUND CLASS R4 #2416	**	4,056,364
*	BMO FUNDS	BMO GOVT MONEY MARKET FD Y # 605	**	49,517
	BLACKROCK FUNDS	BLACKROCK EQUITY DIVIDEND FUND CLASS A #195	**	3,678,046
	GOLDMAN SACHS FUNDS	GOLDMAN SACHS SMALL CAP VALUE FUND INST #651	**	1,140,938
	ING PILGRIM SECURITIES, INC.	VOYA MIDCAP OPPORTUNITIES FUND CLASS W #4084	**	3,143,809
	JP MORGAN FUNDS	JPMORGAN MID CAP VALUE FUND CLASS I #1100	**	4,630,872
	JP MORGAN FUNDS	JPMORGAN US EQUITY FUND CL L	**	5,310,122
	CLEARBRIDGE FUNDS	CLEARBRIDGE LARGE CAP GROWTH FUND CLASS I #589	**	4,121,447
	PIMCO INSTITUTIONAL	PIMCO REAL RETURN FUND - ADMIN #422	**	902,532
	SCUDDER DISTRIBUTORS, INC	DEUTSCHE REAL ESTATE SECURITIES FUND CLASS A #425	**	1,512,759
	T. ROWE PRICE	T ROWE PRICE EQUITY INDEX 500 FUND #50	**	4,466,505
	T. ROWE PRICE	T ROWE PRICE QM US SMALL-CAP GROWTH EQUITY FUND #120	**	3,189,764
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2010 FUND ADVISOR CLASS #250	**	151,598
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2015 FUND CLASS A #278	**	879,302
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2020 FUND ADVISOR CLASS #251	**	2,083,798
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2025 FUND - ADV #279	**	991,340
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2030 FUND ADV #252	**	3,055,663
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2035 FUND - ADV #280	**	1,695,981
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2040 FUND ADVISOR CLASS #253	**	3,330,620
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2045 FUND ADV CLASS #281	**	1,827,231
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2050 FUND- ADVISOR CLASS #266	**	1,494,090
	T. ROWE PRICE	T ROWE PRICE RETIREMENT 2055 FUND - ADV #282	**	1,316,589
	T. ROWE PRICE	T. ROWE PRICE RETIREMENT 2005 FUND ADV #277	**	205,898
	VANGUARD FUNDS	VANGUARD TOTAL BOND MARKET INDEX FD ADM #584	**	498,314
	VANGUARD FUNDS	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND #569	**	403,660
	VANGUARD FUNDS	VANGUARD TOTAL STOCK MARKET INDEX FUND - ADM #585	**	3,378,020
	VANGUARD FUNDS	VANGUARD WELLINGTON FUND ADMIRAL #521	**	5,375,262
	WESTERN ASSET	WESTERN ASSET CORE PLUS BOND FUND CL I #287	**	4,372,141
	WELLS FARGO COLLECTIVE FUNDS	WELLS FARGO STABLE VALUE CL J	**	13,130,038
*	PARTICIPANT LOANS	INTEREST RATE RANGE 4.25% - 5.50%	**	1,922,332

* A party-in-interest as defined by ERISA

** Cost omitted for participant directed accounts